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April 30, 2024

Independent auditor's report

To the Board of Directors of Genesis Underwriters, Ltd.

Our opinion

In our opinion, the condensed financial statements of Genesis Underwriters, Ltd. (the Company) are prepared, in all material respects, in accordance with the financial reporting provisions of the Insurance Act 1978, amendments thereto and the Insurance Account Rules 2016 with respect to condensed general purpose financial statements (the 'Legislation').

What we have audited

The Company's condensed financial statements comprise:

- the condensed balance sheet as at December 31, 2023;
- the condensed statement of income for the year then ended;
- the condensed statement of capital and surplus as at December 31, 2023; and
- the notes to the condensed financial statements, which include a summary of significant accounting policies.

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 condensed financial statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the ethical requirements of the Chartered Professional Accountants of Bermuda Rules of Professional Conduct (CPA Bermuda Rules) that are relevant to our audit of the condensed financial statements in Bermuda. We have fulfilled our other ethical responsibilities in accordance with the IESBA Code and the ethical requirements of the CPA Bermuda Rules.

Emphasis of matter - basis of accounting

Without modifying our opinion, we note that the condensed financial statements have been prepared in accordance with the financial reporting provisions of the Legislation. The accounting policies used and the disclosures made are not intended to, and do not, comply with all of the requirements of International Financial Reporting Standards.

Responsibilities of management and those charged with governance for the condensed financial statements

Management is responsible for the preparation of the condensed financial statements in accordance with the financial reporting provisions of the Legislation, and for such internal control as management determines is necessary to enable the preparation of condensed financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the condensed financial statements, management is responsible for assessing the Company'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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's responsibilities for the audit of the condensed financial statements

Our objectives are to obtain reasonable assurance about whether the condensed 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 condensed financial statements.

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

- Identify and assess the risks of material misstatement of the condensed 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's 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 Company'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 condensed 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 Company to cease to continue as a going concern.

We communicate with those charged with governance 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.

Gent Thorne (Bermuda) Limited

**Chartered Professional Accountants
Hamilton, Bermuda**

CONDENSED CONSOLIDATED BALANCE SHEET

Genesis Underwriters, Ltd.

As at December 31, 2023

expressed in United States Dollars

LINE No.		2023	2022
1.	CASH AND CASH EQUIVALENTS	301,208	182,401
2.	QUOTED INVESTMENTS:		
(a)	Bonds and Debentures		
	i. Held to maturity	1,276,250	1,307,484
	ii. Other		
(b)	Total Bonds and Debentures	1,276,250	1,307,484
(c)	Equities		
	i. Common stocks		
	ii. Preferred stocks		
	iii. Mutual funds		
(d)	Total equities	-	-
(e)	Other quoted investments		
(f)	Total quoted investments	1,276,250	1,307,484
3.	UNQUOTED INVESTMENTS:		
(a)	Bonds and Debentures		
	i. Held to maturity		
	ii. Other		
(b)	Total Bonds and Debentures	-	-
(c)	Equities		
	i. Common stocks		
	ii. Preferred stocks		
	iii. Mutual funds		
(d)	Total equities	-	-
(e)	Other unquoted investments		
(f)	Total unquoted investments	-	-
4.	INVESTMENTS IN AND ADVANCES TO AFFILIATES		
(a)	Unregulated entities that conduct ancillary services		
(b)	Unregulated non-financial operating entities		
(c)	Unregulated financial operating entities		
(d)	Regulated non-insurance financial operating entities		
(e)	Regulated insurance financial operating entities		
(f)	Total investments in affiliates	-	-
(g)	Advances to affiliates	1,218,970	1,196,290
(h)	Total investments in and advances to affiliates	1,218,970	1,196,290
5.	INVESTMENTS IN MORTGAGE LOANS ON REAL ESTATE:		
(a)	First liens		
(b)	Other than first liens		
(c)	Total investments in mortgage loans on real estate	-	-
6.	POLICY LOANS		
7.	REAL ESTATE:		
(a)	Occupied by the company (less encumbrances)		
(b)	Other properties (less encumbrances)		
(c)	Total real estate	-	-
8.	COLLATERAL LOANS		
9.	INVESTMENT INCOME DUE AND ACCRUED		
10.	ACCOUNTS AND PREMIUMS RECEIVABLE:		
(a)	In course of collection	-	-
(b)	Deferred - not yet due		
(c)	Receivables from retrocessional contracts		
(d)	Total accounts and premiums receivable	-	-
11.	REINSURANCE BALANCES RECEIVABLE:		
(a)	Foreign affiliates		
(b)	Domestic affiliates		
(c)	Pools & associations		
(d)	All other insurers		
(e)	Total reinsurance balance receivable	-	-
12.	FUNDS HELD BY CEDING REINSURERS		

CONDENSED CONSOLIDATED BALANCE SHEET

Genesis Underwriters, Ltd.

