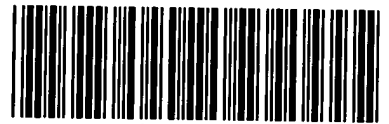


Provego Limited
Annual Report and Financial Statements
for the year ended 30 March 2022

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Company Registration No. 09366935

Contents	Page
Officers and Advisers	2
Strategic Report for the year ended 30 March 2022	3
Directors' Report for the year ended 30 March 2022	6
Independent Auditors' Report to the members of Provego Limited	8
Profit and Loss Account for the year ended 30 March 2022	12
Statement of Financial Position as at 30 March 2022	13
Statement of changes in equity for the year ended 30 March 2022	14
Notes to the Financial Statements for the year ended 30 March 2022	15

Officers and Advisers

Directors	Mr T J Smyth Mr A D Evans Mr D T Carder Mr C R Hunter (appointed 24 October 2022)
Secretary	Mrs P J Fullerton
Principal Bankers	HSBC UK Commercial Banking Level 6, Metropolitan House 321 Avebury Boulevard Milton Keynes MK9 2GA
Independent auditors	Crowe U.K LLP Chartered Accountants and Statutory Auditors 3 rd Floor The Lexicon Mount Street Manchester M2 5NT
Tax advisors	Harbour Key Limited Midway House Staverton Technology Park Herrick Way Staverton Cheltenham GL51 6TQ
Registered office	Brookfield Court Selby Road Garforth Leeds LS25 1NB
Company Registration number	09366935

Strategic Report for the year ended 30 March 2022**Principal activities**

The Company's principal activity is that of an insurance intermediary specialising in the distribution of various classes of insurance targeted toward the transportation and logistics industry distributed via insurance intermediaries.

Review of the business

The results for the Company as set on page 12 show a turnover of £1,446,921 (2021: £1,140,704) and operating profit of £697,338 (2021: £540,760). The shareholders' funds of the Company show a surplus of £1,128,968 (2021: £678,111).

The Covid-19 pandemic had minimal impact on business performance, with demand actually increasing.

Future outlook

Provego Limited has had another successful year, with turnover increasing by 27% on the prior year. The future outlook is positive with further growth expected during the next financial year.

Going Concern

The Directors have assessed the appropriateness of the going concern basis of preparation, including review and appraisal of future prospects of the Company, working capital facilities available to the Company and consideration of assets at its disposal and its ability to settle future liabilities as they arise.

The Directors have modelled cashflows over the next 12 months based on a number of potential scenarios and performed sensitivity analysis on the projections. Following this analysis the Directors consider that it is appropriate for the accounts to be prepared on a going concern basis of accounting.

In addition, the company has received assurances from Bspoke Insurance Group Ltd (formerly known as Pangaea Group Holdings Limited) that they will receive support as required.

Principal risks and uncertainties

The process of risk acceptance and risk management is addressed through a framework of policies, procedures and internal controls. All policies are subject to Board approval and ongoing review by Directors delegated with the appropriate responsibilities. Compliance with regulation, legal and ethical standards is a high priority for the Company.

The Covid-19 pandemic developed rapidly in 2020, with a significant number of cases. Measures taken by various governments to contain the virus affected economic activity, although the impact on our business and results have not been significant. The business took a number of measures to monitor and mitigate the effects of Covid-19, such as safety and health measures for our people, including social distancing and working from home.

The senior management team holds regular review meetings to review and report back to the Board on all risk related issues.

Principal risks arising from the competitive market place are:

- continued downward pressure on underwriting margins and a fluctuating interest rate environment;
- entrance of significant competitors in our core markets;

Strategic Report for the year ended 30 March 2022 (continued)

- current risk carriers terminate or significantly reduce capacity
- changes to the regulatory environment.

Financial Risk Management**Credit risk**

Credit risk is the risk that a counterparty will be unable to pay amounts in full when due. Key areas where the Company is exposed to credit risk are amounts due from insurers and insurance intermediaries.

The Company manages the levels of credit risk it accepts and such risks are subject to regular review. Each account is closely monitored by the credit control function.

Operational risk

Operational risk is the risk of loss due to inadequate or failed internal processes, people, systems or from external events. The Company manages operational risk by having suitable processes and systems in place. Our risk management function looks to capture risk information in a robust and consistent manner.

Regulatory and Conduct Risk

In the ordinary course of business, these risks could lead to reputational damage, regulatory or legal censure, fines or prosecutions and other types of non-budgeted operational risk losses associated with our conduct and activities.

Regulatory Risk

We have no appetite for risks resulting in reputational damage, regulatory or legal censure, fines or prosecutions and other types of non-budgeted operational risk losses associated with Provego Limited's activities. We maintain a robust and appropriate internal control environment. On a monthly basis the emerging regulatory landscape including FCA and equivalent bodies' publications are reviewed and analysed. The business impact is summarised and shared with the senior team and where appropriate plans are drafted to drive the change required within legislation deadlines.

