

Company registration number: 08912755

ANNUAL REPORT AND FINANCIAL
STATEMENTS
FOR THE YEAR ENDED
31 MARCH 2023

PROAV HOLDINGS
LIMITED



MENZIES
BRIGHTER THINKING

PROAV HOLDINGS LIMITED

COMPANY INFORMATION

Directors

R Brookes
F Hazell
L Brookes

Registered number

08912755

Registered office

proAV House
Omega Way
Egham
Surrey
TW20 8RD

Independent auditors

Menzies LLP
Chartered Accountants & Statutory Auditor
Victoria House
50-58 Victoria Road
Farnborough
Hampshire
GU14 7PG

Bankers

Barclays Bank plc
1 Churchill Place
Canary Wharf
London
E14 5HP

PROAV HOLDINGS LIMITED

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PROAV HOLDINGS LIMITED

GROUP STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2023

Introduction

The principal activity of the group during the year remained focused on the activities of design, supply, installation and support of Audio Visual, Video Conferencing & Large Format Display Systems.

proAV Holdings Limited is a holding company with no transactions other than dividends. To assess the underlying trading activity of the group, please refer to the financial statements of proAV Limited.

Business review

The workplace technology and unified communications market has seen significant growth where the use of video communication has become pervasive. This has been further accelerated during and post the C-19 pandemic with the continued adoption of hybrid working practices and a requirement for seamless user experience between remote and in-person meetings.

proAV has maintained its focus on core activities which include audio visual systems integration & workplace technology services. These are broken down as follows:

Systems Integration to include design, equipment sale, installation, commissioning, and software development / programming of technology solutions.

Technology services include off site maintenance, onsite support teams, video managed services, content management and hire and events. The Network Operations Centre (NOC) continues to attract international and domestic clients allowing the group to provide a wider portfolio of services. The NOC sets the group apart by providing a consistent technologically advanced support/intelligence framework that is compatible for specific customer's needs. proAV will continue to adopt this approach and further expand its service portfolio during the year ending March 2024 with key focus in evolving our services and platforms utilised for the lookahead.

proAV operates within a diverse customer base. These include large enterprise clients, public sector and high end residential, many of which have significant international requirements. Global demand from enterprise clients has driven the continued development of proAV's international presence which now includes direct operations in Frankfurt, US & China. proAV's geographical reach continues to be a key driver of strong EBITDA increase and cash generation during the year.

During the year proAV delivered a solid performance finishing with its strongest ever order book and pipeline of multinational opportunities.

proAV is pursuing an organic growth strategy, focused on enterprise, public sector & high-end residential clients where it has long trading relationships and high levels of recurring business.

PROAV HOLDINGS LIMITED

GROUP STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2023

Principal risks and uncertainties

Financial Risks:

proAV's operations expose it to a variety of financial risks in the ordinary course of business including the effects of credit risk, liquidity risk and interest rate risk.

It is considered that the group's exposure to risk in terms of credit, liquidity, interest rates and cash flow is not material to the financial statements.

Economic Risks:

proAV has diverse revenue streams across its domestic and international customer base which minimises the impact of possible negative economic changes.

Global Pandemics (C-19)

The Global pandemic no longer represented any risk to trading, with no obvious significant spikes in infection rates.

Global Supply Chain Shortages (Semi-conductor manufacture)

Workplace technology & unified communication integration is subject to the supply of semi-conductors to facilitate various technology solutions. Supply shortages became apparent due to a reduction in raw material supply, global growth in adoption and other industries sharing the same use of technology. proAV have strong direct relationships with supply chain and partners and have adopted a strategy of forward order to mitigate the effects of such market challenges.

Competitor Risk:

proAV identifies with its competitors and continues to evolve to meet and surpass client expectations with quality of service. The business continues to focus on client relationships and framework agreements in order to achieve value creation. Diversification of its client base across different vertical end user markets coupled with the employment of new disruptive technologies as they enter the market creates growth and resilience.

As audio visual equipment is increasingly network enabled so too are IT security implications. Therefore, AV is commonly now the responsibility of IT departments who are imposing global standards and centralised procurement. This creates barriers to entry for smaller suppliers, whereas proAV, as a large international provider, is well placed to take advantage of opportunities as they arise.

Future developments and outlook:

The professional audio visual market is forecast to show strong growth in future years. This growth is being driven by increased adoption, technology advances and more frequent refresh cycles. The directors, therefore, remain confident that the business will continue its profitable growth.

PROAV HOLDINGS LIMITED

GROUP STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2023

Financial key performance indicators (group)

The directors use a range of financial and non financial performance measures in the monitoring and effective management of the business. The key financial measures are as follows:

Turnover for the year was up 14.8% from £81.1m last year to £93.1m.

Adjusted EBITDA for the year was up by 13.9% from £4.9m last year to £5.6m (calculated by taking profit before tax and adding back interest expense, depreciation and amortisation).

Service versus project turnover split for the year was 22:78 (2022: 19:81).

Employee numbers for the year were 463 (2022: 405).

Directors' statement of compliance with duty to promote the success of the Group

proAV have a well balanced management structure to ensure our collective messages reach all team members. The team's collaborative approach ensures continuous success across all sectors of the business and a hardworking and enjoyable ethos.

We stay connected through reaching out via direct communications and software platforms. We continuously invite feedback and encourage proactive development paths for individuals and in turn the business. Collectively we are proAV, a business that aims to continuously improve communication within an ever growing entity.

The directors have complied with the requirements of S172 of the Companies Act 2006.

This report was approved by the board and signed on its behalf.