As at December 31, 2023

expressed in United States Dollars

LINE No.		2023	2022
13.	SUNDRY ASSETS:		
(a)	Derivative instruments		
(b)	Segregated accounts companies - long-term business - variable annuities		
(c)	Segregated accounts companies - long-term business - other		
(d)	Segregated accounts companies - general business		
(e)	Deposit assets		
(f)	Deferred acquisition costs		
(g)	Net receivables for investments sold		
(h)	Funds held by an agent	150,000	150,000
(i)	Other Sundry Assets (Specify)		
(j)	Other Sundry Assets (Specify)		
(k)	Total sundry assets	150,000	150,000
14.	LETTERS OF CREDIT, GUARANTEES AND OTHER INSTRUMENTS		
(a)	Letters of credit		
(b)	Guarantees		
(c)	Other instruments		
(e)	Total letters of credit, guarantees and other instruments	-	-
15.	TOTAL	2,946,428	2,836,175
	TOTAL INSURANCE RESERVES, OTHER LIABILITIES AND STATUTORY CAPITAL AND SURPLUS		
16.	UNEARNED PREMIUM RESERVE		
(a)	Gross unearned premium reserves	-	-
(b)	Less: Ceded unearned premium reserve		
	i. Foreign affiliates		
	ii. Domestic affiliates		
	iii. Pools & associations		
	iv. All other insurers	-	-
(c)	Total ceded unearned premium reserve	-	-
(d)	Net unearned premium reserve	-	-
17.	LOSS AND LOSS EXPENSE PROVISIONS:		
(a)	Gross loss and loss expense provisions		
(b)	Less : Reinsurance recoverable balance		
	i. Foreign affiliates		
	ii. Domestic affiliates		
	iii. Pools & associations		
	iv. All other reinsurers		
(c)	Total reinsurance recoverable balance	-	-
(d)	Net loss and loss expense provisions	-	-
18.	OTHER GENERAL BUSINESS INSURANCE RESERVES		
19.	TOTAL GENERAL BUSINESS INSURANCE RESERVES	-	-
	LONG-TERM BUSINESS INSURANCE RESERVES		
20.	RESERVE FOR REPORTED CLAIMS		
21.	RESERVE FOR UNREPORTED CLAIMS		
22.	POLICY RESERVES - LIFE		
23.	POLICY RESERVES - ACCIDENT AND HEALTH		
24.	POLICYHOLDERS' FUNDS ON DEPOSIT		
25.	LIABILITY FOR FUTURE POLICYHOLDERS' DIVIDENDS		
26.	OTHER LONG-TERM BUSINESS INSURANCE RESERVES		

CONDENSED CONSOLIDATED BALANCE SHEET

Genesis Underwriters, Ltd.

As at **December 31, 2023**

expressed in **United States Dollars**

LINE No.		2023	2022
27.	TOTAL LONG-TERM BUSINESS INSURANCE RESERVES		
(a)	Total Gross Long-Term Business Insurance Reserves	-	-
(b)	Less: Reinsurance recoverable balance on long-term business		
	(i) Foreign Affiliates		
	(ii) Domestic Affiliates		
	(iii) Pools and Associations		
	(iv) All Other Insurers		
(c)	Total Reinsurance Recoverable Balance	-	-
(d)	Total Net Long-Term Business Insurance Reserves	-	-
	OTHER LIABILITIES		
28.	INSURANCE AND REINSURANCE BALANCES PAYABLE	-	55,921
29.	COMMISSIONS, EXPENSES, FEES AND TAXES PAYABLE		
30.	LOANS AND NOTES PAYABLE		
31.	(a) INCOME TAXES PAYABLE		
	(b) DEFERRED INCOME TAXES		
32.	AMOUNTS DUE TO AFFILIATES		
33.	ACCOUNTS PAYABLE AND ACCRUED LIABILITIES	93,044	74,190
34.	FUNDS HELD UNDER REINSURANCE CONTRACTS:		
35.	DIVIDENDS PAYABLE		
36.	SUNDRY LIABILITIES:		
(a)	Derivative instruments		
(b)	Segregated accounts companies		
(c)	Deposit liabilities		
(d)	Net payable for investments purchased		
(e)	Other sundry liabilities (specify)		
(f)	Other sundry liabilities (specify)		
(g)	Other sundry liabilities (specify)		
(h)	Total sundry liabilities	-	-
37.	LETTERS OF CREDIT, GUARANTEES AND OTHER INSTRUMENTS:		
(a)	Letters of credit		
(b)	Guarantees		
(c)	Other instruments		
(d)	Total letters of credit, guarantees and other instruments	-	-
38.	TOTAL OTHER LIABILITIES	93,044	130,111
39.	TOTAL INSURANCE RESERVES AND OTHER LIABILITIES	93,044	130,111
	CAPITAL AND SURPLUS		
40.	TOTAL CAPITAL AND SURPLUS	2,853,384	2,706,064
41.	TOTAL	2,946,428	2,836,175
		TRUE	TRUE
		-	-

