HOOD GROUP ADMINISTRATION LIMITED PREVIOUSLY KNOWN AS PLUS ONE SERVICES LIMITED

Strategic Report, Report of the Directors and

Financial Statements

For The Year Ended 31 December 2017

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HOOD GROUP ADMINISTRATION LIMITED

Company Information For The Year Ended 31 December 2017

DIRECTORS:

S A Hood J M Wallis S M Milbourne P R Firkins M Hunter

SECRETARY:

M Hunter

REGISTERED OFFICE:

Maitland House Warrior Square Southend-on-sea

Essex SS1 2JY

REGISTERED NUMBER:

01709711 (England and Wales)

AUDITORS:

Wilkins Kennedy LLP Chartered Accountants & Statutory Auditor Bridge House London Bridge London SE1 9QR

BANKERS:

Lloyds Bank Plc 77 High Street Southend on Sea

Essex SS1 1HT

Strategic Report For The Year Ended 31 December 2017

The directors present their strategic report for the year ended 31 December 2017.

FAIR REVIEW OF BUSINESS

The company continues to provide policy administration and related insurance services to insurance intermediaries, insurance underwriters and insured clients.

A reorganisation of the trading activities of the parent company, Hood Group Limited, took place in 2015. Under this reorganisation a significant proportion of the trade, assets and liabilities of the company were transferred to Hood Group Limited. The future trade of the company will be limited to providing policy administration and related insurance services to external clients and other Hood Group companies, where the company will be acting as an authorised representative under the client's FCA registration.

During the year under review the migration of services provided by the company back to a key client's in-house facility continued, resulting in a further reduction in the turnover earned from that client. However, due primarily to continued expansion in the Group's travel insurance business, turnover increased by 25.5%.

Meanwhile, the company continued to benefit from significant continued investment from its parent company, Hood Group Limited, particularly in developing and improving sales, administrative and IT platforms.

It is envisaged that future new business opportunities will be conducted through the company's parent or other subsidiaries.

PRINCIPAL RISKS AND UNCERTAINTIES

The principal risks and uncertainties identified by the directors are outlined below.

As an authorised representative under the client's FCA registration, the company is regulated by the FCA and addresses governance issues with priority, utilising a combination of its parent company Risk & Compliance and Quality Assurance teams along with specialist external consultants as required.

Opportunities to provide policy administration and related insurance services to clients under the authorised representative model are limited. Future new business opportunities are likely to be reflected in other regulated Group companies.

ON BEHALF OF THE BOARD:

M Hunter - Secretary

30 May 2018

Report of the Directors For The Year Ended 31 December 2017

The directors present their report with the financial statements of the company for the year ended 31 December 2017.

CHANGE OF NAME

The company passed a special resolution on 16 April 2018 changing its name from Plus One Services Limited to Hood Group Administration Limited.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of the provision of services to insurance intermediaries, insurance underwriters and insured clients.

DIVIDENDS

During the current and prior year the directors did not pay interim dividends.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2017 to the date of this report.

S A Hood J M Wallis S M Milbourne P R Firkins M Hunter

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Strategic Report, the Report of the Directors and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Report of the Directors For The Year Ended 31 December 2017

AUDITORS

The auditors, Wilkins Kennedy LLP, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:

M Hunter - Secretary

30 May 2018

Report of the Independent Auditors to the Members of Hood Group Administration Limited

Opinion

We have audited the financial statements of Hood Group Administration Limited (the 'company') for the year ended 31 December 2017 which comprise the Income Statement, Other Comprehensive Income, Balance Sheet, Statement of Changes in Equity, Cash Flow Statement and Notes to the Cash Flow Statement, Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 and of its profit for the year then ended:
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Report of the Directors have been prepared in accordance with applicable legal requirements.

Report of the Independent Auditors to the Members of Hood Group Administration Limited

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Report of the Directors.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities set out on page three, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are 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 the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Our responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a Report of the Auditors 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 (UK) 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 financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our Report of the Auditors.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

P.R. East (Senior Statutory Auditor)

for and on behalf of Wilkins Kennedy LLP

Chartered Accountants

& Statutory Auditor

Bridge House

London Bridge

London

SEI 9OR

30 May 2018

Income Statement For The Year Ended 31 December 2017

| | Notes | 2017 £ | 2016 £ |
|--|-------|-----------|-----------|
| TURNOVER | 3 | 416,636 | 331,883 |
| Administrative expenses | | 387,018 | 298,825 |
| OPERATING PROFIT | | 29,618 | 33,058 |
| Interest receivable and similar income | 5 | . 22 | 297 |
| PROFIT BEFORE TAXATION | | 29,640 | 33,355 |
| Tax on profit | 6 | 2,264 | 8,710 |
| PROFIT FOR THE FINANCIAL YEA | AR | 27,376 | 24,645 |
| | | · · | |

