



Arthur Morris & Company Limited

Chartered Professional Accountants

Century House
16 Par-la-Ville Road
Hamilton HM08
Bermuda

Tel: +1 441 292 7478
Email: info@amc.bm

April 28, 2021

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, 2020;
- the condensed statement of income for the year then ended;
- the condensed statement of capital and surplus as at December 31, 2020; 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.

Independent auditor's report
April 28, 2021

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 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.

Independent auditor's report

April 28, 2021

- 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.

Arthur Morris + Company Limited

Chartered Professional Accountants

Hamilton, Bermuda

April 28, 2021

CONDENSED CONSOLIDATED BALANCE SHEET

Genesis Underwriters, Ltd.

As at December 31, 2020

expressed in United States Dollars

LINE No.		2020	2019
1.	CASH AND CASH EQUIVALENTS	365,483	546,011
2.	QUOTED INVESTMENTS:		
(a)	Bonds and Debentures		
	i. Held to maturity	1,364,672	2,203,187
	ii. Other		
(b)	Total Bonds and Debentures	1,364,672	2,203,187
(c)	Equities		
	i. Common stocks		
	ii. Preferred stocks		
	iii. Mutual funds		
(d)	Total equities	-	-
(e)	Other quoted investments		
(f)	Total quoted investments	1,364,672	2,203,187
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	1,150,930	5,000
(h)	Total investments in and advances to affiliates	1,150,930	5,000
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	-	1,030,306
(b)	Deferred - not yet due		
(c)	Receivables from retrocessional contracts		
(d)	Total accounts and premiums receivable	-	1,030,306
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, 2020
expressed in United States Dollars

LINE No.		2020	2019
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	3,031,085	3,934,504
	TOTAL INSURANCE RESERVES, OTHER LIABILITIES AND STATUTORY CAPITAL AND SURPLUS		
16.	UNEARNED PREMIUM RESERVE		
(a)	Gross unearned premium reserves	147,680	102,143
(b)	Less: Ceded unearned premium reserve		
	i. Foreign affiliates		
	ii. Domestic affiliates		
	iii. Pools & associations		
	iv. All other insurers	146,530	95,423
(c)	Total ceded unearned premium reserve	146,530	95,423
(d)	Net unearned premium reserve	1,150	6,720
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	1,150	6,720
	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, 2020

expressed in United States Dollars

LINE No.		2020	2019
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	108,868	864,374
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	87,907	156,850
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	196,775	1,021,224
39.	TOTAL INSURANCE RESERVES AND OTHER LIABILITIES	197,925	1,027,944
	CAPITAL AND SURPLUS		
40.	TOTAL CAPITAL AND SURPLUS	2,833,160	2,906,560
41.	TOTAL	3,031,085	3,934,504
		TRUE	TRUE
		-	-

CONDENSED CONSOLIDATED STATEMENT OF INCOME

Genesis Underwriters, Ltd.

As at December 31, 2020
expressed in United States Dollars

LINE No.		2020	2019
	GENERAL BUSINESS UNDERWRITING INCOME		
1.	GROSS PREMIUMS WRITTEN		
	(a) Direct gross premiums written	281,629	27,275
	(b) Assumed gross premiums written		
	(c) Total gross premiums written	281,629	27,275
2.	REINSURANCE PREMIUMS CEDED	281,629	112,247
3.	NET PREMIUMS WRITTEN	-	(84,972)
4.	INCREASE (DECREASE) IN UNEARNED PREMIUMS	5,570	78,525
5.	NET PREMIUMS EARNED	5,570	(6,447)
6.	OTHER INSURANCE INCOME	176,790	257,370
7.	TOTAL GENERAL BUSINESS UNDERWRITING INCOME	182,360	250,923
	GENERAL BUSINESS UNDERWRITING EXPENSES		
8.	NET LOSSES INCURRED AND NET LOSS EXPENSES INCURRED		
9.	COMMISSIONS AND BROKERAGE	49,982	
10.	TOTAL GENERAL BUSINESS UNDERWRITING EXPENSES	49,982	-
11.	NET UNDERWRITING PROFIT (LOSS) - GENERAL BUSINESS	132,378	250,923
	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	-	-
	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	-	-
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 December 31, 2020
 expressed in United States Dollars