CONDENSED CONSOLIDATED STATEMENT OF INCOME

Genesis Underwriters, Ltd.

As at December 31, 2023
expressed in United States Dollars

LINE No.		2023	2022
	GENERAL BUSINESS UNDERWRITING INCOME		
1.	GROSS PREMIUMS WRITTEN		
	(a) Direct gross premiums written	-	-
	(b) Assumed gross premiums written		
	(c) Total gross premiums written	-	-
2.	REINSURANCE PREMIUMS CEDED	-	-
3.	NET PREMIUMS WRITTEN	-	-
4.	INCREASE (DECREASE) IN UNEARNED PREMIUMS	-	-
5.	NET PREMIUMS EARNED	-	-
6.	OTHER INSURANCE INCOME	357,380	255,291
7.	TOTAL GENERAL BUSINESS UNDERWRITING INCOME	<u>357,380</u>	<u>255,291</u>
	GENERAL BUSINESS UNDERWRITING EXPENSES		
8.	NET LOSSES INCURRED AND NET LOSS EXPENSES INCURRED		
9.	COMMISSIONS AND BROKERAGE	86,753	50,921
10.	TOTAL GENERAL BUSINESS UNDERWRITING EXPENSES	<u>86,753</u>	<u>50,921</u>
11.	NET UNDERWRITING PROFIT (LOSS) - GENERAL BUSINESS	270,627	204,370
	LONG-TERM BUSINESS INCOME		
12.	GROSS PREMIUMS AND OTHER CONSIDERATIONS:		
	(a) Direct gross premiums and other considerations		
	(b) Assumed gross premiums and other considerations		
	(c) Total gross premiums and other considerations	-	-
13.	PREMIUMS CEDED		
14.	NET PREMIUMS AND OTHER CONSIDERATIONS:		
	(a) Life		
	(b) Annuities		
	(c) Accident and health		
	(d) Total net premiums and other considerations	-	-
15.	OTHER INSURANCE INCOME		
16.	TOTAL LONG-TERM BUSINESS INCOME	<u>-</u>	<u>-</u>
	LONG-TERM BUSINESS DEDUCTIONS AND EXPENSES		
17.	CLAIMS - LIFE		
18.	POLICYHOLDERS' DIVIDENDS		
19.	SURRENDERS		
20.	MATURITIES		
21.	ANNUITIES		
22.	ACCIDENT AND HEALTH BENEFITS		
23.	COMMISSIONS		
24.	OTHER		
25.	TOTAL LONG-TERM BUSINESS DEDUCTIONS AND EXPENSES	<u>-</u>	<u>-</u>
26.	INCREASE (DECREASE) IN POLICY RESERVES (ACTUARIAL LIABILITIES):		
	(a) Life		
	(b) Annuities		
	(c) Accident and health		

CONDENSED CONSOLIDATED STATEMENT OF INCOME

Genesis Underwriters, Ltd.

As at
expressed in December 31, 2023
United States Dollars

LINE No.		2023	2022
	(d) Total increase (decrease) in policy reserves	-	-
27.	TOTAL LONG-TERM BUSINESS EXPENSES	-	-
28.	NET UNDERWRITING PROFIT (LOSS) - LONG-TERM BUSINESS	-	-
29.	COMBINED NET UNDERWRITING RESULTS BEFORE THE UNDERNOTED ITEMS	270,627	204,370
	UNDERNOTED ITEMS		
30.	COMBINED OPERATING EXPENSE		
	(a) General and administration	208,696	187,251
	(b) Personnel cost		
	(c) Other		
	(d) Total combined operating expenses	208,696	187,251
31.	COMBINED INVESTMENT INCOME - NET	78,722	14,595
32.	COMBINED OTHER INCOME (DEDUCTIONS)		
33.	COMBINED INCOME BEFORE TAXES	140,653	31,714
34.	COMBINED INCOME TAXES (IF APPLICABLE):		
	(a) Current		
	(b) Deferred		
	(c) Total	-	-
35.	COMBINED INCOME BEFORE REALIZED GAINS (LOSSES)	140,653	31,714
36.	COMBINED REALIZED GAINS (LOSSES)		
37.	COMBINED INTEREST CHARGES		
38.	NET INCOME	140,653	31,714