Other Comprehensive Income For The Year Ended 31 December 2017

| Notes | 2017 £ | 2016 · , ; |
|---|-----------|------------|
| PROFIT FOR THE YEAR | 27,376 | 24,645 |
| OTHER COMPREHENSIVE INCOME | | <u> </u> |
| TOTAL COMPREHENSIVE INCOME FOR THE YEAR | 27,376 | 24,645 |

Balance Sheet 31 December 2017

| | • | 2017 | 2016 |
|-------------------------------------|-------|-------------|---------|
| | Notes | £ | £ |
| CURRENT ASSETS | • | | • • • • |
| Debtors | 7 | 388,045 | 358,405 |
| CREDITORS | | | 1 |
| Amounts falling due within one year | 8 | 2,264 | - |
| NET CURRENT ASSETS | | 385,781 | 358,405 |
| TOTAL ASSETS LESS CURRENT | | | · . |
| LIABILITIES | | 385,781 | 358,405 |
| CAPITAL AND RESERVES | | | |
| Called up share capital | 10 | 10,000 | 10,000 |
| Share premium | 11 | 99,980 | 99,980 |
| Retained earnings | , 11 | 275,801 | 248,425 |
| SHAREHOLDERS' FUNDS | | 385,781 | 358,405 |
| • | | | |

The financial statements were approved by the Board of Directors on 30 May 2018 and were signed on its behalf by:

S A Hood - Director

M Hunter - Director

Statement of Changes in Equity For The Year Ended 31 December 2017

| | Called up share capital £ | Retained earnings £ | Share premium £ | Total equity £ |
|--|------------------------------------|---------------------------|-----------------------|----------------------|
| Balance at 1 January 2016 | 10,000 | 223,780 | 99,980 | 333,760 |
| Changes in equity Total comprehensive income | - | 24,645 | - | 24,645 |
| Balance at 31 December 2016 | 10,000 | 248,425 | 99,980 | 358,405 |
| | | | | |
| Changes in equity Total comprehensive income | <u>-</u> | 27,376 | <u> </u> | 27,376 |
| Balance at 31 December 2017 | 10,000 | 275,801 | 99,980 | 385,781 |

Cash Flow Statement For The Year Ended 31 December 2017

| | Notes | 2017 £ | 2016 £ |
|--|--------|-----------|-----------|
| Cash flows from operating activities | 110103 | | * |
| Cash generated from operations | 1 | 29,703 | (18,567) |
| Tax paid | | <u> </u> | (25,969) |
| Net cash from operating activities | | 29,703 | (44,536) |
| Cash flows from investing activities | | • | |
| Interest received | | 22 | 297 |
| Net cash from investing activities | | 22 | 297 |
| Cash flows from financing activities | | | |
| Amounts transferred to group companies | | (29,725) | 44,239 |
| Net cash from financing activities | | (29,725) | 44,239 |
| | | · | |
| Increase in cash and cash equivalents Cash and cash equivalents at beginning | of | - | - |
| year | | - | - |
| | | | |
| Cash and cash equivalents at end of year | ır | - | - |
| | | | |

Notes to the Cash Flow Statement For The Year Ended 31 December 2017

1. RECONCILIATION OF PROFIT BEFORE TAXATION TO CASH GENERATED FROM OPERATIONS

| OI ERATIONS | 2017 | 2016 |
|---------------------------------------|--------|-----------|
| | £ | £ |
| Profit before taxation | 29,640 | 33,355 |
| Finance income | (22) | (29.7) |
| | 29,618 | 33,058 |
| Decrease in trade and other debtors | 85 | 65,625 |
| Decrease in trade and other creditors | | (117,250) |
| Cash generated from operations | 29,703 | (18,567) |
| | ==== | |

Notes to the Financial Statements For The Year Ended 31 December 2017

1. STATUTORY INFORMATION

Hood Group Administration Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

In the opinion of the directors, it remains appropriate to continue to adopt the going concern basis of accounting.

Turnover

Credit is taken for administration fees billed to clients in the period in which they are earned. Other income is credited to the profit and loss account as it is received.