LINE No.		2020	2019
	(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	132,378	250,923
	UNDERNOTED ITEMS		
30.	COMBINED OPERATING EXPENSE		
	(a) General and administration	222,354	387,724
	(b) Personnel cost		
	(c) Other		
	(d) Total combined operating expenses	222,354	387,724
31.	COMBINED INVESTMENT INCOME - NET	16,576	40,195
32.	COMBINED OTHER INCOME (DEDUCTIONS)		
33.	COMBINED INCOME BEFORE TAXES	(73,400)	(96,606)
34.	COMBINED INCOME TAXES (IF APPLICABLE):		
	(a) Current		
	(b) Deferred		
	(c) Total	-	-
35.	COMBINED INCOME BEFORE REALIZED GAINS (LOSSES)	(73,400)	(96,606)
36.	COMBINED REALIZED GAINS (LOSSES)		
37.	COMBINED INTEREST CHARGES		
38.	NET INCOME	(73,400)	(96,606)

CONDENSED CONSOLIDATED STATEMENT OF CAPITAL AND SURPLUS

Genesis Underwriters, Ltd.

As at December 31, 2020
expressed in United States Dollars

LINE No.		2020	2019
1.	CAPITAL:		
(a)	Capital Stock		
	(i) Common Shares		
	authorized 12,000,000 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 –		
	2020 _____		
	2019 _____		
	(B) Preferred shares issued by a subsidiary:		
	authorized _____ shares of par		
	value _____ each issued and		
	fully paid _____ shares		
	aggregate liquidation value for –		
	2020 _____		
	2019 _____		
	(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	(79,506)	17,100
(b)	Add: Income for the year	(73,400)	(96,606)
(c)	Less: Dividends paid and payable		
(d)	Add (Deduct) change in unrealized appreciation (depreciation) of investments		
(e)	Add (Deduct) change in any other surplus		
(f)	Surplus - End of Year	(152,906)	(79,506)
3.	MINORITY INTEREST		
4.	TOTAL CAPITAL AND SURPLUS	2,833,160	2,906,560

Schedule X

GENESIS UNDERWRITERS, LTD.

NOTES TO CONDENSED GENERAL PURPOSE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2020

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, 2019, 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 2019 and 2020, the Company participated solely in related business and effected contracts in a bio-fuel and e-waste processing plant. The Company participated as a coinsurer on a contract covering risks related to the construction of the bio-fuel plant, where the Company retained \$643k risk. The Company also participated as a coinsurer on a contract covering risks related to the construction of 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 International Financial Reporting Standards (“IFRS”) adjusted for filters prescribed by Insurance Account Rules 2016 and Related Regulations.
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 is recognized on the accruals basis.

Schedule X
GENESIS UNDERWRITERS LTD.
NOTES TO CONDENSED GENERAL PURPOSE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2020

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

6-11 N/A

12. Subsequent Events

The COVID-19 pandemic continues to cause economic uncertainties to business conditions around the globe. While the overall impact of COVID-19 remains uncertain, the Company does not believe it poses a long-term material threat to its operational or financial integrity.

13-17 N/A

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

1(a) Capital Stock

	2020	2019
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 (2019 - \$2,866,066) in the year.

2(c) N/A

Matters to be set forth in Notes to the Balance Sheet

1-3 N/A

4. Advances to affiliates amounting to \$1,150,930 (2019 - advances to affiliates of \$5,000) 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 loan. The balance also includes \$5,000 for advances relating to admin expenses.

Schedule X

GENESIS UNDERWRITERS LTD.

NOTES TO CONDENSED GENERAL PURPOSE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2020

Matters to be set forth in Notes to the Balance Sheet (continued)

5-9 N/A

10. Insurance receivable amounting to \$Nil (2019 - \$1,030,306) is comprised of \$Nil.

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, 2020, the Company had \$Nil (2019 - \$Nil) loss and loss expense provisions.

20-21. N/A

22-27. N/A

28. Insurance payable amounting to \$108,868 (2019 - \$864,374) is comprised of (a) \$98,868 payable relating to Guam Forager and Teleguam business and (b) \$10,000 payable relating Global Energy LLC.

29-32. N/A

33. Accounts payable and accrued liabilities of \$87,907 (2019 - \$156,850) pertain to legal, management, audit, actuarial, IT and corporate secretarial fees.

34-37. N/A

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

6. Other insurance income of \$176,790 (2019 - \$257,370) 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