CONDENSED CONSOLIDATED STATEMENT OF CAPITAL AND SURPLUS

Genesis Underwriters, Ltd.
As at December 31, 2023
expressed in United States Dollars

LINE No.		2023	2022
1.	CAPITAL:		
(a)	Capital Stock		
	(i) Common Shares		
	authorized 1,200,000 shares of par	120,000	120,000
	value \$ 1,000 each issued and		
	fully paid 120,000 shares		
	(ii)		
	(A) Preferred shares:		
	authorized _____ shares of par		
	value _____ each issued and		
	fully paid _____ shares		
	aggregate liquidation value for –		
	2023 _____		
	2022 _____		
	(B) Preferred shares issued by a subsidiary:		
	authorized _____ shares of par		
	value _____ each issued and		
	fully paid _____ shares		
	aggregate liquidation value for –		
	2023 _____		
	2022 _____		
	(iii) Treasury Shares		
	repurchased _____ shares of par		
	value _____ each issued		
(b)	Contributed surplus	2,866,066	2,866,066
(c)	Any other fixed capital		
	(i) Hybrid capital instruments		
	(ii) Guarantees and others		
	(iii) Total any other fixed capital	-	-
(d)	Total Capital	2,986,066	2,986,066
2.	SURPLUS:		
(a)	Surplus - Beginning of Year	(280,002)	(305,049)
(b)	Add: Income for the year	140,653	31,714
(c)	Less: Dividends paid and payable		
(d)	Add (Deduct) change in unrealized appreciation (depreciation) of investments		
(e)	Add (Deduct) change in any other surplus	6,667	(6,667)
(f)	Surplus - End of Year	(132,682)	(280,002)
3.	MINORITY INTEREST		
4.	TOTAL CAPITAL AND SURPLUS	2,853,384	2,706,064

Schedule X

GENESIS UNDERWRITERS, LTD.

NOTES TO CONDENSED GENERAL PURPOSE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2023

Matters to be set forth in a General Note to the Financial Statements

1. Genesis Underwriters, Ltd. (the “Company”) was incorporated as an exempted company on July 24, 2012 under the laws of Bermuda and it was registered as a Class B long term insurer under the Bermuda Insurance Act 1978, as amended (the “Insurance Act”). Effective July 27, 2018, the Company deregistered as a Class B insurer and registered as Class 3A insurer under the Insurance Act. The Company is managed in Bermuda and is a wholly owned subsidiary of ClementiaRe Holding Ltd. (the “Parent”), an exempted company incorporated under the laws of Bermuda. The Parent provides access to finance for environmentally green companies involved in the food, water, energy, minerals and renewable sectors.
2. The Company provides coverage for Contractors All Risk (“CAR”) and Erection All Risk (“EAR”), General Liability, Products Liability, Directors & Officers (“D&O”), Professional Indemnity Insurance, Surety, Property and Business Interruption policies for green projects in which the Parent participates. Under the Company’s insurance license, business written in connection with projects supported by the Parent is deemed related business. The Company also seeks to provide similar insurance coverages to non-Parent related projects, which is deemed unrelated business. The Company is currently limited to a line of \$1.25 million per insurance contract. During 2023 and 2022, the Company participated solely in related business and effected contracts for an e-waste processing plant. The Company has previously participated as a coinsurer on a contract covering risks related to the construction of the bio-fuel plant, where the Company retained \$643k risk in 2021 (\$0 in 2022). In 2021, the Company also participated as a coinsurer on a contract covering risks related to the construction of an e-waste processing plant, which included Delay in Start-up and Business Interruption, where the Company retained \$1m risk across the entire program.
3. These condensed financial statements have been prepared in accordance with the provisions of the Insurance Act 1978, amendments thereto, the Insurance Account Rules 2016 and Related Regulations. The condensed financial statements have been prepared for statutory purposes and are not intended to be presented in conformity with generally accepted accounting principles.
4. The Insurer's significant accounting policies are as follows:

(a) Premiums

Premiums written are recorded on the accruals basis and are included in income on a pro-rata basis over the period the coverage is provided with the unearned portion deferred in the condensed statutory balance sheet. Reinsurance premiums ceded are similarly pro-rated over the period the coverage is provided with the unearned portion being deferred in the condensed statutory balance sheet net of unearned premiums.