DocuSigned by:

Francesca Hazell

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F Hazell

Director

Date: 22-Dec-2023

PROAV HOLDINGS LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2023

The directors present their report and the financial statements for the year ended 31 March 2023.

Directors' responsibilities statement

The directors are responsible for preparing the Group Strategic Report, the Directors' Report and the consolidated 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 the Group and of the profit or loss of the Group for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the Group's financial statements and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK 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 Group 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 the Group and to 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 the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Results and dividends

The profit for the year, after taxation, amounted to £4,601,404 (2022 - £3,869,515).

Particulars of dividends paid are detailed in note 13 to the financial statements.

Directors

The directors who served during the year were:

R Brookes
F Hazell
L Brookes

Employee involvement

During the year, the policy of providing employees with information about the group has been continued through internal media methods in which employees have also been encouraged to present their suggestions and views on the group's performance. Regular meetings are held between local management and employees to allow a free flow of information and ideas.

Disabled Employees

The company does not discriminate against disabled workers for those vacancies that they are able to fill. All necessary assistance with initial training courses is given. Arrangements are made, wherever possible for retraining employees who became disabled, to enable them to perform work identified as appropriate to their aptitudes and abilities.

PROAV HOLDINGS LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2023

Greenhouse gas emissions, energy consumption and energy efficiency action

In line with the Greenhouse Gas Protocol (GHG) Corporate Accounting and Reporting Standard, ProAV Limited, company number 02681563, has been engaged in a process to reduce our energy and greenhouse gas emissions.

proAV maintains scopes one (1), two (2) and three (3) emissions, which include electricity and natural gas. proAV also maintains transport emissions inclusive of company owned and operated vehicles as well as employee owned and operated vehicles (whereby mileage is claimed as a company expense).

proAV previously devised a strategy to reduce our carbon footprint, which we continue to progress:

- Encouraging employees to purchase renewable technology cars i.e., hybrid vehicles,
- Purchasing energy efficient equipment where appropriate and applicable in our various offices,
- Replacing HVAC systems with energy-efficient equipment where possible,
- Adopting behavioural change measures where possible.

We have a longstanding commitment to tackling climate change. Our calculated carbon footprint for our current financial year is 311.29 tCO₂e, whilst energy consumption was 1,350,883.54 kWh (1,350.88 MWh).

Methodology

We have reported all of emission sources under the Companies Act 2006 (Strategic Report and Director's Reports) Regulations 2013 as required, including waste and German vehicles. We have calculated and reported our emissions in line with the GHG Protocol Corporate Accounting and Reporting Standard and emission factors from the UK Government's GHG Conversion Factors for Company Reporting 2022.

Due to revised guidelines, we have changed the methodology for assessing our company and "grey" fleet vehicles in the year ended 31 March 2023. Whilst our energy, calculated in kWh has increased, due to the change in methodology, if we applied current methodology to year ended 31 March 2023 our energy consumption would have been 1,525,097.58 kWh.

The reporting period is the financial year ended 31 March 2023, the same as that covered by the Annual Report and Financial Statements. The boundaries of the GHG inventory are defined using the operational control approach. In general, the emissions reported are the same as those which would be reported based on a financial control boundary.

Emissions (Tonnes CO₂ equivalent (tCO₂e))

	2023	2022
Scope 1 (natural gas and transport)	71.87	85.42
Scope 2 (electricity)	98.82	111.65
Scope 3 (transport and electricity T&D)	140.60	170.15
Total	311.29 tCO ₂ e	367.22 tCO ₂ e

Our emissions have reduced by 15.23% since our previous reporting period.

Intensity Metric

Scope 1, 2 and scope 3 carbon intensity is 0.672 tCO₂e per employee (2022: 0.907 tCO₂e).

The intensity metric is based on the average number of employees during the fiscal year of 463 (2022: 405)

PROAV HOLDINGS LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2023

Efficiency Measures/Actions

- 1) Reviewed all buildings ensuring usage for HVAC was as efficient as possible, reviewed constantly and adjusted in line with building opening/closing times.
- 2) Reviewed logistics policies with a view to reducing miles travelled by implementing a policy of "transport consolidation" by combining shipments where possible.
- 3) Continued programme to replace lighting with more efficient LED's.

Objectives for 2023/2024

- 1) Replace the Unit 4, warehouse and offices lights with LED panels, last of sites to be upgraded, making proAV fully LED across all four buildings.
- 2) Review Solar panel option for ProAV House.
- 3) Review Company vehicle fleet for options on EV's.
- 4) Increase the usage of third-party carriers with a carbon neutral target policy.
- 5) Improve heat loss in Unit 4 when warehouse bay door open.

proAV will report on progress within our next set of financial accounts.

Matters covered in the Group Strategic Report

The company has chosen in accordance with Section 414C(11) of the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 to set out within the company's Strategic Report the Company's Strategic Report Information Required by Schedule 7 of the Large and Medium Size Companies and Groups (Accounts and Reports) Regulation 2018. This includes information that would have been included in the business review, details of the principal risks and uncertainties, future developments, and the company's approach to compliance with Section 172(1) of the Companies Act 2006.

Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Auditors

Under section 487(2) of the Companies Act 2006, Menzies LLP will be deemed to have been reappointed as auditors 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

This report was approved by the board and signed on its behalf.