Taxation

Taxation for the year comprises current and deferred tax. Tax is recognised in the Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Pension costs and other post-retirement benefits

The company operates defined contribution pension schemes. The amount charged to the profit and loss account in respect of pension costs is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

Trade and other receivables

Trade and other receivables are measured at transaction price less any impairment unless the arrangement constitutes a financing transaction in which case the transaction is measured at the present value of the future receipts discounted at the prevailing market rate of interest. Loans are initially measured at fair value and are subsequently measured at amortised cost using the effective interest method less any impairment.

Trade and other payables

Trade and other payables are measured at their transaction price unless the arrangement constitutes a financing transaction in which case the transaction is measured at present value of future payments discounted at prevailing market rate of interest. Other financial liabilities are initially measured at fair value net of their transaction costs. They are subsequently measured at amortised cost using the effective interest method.

Notes to the Financial Statements - continued For The Year Ended 31 December 2017

3. TURNOVER

5.

6.

Tax on profit

The turnover and profit before taxation are attributable to the one principal activity of the company.

4. EMPLOYEES AND DIRECTORS

There were no staff costs for the year ended 31 December 2017 nor for the year ended 31 December 2016.

| | • | |
|---|-----------------|------------------|
| The average number of employees during the year was as follows | | 2016 |
| | 2017 | 2016 |
| Directors | 5 | 5 |
| | 2017 | 2016 |
| Directors' remuneration | £ | £ |
| INTEREST RECEIVABLE AND SIMILAR INCOME | 2015 | 2016 |
| Bank deposit interest | 2017 £ 22 | 2016 £ 297 |
| TAXATION | | : |
| | | |
| Analysis of the tax charge The tax charge on the profit for the year was as follows: | | |
| | 2017 £ | 2016 £ |
| Current tax: UK corporation tax | 2,264 | - |
| Deferred tax | | 8,710 |
| | | |

8,710

2,264

Notes to the Financial Statements - continued For The Year Ended 31 December 2017

6. TAXATION - continued

Reconciliation of total tax charge included in profit and loss

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below:

| | | 2017 £ | 2016 £ |
|----|--|-----------|-----------|
| | Profit before tax | 29,640 | 33,355 |
| | Profit multiplied by the standard rate of corporation tax in the UK of 19% | | |
| | (2016 - 20%) | 5,632 | 6,671 |
| | Effects of: | | |
| | Effect of reduction in rate of corporation tax | 29 | |
| | Realised provision | - | (10,247) |
| | Group relief | - | 3,576 |
| | Deferred tax movement | - | 8,710 |
| | Utilisation of losses brought forward | (3,397) | - |
| | Total tax charge | 2,264 | 8,710 |
| | | | |
| 7. | DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR | | |
| | | 2017 | 2016 |
| | | £ | £ |
| | Amounts owed by group undertakings | 387,991 | 358,266 |
| | Other debtors | 54 | 139 |
| | | 388,045 | 358,405 |
| | | ===== | |
| 8. | CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR | | |
| | | 2017 | 2016 |
| | | £ | £ |
| | Tax | 2,264 | _ |
| | | <u> </u> | === |

9. SECURED DEBTS

There is an unlimited guarantee and letter of set off in place between The Select & Protect Program Ltd, Hood Direct Limited, Plus One Services Limited, Plus One Administration Services Limited, Hood Group Limited and Augmentum Management Limited in relation to any credit balances with the company's bankers.

10. CALLED UP SHARE CAPITAL

| Allotted, issue | ed and fully paid: | | | |
|-----------------|--------------------|---------|--------|--------|
| Number: | Class: | Nominal | 2017 | 2016 |
| | | value: | £ | £ |
| 10,000 | Ordinary | £1.00 | 10,000 | 10,000 |
| | | | | |

Notes to the Financial Statements - continued For The Year Ended 31 December 2017

| 11. | RESERVES | Retained earnings £ | Share premium £ | Totals £ |
|-----|---------------------|---------------------------|-----------------------|-------------|
| | At 1 January 2017 | 248,425 | 99,980 | 348,405 |
| | Profit for the year | 27,376 | ŕ | 27,376 |
| | At 31 December 2017 | 275,801 | 99,980 | 375,781 |

12. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The directors consider the ultimate holding company to be Hood Group Limited incorporated in England and Wales.

13. RELATED PARTY DISCLOSURES

The company provided insurance services in the normal course of business to Hood Travel Limited, a company owned by Hood Group Limited and with some directors in common. Sales for the year amounted to £413,899 (2016: £269,443).

As at the balance sheet date Hood Group Limited owed the company £387,991 (2016: £358,266).