(b) Loss and loss expense provisions

Loss and loss expense provisions include a provision for losses incurred but not reported and are recorded as reported by the reinsured. Such liabilities are necessarily based on estimates and while the directors and management believe that the amounts are fairly stated, the ultimate liability may be in excess of, or less than, the amounts provided. The methods of making such estimates and for establishing the resulting provisions are continually reviewed and any adjustments resulting therefrom are reflected in the periods in which they become known.

(c) Cash and time deposits

The Company considers all cash on hand, money market funds, deposits with financial institutions that can be withdrawn without prior notice or penalty, and short-term deposits with an original maturity of ninety days or less as equivalent to cash.

(d) Interest income

Interest and dividend income are recognized on the accruals basis.

Schedule X
GENESIS UNDERWRITERS LTD.
NOTES TO CONDENSED GENERAL PURPOSE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2023

Matters to be set forth in a General Note to the Financial Statements (continued)

5. Premium: Refer to Note 4(a)
Investment income: Refer to Note 4(d)
Commission income: N/A

6-12 N/A

13. Sundry Assets

The Company has a cash account with First Hawaiian Bank amounting to \$150,000 in favour of Guam Insurance Commissioner. The cash is held in a short-term cash instrument and is considered Level 2.

14 N/A

15. Related Party Transactions

Please refer to note 4 on the Matters to be set forth in Notes to the Balance Sheet for loan receivable and other amount due from Parent.

16. Subsequent Events

Management has evaluated subsequent events for recognition and disclosure to April 30, 2024.

The Company has assessed that there are no subsequent events requiring recognition and disclosure on the financial statements for the year ended December 31, 2023.

17. Other Matters

During the year ended December 31, 2021, a disagreement arose between the Company and two of its former directors who asserted that they were owed outstanding remuneration. The Company had previously discussed remuneration in the form of management salaries (the "Salaries") for executive officers. However, the Salaries were dependent on the Company generating sufficient profits to support the payments and beyond reasonable doubt the Company has not achieved that position of profitability in the period since its reorganization in 2018. The former directors engaged legal counsel, but to date no formal letter has been served on the Company in relation to their demands.

Matters to be set forth in Notes to the Statement of Capital and Surplus

- 1(a) Capital Stock

		2023	2022
Issued and fully paid:			
120,000	Common Shares of \$1 par value each	\$120,000	\$120,000

- 1(b) Contributed Surplus amounted to \$2,866,066 (2022 - \$2,866,066) in the year.

2(c) N/A

Schedule X

GENESIS UNDERWRITERS LTD.

NOTES TO CONDENSED GENERAL PURPOSE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2022

Matters to be set forth in Notes to the Balance Sheet

1 N/A

2 The Company holds US Treasury notes amounting to \$1,276,250 in 2023 (\$1,307,484 in 2022) which are recorded at fair market value.

3. N/A

4. Advances to affiliates amounting to \$1,218,970 (2022 - \$1,196,290) is comprised of \$1,134,000 promissory note from the Parent. Interest rate is at 2% per annum with the interest payable at the date of payment of the principal. The balance also includes \$5,000 for advances relating to admin expenses.

5-10 N/A

11-12. N/A

13. The Company has a cash account with First Hawaiian Bank amounting to \$150,000 in favour of Guam Insurance Commissioner. As an Alien Insurer, to operate in Guam and obtain the Guam Insurance Certificate of Authority, the Company is required to deposit \$50,000 in lieu of a bond and to hold \$100,000 of capital in a local Guam Bank.

14. N/A

16. See Matters to be set forth in a General Note to the Financial Statements, item 4(a).

17. See Matters to be set forth in a General Note to the Financial Statements, item 4(b). As of December 31, 2023, the Company had \$Nil (2022 - \$Nil) loss and loss expense provisions.

20-21. N/A

22-27. N/A

28. Insurance payable amounted to \$Nil (2022 - \$55,921).

29-32. N/A

33. Accounts payable and accrued liabilities of \$93,044 (2022 - \$74,190) pertain to legal, management, audit, actuarial, IT, corporate secretarial fees, travel and other payables.

34-37. N/A

Matters to be set forth in Notes to the Statement of Income

6. Other insurance income of \$357,380 (2022 - \$255,291) pertain to the Company's fee for arranging coverage on related business and is recognized in full at the inception of the policy.

15-36. N/A