DocuSigned by:

Francesca Hazell

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F Hazell

Director

Date: 22-Dec-2023

PROAV HOLDINGS LIMITED

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INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF PROAV HOLDINGS LIMITED

Opinion

We have audited the financial statements of proAV Holdings Limited (the 'parent Company') and its subsidiaries (the 'Group') for the year ended 31 March 2023, which comprise the Group Statement of Comprehensive Income, the Group and Company Statements of Financial Position, the Group Statement of Cash Flows, the Group and Company Statement of Changes in Equity and the related notes, 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 Group's and of the parent Company's affairs as at 31 March 2023 and of the Group's 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 Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council'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

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group's or the parent Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The other information comprises the information included in the Annual Report other than the financial statements and our Auditors' Report thereon. The directors are responsible for the other information contained within the Annual Report. 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. 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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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.

PROAV HOLDINGS LIMITED

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INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF PROAV HOLDINGS LIMITED (CONTINUED)

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

Matters on which we are required to report by exception

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

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

- adequate accounting records have not been kept by the parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent Company 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 Directors' Responsibilities Statement set out on page 4, 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 is 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 Group's and the parent 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 Group or the parent Company or to cease operations, or have no realistic alternative but to do so.

PROAV HOLDINGS LIMITED

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INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF PROAV HOLDINGS LIMITED (CONTINUED)

Auditors' 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 an Auditors' 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 (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 Group financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- The Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation. We determined that the following laws and regulations were most significant including UK Companies Act, employment law, health and safety, pensions legislation and tax legislation.
- We understood how the Company is complying with those legal and regulatory frameworks by making inquiries to management and those responsible for legal and compliance procedures. We assessed the extent of compliance with these legal and compliance procedures as part of our procedures on the related financial statement items.
- The engagement partner assessed whether the engagement team collectively had the appropriate competence and capabilities to identify or recognise non-compliance with laws and regulations. The assessment did not identify any issues in this area.
- We assessed the susceptibility of the Company's financial statements to material misstatement, including how fraud might occur. We identified the risk of override of controls as the area where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed by the engagement team included:
 - Identifying and assessing the design effectiveness of controls management has in place to prevent and detect fraud;
 - Understanding how those charged with governance considered and addressed the potential for override of controls or other inappropriate influence over the financial reporting process;
 - Challenging assumptions and judgements made by management in its significant accounting estimates; and
 - Identifying and testing journal entries, in particular any journal entries posted with unusual account combinations.

The assessment did not identify any issues in this area.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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 Auditors' Report.

PROAV HOLDINGS LIMITED

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INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF PROAV HOLDINGS LIMITED (CONTINUED)

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 Auditors' 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.

DocuSigned by:

Charlotte Langdon

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Charlotte Langdon ACA (Senior Statutory Auditor)

for and on behalf of
Menzies LLP

Chartered Accountants
Statutory Auditor

Victoria House
50-58 Victoria Road
Farnborough
Hampshire
GU14 7PG

Date: 22-Dec-2023

PROAV HOLDINGS LIMITED

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 MARCH 2023

	Note	2023 £	2022 £
Turnover	4	93,050,326	81,079,311
Cost of sales		(56,505,692)	(50,010,932)
Gross profit		36,544,634	31,068,379
Administrative expenses		(31,243,953)	(26,591,036)
Other operating income	5	-	49,495
Operating profit	6	5,300,681	4,526,838
Interest receivable and similar income	10	1,324	48
Interest payable and similar expenses	11	-	(713)
Profit before taxation		5,302,005	4,526,173
Tax on profit	12	(700,601)	(656,658)
Profit for the financial year		4,601,404	3,869,515
Profit for the year attributable to:			
Owners of the parent Company		4,601,404	3,869,515
		4,601,404	3,869,515

There was no other comprehensive income for 2023 (2022:£NIL).

The notes on pages 18 to 33 form part of these financial statements.


PROAV HOLDINGS LIMITED

REGISTERED NUMBER:08912755

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2023

	Note	2023 £	2022 £
Fixed assets			
Tangible assets	15	3,483,837	3,168,190
		<u>3,483,837</u>	<u>3,168,190</u>
Current assets			
Stocks	17	8,368,900	9,250,935
Debtors: amounts falling due within one year	18	21,418,455	17,064,259
Cash at bank and in hand		3,126,162	2,062,711
		<u>32,913,517</u>	<u>28,377,905</u>
Creditors: amounts falling due within one year	19	(30,131,491)	(26,907,093)
Net current assets		<u>2,782,026</u>	<u>1,470,812</u>
Total assets less current liabilities		<u>6,265,863</u>	<u>4,639,002</u>
Creditors: amounts falling due after more than one year	20	(113,000)	(113,000)
Provisions for liabilities			
Deferred taxation	21	(165,827)	(98,236)
		<u>(165,827)</u>	<u>(98,236)</u>
Net assets		<u><u>5,987,036</u></u>	<u><u>4,427,766</u></u>
Capital and reserves			
Called up share capital	22	50,397	50,397
Share premium account	23	7,818,024	7,818,024
Revaluation reserve	23	1,517,470	1,517,470
Foreign exchange reserve	23	24,772	66,906
Profit and loss account	23	(3,423,627)	(5,025,031)
		<u>5,987,036</u>	<u>4,427,766</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

DocuSigned by:

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F Hazell
 Director

Date: 22-Dec-2023

The notes on pages 18 to 33 form part of these financial statements.

PROAV HOLDINGS LIMITED

REGISTERED NUMBER:08912755

COMPANY STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2023

	Note	2023 £	2022 £
Fixed assets			
Tangible assets	15	2,716,000	2,716,000
Investments	16	14,967,565	14,967,565
		<u>17,683,565</u>	<u>17,683,565</u>
Current assets			
Debtors: amounts falling due within one year	18	13,218	13,218
Cash at bank and in hand		939	939
		<u>14,157</u>	<u>14,157</u>
Creditors: amounts falling due within one year	19	(4,530,324)	(5,030,324)
Net current liabilities		<u>(4,516,167)</u>	<u>(5,016,167)</u>
Total assets less current liabilities		<u>13,167,398</u>	<u>12,667,398</u>
Creditors: amounts falling due after more than one year	20	(113,000)	(113,000)
Provisions for liabilities			
Deferred taxation	21	(218,220)	(218,220)
		<u>(218,220)</u>	<u>(218,220)</u>
Net assets		<u>12,836,178</u>	<u>12,336,178</u>
Capital and reserves			
Called up share capital	22	50,397	50,397
Share premium account	23	7,818,024	7,818,024
Profit and loss account	23	4,967,757	4,467,757
		<u>12,836,178</u>	<u>12,336,178</u>

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of Comprehensive Income in these financial statements.

The profit after tax of the parent company for the year was £3,500,000 (2022: £3,000,000).

The financial statements were approved and authorised for issue by the board and were signed on its behalf by

DocuSigned by:

Francesca Hazell

F Hazell

Director

Date: 22-Dec-2023

The notes on pages 18 to 33 form part of these financial statements.

PROAV HOLDINGS LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2023

	Called up share capital £	Share premium account £	Revaluation reserve £	Foreign exchange reserve £	Profit and loss account £	Total equity £
At 1 April 2020	50,397	7,818,024	1,517,470	54,523	(6,894,546)	2,545,868
Comprehensive income for the year						
Profit for the year	-	-	-	-	3,869,515	3,869,515
Contributions by and distributions to owners						
Dividends: Equity capital	-	-	-	-	(2,000,000)	(2,000,000)
Foreign exchange reserve movement	-	-	-	12,383	-	12,383
At 1 April 2022	50,397	7,818,024	1,517,470	66,906	(5,025,031)	4,427,766
Comprehensive income for the year						
Profit for the year	-	-	-	-	4,601,404	4,601,404
Contributions by and distributions to owners						
Dividends: Equity capital	-	-	-	-	(3,000,000)	(3,000,000)
Foreign exchange reserve movement	-	-	-	(42,134)	-	(42,134)
At 31 March 2023	50,397	7,818,024	1,517,470	24,772	(3,423,627)	5,987,036

The notes on pages 18 to 33 form part of these financial statements.

PROAV HOLDINGS LIMITED

COMPANY STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2023

	Called up share capital £	Share premium account £	Profit and loss account £	Total equity £
At 1 April 2020	50,397	7,818,024	3,467,757	11,336,178
Comprehensive income for the year				
Profit for the year	-	-	3,000,000	3,000,000
Contributions by and distributions to owners				
Dividends: Equity capital	-	-	(2,000,000)	(2,000,000)
At 1 April 2022	50,397	7,818,024	4,467,757	12,336,178
Comprehensive income for the year				
Profit for the year	-	-	3,500,000	3,500,000
Contributions by and distributions to owners				
Dividends: Equity capital	-	-	(3,000,000)	(3,000,000)
At 31 March 2023	50,397	7,818,024	4,967,757	12,836,178

The notes on pages 18 to 33 form part of these financial statements.

PROAV HOLDINGS LIMITED

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2023

	2023 £	2022 £
Cash flows from operating activities		
Profit for the financial year	4,601,404	3,869,515
Adjustments for:		
Depreciation of tangible assets	222,013	366,636
Interest paid	-	713
Interest received	(1,324)	(48)
Taxation charge	700,601	656,658
Decrease/(increase) in stocks	882,035	(5,268,007)
(Increase) in debtors	(4,354,196)	(3,214,230)
Increase in creditors	2,818,663	4,412,616
Corporation tax (paid)	(706,401)	(573,044)
Foreign exchange reserve movement	(42,134)	12,383
Net cash generated from operating activities	4,120,661	263,192
Cash flows from investing activities		
Purchase of tangible fixed assets	(537,660)	(399,551)
Interest received	1,324	48
Net cash from investing activities	(536,336)	(399,503)
Cash flows from financing activities		
Dividends paid	(3,000,000)	(2,000,000)
Movement on invoice discounting facility	479,126	2,679,299
Interest paid	-	(713)
Net cash used in financing activities	(2,520,874)	678,586
Net increase in cash and cash equivalents	1,063,451	542,275
Cash and cash equivalents at beginning of year	2,062,711	1,520,436
Cash and cash equivalents at the end of year	3,126,162	2,062,711
Cash and cash equivalents at the end of year comprise:		
Cash at bank and in hand	3,126,162	2,062,711
	3,126,162	2,062,711

The notes on pages 18 to 33 form part of these financial statements.

PROAV HOLDINGS LIMITED

CONSOLIDATED ANALYSIS OF NET DEBT FOR THE YEAR ENDED 31 MARCH 2023

	At 1 April 2022 £	Cash flows £	At 31 March 2023 £
Cash at bank and in hand	2,062,711	1,063,451	3,126,162
Invoice discounting	(4,728,795)	(479,126)	(5,207,921)
	<u>(2,666,084)</u>	<u>584,325</u>	<u>(2,081,759)</u>

The notes on pages 18 to 33 form part of these financial statements.

PROAV HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

1. General information

proAV Holdings Limited is a private company limited by shares and incorporated and domiciled in the United Kingdom. The address of its registered office which is the same as its principal place of business is disclosed on the Company Information page.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires Group management to exercise judgement in applying the Group's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 Basis of consolidation

The consolidated financial statements present the results of group and its own subsidiaries ("the group") as they formed a single entity. All active subsidiaries are included in full. Intercompany transactions and balances between group companies are therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the Statement of Financial Position, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the Consolidated Income Statement from the date on which control is obtained. They are deconsolidated from the date control ceases.

As permitted by section 408 of Companies Act 2006, no separate profit or loss account or statement of comprehensive income is presented of the Parent Company. The profit attributable to the Company is disclosed on the Company's balance sheet.

2.3 Turnover

Project Turnover

Turnover is recognised when milestones within contracts are met in line with expected costs and margins for work completed.

Service/Support Turnover

Turnover is recognised over the length of the service period. The turnover is released evenly over the duration of each contract.

PROAV HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

2. Accounting policies (continued)

2.4 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives.

Depreciation is provided on the following basis:

Freehold property	- Over 50 years straight line
Improvements to premises	- Over the term of the lease
Fixtures and fittings	- Over the term of the lease/30% p.a. straight line
Office equipment	- Over the term of the lease
Computer equipment	- 30% p.a. straight line

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

2.5 Revaluation of tangible fixed assets

Individual freehold and leasehold properties are carried at current year value at fair value at the date of the revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Revaluations are undertaken with sufficient regularity to ensure the carrying amount does not differ materially from that which would be determined using fair value at the reporting date.

Fair values are determined from market based evidence normally undertaken by professionally qualified valuers.

Revaluation gains and losses are recognised in other comprehensive income unless losses exceed the previously recognised gains or reflect a clear consumption of economic benefits, in which case the excess losses are recognised in profit or loss.

2.6 Operating leases: the Group as lessee

Rentals paid under operating leases are charged to profit or loss on a straight-line basis over the lease term.

2.7 Investment property

Investment property is carried at fair value determined annually by external valuers and derived from the current market rents and investment property yields for comparable real estate, adjusted if necessary for any difference in the nature, location or condition of the specific asset. No depreciation is provided. Changes in fair value are recognised in profit or loss.

2.8 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

PROAV HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

2. Accounting policies (continued)

2.9 Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a first in, first out basis. Work in progress and finished goods include labour and attributable overheads.

At each reporting date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in profit or loss.

2.10 Financial instruments

The Group only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

2.11 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP and the financial statements are rounded to the nearest pound sterling.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

2.12 Pensions

Defined contribution pension plan

The Group operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Once the contributions have been paid the Group has no further payment obligations.

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of Financial Position. The assets of the plan are held separately from the Group in independently administered funds.

PROAV HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

2. Accounting policies (continued)

2.13 Provisions for liabilities

Provisions are made where an event has taken place that gives the Group a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to profit or loss in the year that the Group becomes aware of the obligation, and are measured at the best estimate at the reporting date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Statement of Financial Position.

2.14 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company and the Group operate and generate income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the reporting date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met; and
- Where they relate to timing differences in respect of interests in subsidiaries, associates, branches and joint ventures and the Group can control the reversal of the timing differences and such reversal is not considered probable in the foreseeable future.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

PROAV HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

3. Judgements in applying accounting policies and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported. These estimates and judgements are continually reviewed and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant judgements

The group did not make any significant judgements (apart from those involving estimations which are detailed below) that have a significant effect on the amounts recognised in the financial statements.

Key sources of estimation uncertainty

Accounting estimates and assumptions are made concerning the future and, by their nature, will rarely equal the related actual outcome. The key assumptions and other sources of estimation uncertainty that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are as follows:

- The valuation of the investment property is based on market factors. See note 15 for further detail.
- The recognition of turnover requires an estimate of the milestones met and costs incurred. See note 4 for further detail.

There were no other key sources of estimation uncertainty.

4. Turnover

An analysis of turnover by class of business is as follows:

	2023 £	2022 £
Audio visual income	72,657,651	65,432,684
Facilities management income	20,392,675	15,646,627
	<u>93,050,326</u>	<u>81,079,311</u>

Analysis of turnover by country of destination:

	2023 £	2022 £
United Kingdom	85,549,908	74,922,795
Rest of the world	7,500,418	6,156,516
	<u>93,050,326</u>	<u>81,079,311</u>

PROAV HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

5. Other operating income

	2023 £	2022 £
Government grants receivable	-	49,495
	<u>-</u>	<u>49,495</u>

Government grants were received as part of the Coronavirus Job Retention Scheme, there are no unfulfilled conditions or other contingencies in relation to these grants received.

6. Operating profit

The operating profit is stated after charging:

	2023 £	2022 £
Depreciation of tangible fixed assets	223,013	366,636
(gain) / loss on foreign exchange	(18,038)	94,793
Defined contribution pension cost	704,336	681,185
Operating lease rentals	<u>403,411</u>	<u>317,758</u>

7. Auditors' remuneration

During the year, the Group obtained the following services from the Company's auditors and their associates:

	2023 £	2022 £
Fees payable to the Company's auditors and their associates for the audit of the consolidated and parent Company's financial statements	6,050	5,500
Fees payable to the Group's auditor and its associates in respect of:		
Taxation compliance services	30,000	26,288
Audit of subsidiary company	25,000	23,000
Preparation of accounts	6,700	6,000
Other compliance	<u>14,621</u>	<u>14,722</u>

PROAV HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

8. Employees

Staff costs, including directors' remuneration, were as follows:

	Group 2023 £	Group 2022 £	Company 2023 £	Company 2022 £
Wages and salaries	23,292,711	19,836,081	-	-
Social security costs	2,756,374	2,262,712	-	-
Cost of defined contribution scheme	704,336	681,185	-	-
	26,753,421	22,779,978	-	-

The average monthly number of employees, including the directors, during the year was as follows:

	2023 No.	2022 No.
Directors	3	3
Audio Visual	192	179
Facilities management	219	183
Operations	49	40
	463	405

The company has no employees other than the directors, who did not receive any remuneration (2022 - £NIL).

9. Directors' remuneration

	2023 £	2022 £
Directors' emoluments	542,395	519,120
Group contributions to defined contribution pension schemes	40,000	94,000
	582,395	613,120

During the year retirement benefits were accruing to 1 director (2022 - 2) in respect of defined contribution pension schemes.

Emoluments payable to the highest paid director in relation to the period of account, excluding pension contributions were £237,947 (2022 - £214,511).

The value of the Group's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £NIL (2022 - £14,000).

PROAV HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

10. Interest receivable

	2023 £	2022 £
Bank interest receivable	1,192	48
Corporation tax interest	132	-
	<u>1,324</u>	<u>48</u>

11. Interest payable and similar expenses

	2023 £	2022 £
Bank interest payable	-	713
	<u>-</u>	<u>713</u>

12. Taxation

	2023 £	2022 £
Corporation tax		
Current tax on profits for the year	912,264	905,050
Adjustments in respect of previous periods	(279,254)	(225,722)
Total current tax	<u>633,010</u>	<u>679,328</u>
Deferred tax		
Origination and reversal of timing differences	67,591	(22,670)
Total deferred tax	<u>67,591</u>	<u>(22,670)</u>
Taxation on profit on ordinary activities	<u>700,601</u>	<u>656,658</u>

PROAV HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

12. Taxation (continued)

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2022 - *lower than*) the standard rate of corporation tax in the UK of 19% (2022 - 19%). The differences are explained below:

	2023 £	2022 £
Profit on ordinary activities before tax	5,302,005	4,526,173
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2022 - 19%)	1,007,381	859,973
Effects of:		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	21,878	27,741
Depreciation of assets ineligible for capital allowances	810	9,270
Adjustments to tax charge in respect of prior periods	(279,254)	(225,722)
Changes to the tax rate on deferred tax balances	11,974	(28,796)
Unrelieved loss on foreign subsidiaries	-	20,828
Adjustment in respect of overseas subsidiaries	(87,700)	-
Other differences leading to an increase (decrease) in the tax charge	43,653	-
Super deduction	(23,142)	-
Enhanced capital allowances	5,001	(6,636)
Total tax charge for the year	700,601	656,658

Factors that may affect future tax charges

In the next financial year, the rate of corporation tax will be increasing to 25%.

13. Dividends

	2023 £	2022 £
Equity dividends payable on ordinary A shares	2,400,000	1,600,000
Equity dividends payable on ordinary B shares	600,000	400,000
	3,000,000	2,000,000

PROAV HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

14. Intangible assets

Group

	Goodwill £
Cost	
At 1 April 2022	13,052,395
At 31 March 2023	<u>13,052,395</u>
Amortisation	
At 1 April 2022	13,052,395
At 31 March 2023	<u>13,052,395</u>
Net book value	
At 31 March 2023	<u>-</u>
At 31 March 2022	<u>-</u>

PROAV HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

15. Tangible fixed assets

Group

	Freehold property £	Long-term leasehold property £	Fixtures and fittings £	Office equipment £	Computer equipment £	Total £
Cost or valuation						
At 1 April 2022	2,800,000	3,280,687	2,039,863	17,086	1,499,118	9,636,754
Additions	-	180,257	111,086	525	245,792	537,660
At 31 March 2023	<u>2,800,000</u>	<u>3,460,944</u>	<u>2,150,949</u>	<u>17,611</u>	<u>1,744,910</u>	<u>10,174,414</u>
Depreciation						
At 1 April 2022	110,320	3,076,413	1,999,720	8,946	1,273,165	6,468,564
Charge for the year	26,320	31,832	36,276	3,522	124,063	222,013
At 31 March 2023	<u>136,640</u>	<u>3,108,245</u>	<u>2,035,996</u>	<u>12,468</u>	<u>1,397,228</u>	<u>6,690,577</u>
Net book value						
At 31 March 2023	<u>2,663,360</u>	<u>352,699</u>	<u>114,953</u>	<u>5,143</u>	<u>347,682</u>	<u>3,483,837</u>
At 31 March 2022	<u>2,689,680</u>	<u>204,274</u>	<u>40,143</u>	<u>8,140</u>	<u>225,953</u>	<u>3,168,190</u>

The historical cost of the properties is £1,064,310.

PROAV HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

Company

	Freehold investment property £
Cost or valuation	
At 1 April 2022	2,800,000
At 31 March 2023	2,800,000
Impairment	
At 1 April 2022	84,000
At 31 March 2023	84,000
Net book value	
At 31 March 2023	2,716,000
At 31 March 2022	2,716,000

The historical cost of the investment property is £1,064,310.

PROAV HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

16. Fixed asset investments

Company

	Investments in subsidiary companies £
Cost or valuation	
At 1 April 2022	14,967,565
At 31 March 2023	14,967,565

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Registered office	Principal activity	Class of shares	Holding
proAV Limited	United Kingdom	Audio visual systems	Ordinary	100%
proAV International Limited	United Kingdom	Dormant	Ordinary	100%
proAV.com Limited	United Kingdom	Dormant	Ordinary	100%
proFM Limited	United Kingdom	Dormant	Ordinary	100%
proVC Limited	United Kingdom	Dormant	Ordinary	100%
proAV (Germany) GmbH	Germany	Audio visual systems	Ordinary	100%
proAV Audio Visual Limited	Ireland	Audio visual systems	Ordinary	100%

The registered office address for all subsidiaries incorporated in the United Kingdom is proAV House, Omega Way, Egham, Surrey, TW20 8RD.

The registered office for proAV (Germany) GmbH is Silostraße 37-39, 65929, Frankfurt am Main, Germany.

The registered office for proAV Audio Visual Limited is Suite 7, The Courtyard, Carmanhall Road, Sandyford, Dublin 18, D18 NW62.

17. Stocks

	Group 2023 £	Group 2022 £
Finished goods and work in progress	8,368,900	9,250,935
	8,368,900	9,250,935

PROAV HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

18. Debtors

	Group 2023 £	Group 2022 £	Company 2023 £	Company 2022 £
Trade debtors	17,864,847	14,235,824	-	-
Other debtors	316,437	225,927	13,218	13,218
Prepayments and accrued income	3,237,171	2,602,508	-	-
	21,418,455	17,064,259	13,218	13,218

19. Creditors: Amounts falling due within one year

	Group 2023 £	Group 2022 £	Company 2023 £	Company 2022 £
Trade creditors	10,472,650	11,623,214	-	-
Amounts owed to group undertakings	-	-	4,480,324	4,980,324
Corporation tax	456,444	529,835	-	-
Other taxation and social security	2,221,453	978,497	-	-
Other creditors	5,208,698	4,731,996	50,000	50,000
Accruals and deferred income	11,772,246	9,043,551	-	-
	30,131,491	26,907,093	4,530,324	5,030,324

Included within other creditors is an amount of £5,207,921 (2022 - £4,728,795) which relates to invoice discounting on which there is recourse to proAV Limited.

20. Creditors: Amounts falling due after more than one year

	Group 2023 £	Group 2022 £	Company 2023 £	Company 2022 £
Other creditors	113,000	113,000	113,000	113,000
	113,000	113,000	113,000	113,000

PROAV HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

21. Deferred taxation

Group

	2023 £	2022 £
At beginning of year	(98,236)	(120,906)
Charged to profit or loss	(67,591)	22,670
At end of year	(165,827)	(98,236)

	Group 2023 £	Group 2022 £	Company 2023 £	Company 2022 £
Decelerated capital allowances	16,539	92,783	-	-
Other timing differences	35,854	27,201	-	-
Unrealised property gains	(218,220)	(218,220)	(218,220)	(218,220)
	(165,827)	(98,236)	(218,220)	(218,220)

22. Share capital

	2023 £	2022 £
Allotted, called up and fully paid		
40,318 (2022 - 40,318) Ordinary A shares of £1.00 each	40,318	40,318
10,079 (2022 - 10,079) Ordinary B shares of £1.00 each	10,079	10,079
	50,397	50,397

All shares rank equally in terms of voting rights, dividend and capital distribution and do not confer any rights of redemptions.

PROAV HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

23. Reserves

Share premium account

This reserve records the amount above the nominal value received for shares sold, less transactions costs.

Revaluation reserve

This reserve records the value of asset revaluations and fair value movements on assets recognised in other comprehensive income.

Foreign exchange reserve

This reserve records foreign exchange variances on consolidation of an overseas subsidiary.

Profit and loss account

This reserve records retained earnings and accumulated losses.

24. Pension commitments

The group operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the group in an independently administered fund. The pension cost charge represents defined contributions payable by the company to the fund and amounted to £704,336 (2022 - £681,185).

25. Commitments under operating leases

At 31 March 2023 the Group and the Company had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	Group 2023 £	Group 2022 £
Not later than 1 year	391,192	317,758
Later than 1 year and not later than 5 years	349,051	491,651
	<u>740,243</u>	<u>809,409</u>

All of the above amounts relate to land and buildings.

26. Related party transactions

At the balance sheet date, the company owed a director £113,000 (2022 - £113,000). The loan is interest free and considered to be repayable on demand.

During the year, the group declared dividends to the directors of £3,000,000 (2022 - £2,000,000).

27. Controlling party

The ultimate controlling party is the director R Brookes.

Menzies LLP
Victoria House
50-58 Victoria Road
Farnborough
Hampshire
GU14 7PG

SAT

A06 *ACIZVM00* 23/12/2023 #229
COMPANIES HOUSE

Dear Sirs,

This representation letter is provided in connection with your audit of proAV Holdings Limited and its subsidiary – proAV Limited – here after known as “the group” for the year ended 31 March 2023 for the purpose of expressing an opinion as to whether the financial statements give a true and fair view of the results and financial position of the group in accordance with the relevant financial reporting framework, FRS 102.

During the course of your audit of our financial statements for the year ended 31 March 2023 the following representations were made to you by management and directors.

Financial statements

1. We have fulfilled our responsibilities as directors under the Companies Act 2006 for preparing financial statements, in accordance with FRS 102, that give a true and fair view and for making accurate representations to you as auditors.
2. The methods, data and significant assumptions used by us in making accounting estimates and their related disclosures are appropriate to achieve recognition, measurement and disclosure that is reasonable in the context of the applicable financial reporting framework.
3. We confirm that all events subsequent to the date of the financial statements and for which FRS 102 require adjustment or disclosure have been adjusted or disclosed.
4. We confirm that all related party relationships and transactions have been accounted for and disclosed in accordance with FRS 102.
5. The effects of uncorrected misstatements are immaterial, both individually and in the aggregate, to the financial statements as a whole. A list of the uncorrected misstatements is in the table below:

Year ended 31 March 2023

	Dr £	Cr £	Effect on Profit £
Service Management Control A/C	-	90,654	-
Sales Revenue (Domestic) - AV	90,654	-	(90,654)
Extrapolated adjustment for the difference in calculating deferred income by days vs months			
Corporation Tax due <1 year	188,082	-	-
Corporation Tax Expense	-	188,082	188,082
R&D for the 2023 FY			
Finished Stock - AV	-	41,982	-
Finished Stock - Cost of Goods Sold - AV	41,982	-	(41,982)
Being a loss on a project due to an error by the Germany team			
Finished Stock - AV	-	45,954	-
Goods Received Not Invoiced (GRNI)	45,954	-	-
Prepayments	45,954	-	-
Trade Creditors (domestic)	-	45,954	-
Invoice recorded in wrong period, adjustment to raise this in the year			
Total effect of adjustments			55,446

6. We confirm that the Group has had, at no time during the year, any arrangement, transaction or agreement to provide

credit facilities (including advances and credits granted by the Group) for Directors, nor to provide guarantees of any kind on behalf of the Directors, except as disclosed in the financial statements.

7. There are no liabilities, contingent liabilities or guarantees to third parties other than those disclosed in the financial statements.
8. We confirm that the Group has not contracted for any capital expenditure other than as disclosed in the financial statements.
9. We believe that the Group's financial statements should be prepared on a going concern basis on the grounds that current and future sources of funding or support will be more than adequate for the Group's needs. We also confirm our plans for futures action(s) required to enable the Group to continue as a going concern are feasible. We have considered a period of twelve months from the date of approval of the financial statements. We believe that no further disclosures relating to the Group's ability to continue as a going concern need to be made in the financial statements.
10. We confirm the following specific representations made to you:

Stock & WIP

On the basis of reasonable evidence, the directors are satisfied that no stock provision is required against stocks, work in progress or long term contracts and that they will realise at least the amounts at which they are included in the financial statements in the normal course of business.

Trade Debtor and Retentions Recoverability

We confirm that there are no provisions required against year end debtors and all debts which are still outstanding are deemed to be fully recoverable, except for the provision with regards to retrospective discounts. We confirm that we believe this provision to be accurate and complete.

Furthermore, all retentions still outstanding are also deemed recoverable and no provision is required against these.

Contract Losses

We confirm that no allowance is required for any prospective losses to be incurred on the completion of any contracts.

Investment Property Valuation

We confirm that the value of the investment property included in the financial statements of proAV Holdings Limited at £2.716m reflects the fair value of the property at 31 March 2023.

Information required

11. We confirm we have provided you with:
 - Access to all information of which we are aware that is relevant to the preparation of the financial statements such as records, documentation and other matters;
 - Additional information that you have requested from us for the purpose of the audit; and;
 - Unrestricted access to persons within the entity from whom you determined it necessary to obtain audit evidence.
12. All transactions have been recorded in the accounting records and are reflected in the financial statements.
13. We confirm that all known actual or possible litigation and claims whose effects should be considered when preparing the financial statements have been disclosed to the auditor and accounted for and disclosed in accordance with the applicable financial reporting framework, FRS 102.
14. We confirm that the related party relationships and transactions set out below are a complete list of such relationships and transactions and that we are not aware of any further related parties or transactions.

Party	Relationship	Nature of transaction
proAV Holdings Limited	Parent Company	Dividends/intercompany balance
proAV gmbh	German subsidiary	Intercompany balance
proAV Audio Visual Limited	Irish subsidiary	No transactions during the year
R J Brookes	Director	Salary
F Hazell	Director	Salary
L Brookes	Director	Salary
ProVC Limited	Directorship of R Brookes	None
ProFM Limited	Directorship of R Brookes	None
proAV.com Limited	Directorship of R Brookes	None
proAV International Limited	Directorship of R Brookes	None
Long Tarrant Investments	Directorship of R Brookes	None
Mark Hazell	Spouse of Francesca Hazell	Sales Director at proAV therefore

		Salary
Elisa Brookes	Daughter of L and R Brookes	None
Kristian Brookes	Son of L and R Brookes	None

15. We confirm that we are not aware of any possible or actual instance of non-compliance with those laws and regulations which provide a legal framework within which the Group conducts its business and which are central to the Group's ability to conduct its business, except as explained to you and as disclosed in the financial statements.
16. We have disclosed to you all information in relation to allegations of fraud, or suspected fraud, affecting the entity's financial statements communicated by employees, former employees, analysts, regulators or others.
17. We have disclosed to you all information in relation to fraud or suspected fraud that we are aware of and that affects the entity and involves:
- Access to all information of which we are aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
 - Additional information that you have requested from us for the purpose of the audit; and;
 - Unrestricted access to persons within the entity from whom you determined it necessary to obtain audit evidence.
18. In common with many other businesses of our size and nature we use Menzies LLP, our auditors to prepare and submit returns to the tax authorities and assist with the preparation of the financial statements. As previously indicated, we therefore give permission for you to conduct the audit using the provisions set out in the FRC guidelines for auditing small entities.

We confirm that the above representations are made on the basis of enquiries of management and staff with relevant knowledge and expertise (and, where appropriate, of supporting documentation) sufficient to satisfy ourselves that we can properly make these representations to you and that to the best of our knowledge and belief they accurately reflect the representations made to you by the directors during the course of your audit.

Yours faithfully,

Signed on behalf of the board of directors of proAV Holdings Limited and proAV Limited by:

Director DocuSigned by:
Francesca Hazell
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Date 22-Dec-2023