Conduct Risk

Conduct risk has been defined as risks arising from Provego Limited's conduct in direct relationships with commercial customers, or indirect relationship with customers via Brokers or Claims Suppliers. This also includes Claims suppliers and Broker Schemes with Delegated Authority. Our code of conduct is "We will always aim to treat people with honesty and integrity, putting the interests of our customers first".

On a regular basis the following reports are considered and challenged from a customer perspective;

- Complaints Analysis is reported at the end of the previous month.
- The Conduct Risk Dashboard is updated Quarterly and reports on a number of agreed Conduct Risk areas.
- The Conduct Risk Framework is RAG rated on a monthly basis by the senior management team.

Strategic Report for the year ended 30 March 2022 (continued)
Financial Risk Management (continued)**Financial Risk**

Financial risk includes liquidity risk, interest rate risk and currency risk.

Liquidity risk

Liquidity risk is the risk that cash may not be available to pay obligations when due. The primary liquidity risk of the Company is the obligation to pay insurers. All insurance related monies are held in designated insurance money accounts for the sole benefit of the relevant insurers. Regular forecasts are performed to ensure that the Company maintains an appropriate level of liquidity.

Interest rate risk

Interest rate risk arises primarily from borrowing from group companies. The Company seeks to mitigate the risk by monitoring the materiality of this source of income and regularly reviewing the impact of changes in exchange rate.

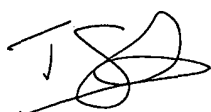
Cyber Risk

The risks and opportunities which digital technologies, devices and media bring us are manifest. Cyber risk is never a matter purely for the IT team, although they clearly play a vital role. An organisation's risk management function needs a thorough understanding of the constantly evolving risks as well as the practical tools and techniques available to address them.

Key performance indicators

Financial key performance indicators include turnover (2022: £1,446,921, 2021: £1,140,704) and operating profit before depreciation, amortisation and exceptional items (2022: £699,537 2021: £542,556). Non-financial key performance indicators are focused on customer outcomes, conduct risk and operational effectiveness. These are monitored on a regular basis by management and form part of the monthly reporting cycle.

By order of the Board:



.....
Mr T J Smyth

Director

Date: 05th May 2023

Directors' Report for the year ended 30 March 2022

The Directors present their report and the audited financial statements for the period ended 30 March 2022.

Dividends

During the year no dividends were paid. Directors do not recommend payment of a final dividend for the year ended 30 March 2022 (2021: nil).

Directors

Directors of the Company who were in office during the period and up to the date of signing the financial statements were:

Mr T J Smyth

Mr A D Evans

Mr D T Carder

Mr C R Hunter (appointed 24 October 2022)

Qualifying third-party indemnity provisions

The Directors are protected by an indemnity insurance provision as defined by Section 234 of the Companies Act 2006. The indemnity cover has been in place for the period covered by these financial statements and ongoing from the date of approval of the Directors report, with renewal in August 2023.

Employees

The Company's employees represent a wide variety of skills and abilities. The Directors endeavour to provide training, safe and pleasant working conditions, good communication and teamwork, and a sense of pride and purpose that enables each individual to flourish. Recruitment and promotion is undertaken without prejudice to age, sex or race and, in particular, the Company recognises the contribution which can be made by disabled employees and gives them consideration for employment equal to that of the able-bodied, taking account of job requirements and the practical accommodations which can be made.

Statement of disclosure of information to auditors

Each Director at the date of approval of this report confirmed that there is no relevant audit information of which the Company's auditors are unaware. The Directors have taken all the steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Independent auditors

The Company has elected to dispense with the requirement to hold an Annual General Meeting and reappoint auditors annually. Accordingly, Crowe U.K. LLP, having indicated their willingness to do so, will continue as the Company's auditors.

Directors' Report for the year ended 30 March 2022 (continued)**Statement of Directors' responsibilities in respect of the financial statements**

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law).

Under Company law, 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 the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- 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 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.

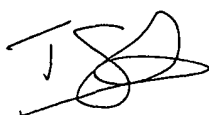
The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006.

Directors' confirmations

In the case of each Director in office at the date the Directors' report is approved:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

By order of the Board:



.....
Mr T J Smyth
Director

Date: 05th May 2023

Independent Auditor's Report to the Members of Provego Limited**Opinion**

We have audited the financial statements of Provego Limited for the period ended 30 March 2022 which comprise the balance sheet as at 30 March 2022; the profit and loss account the statement of changes in equity for the period then ended, and 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 30 March 2022 and of its loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- 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 Auditor's 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

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 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 Directors are responsible for the other information contained within the annual report. 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.

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 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.

Independent Auditor's Report to the Members of Provego Limited (continued)**Opinion on other matter prescribed by the Companies Act 2006**

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

- the information given in the Directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' report has 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 Company and its environment obtained in the course of the audit, we have not identified material misstatements in 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 Company, 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; or
- the Directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption in preparing the Directors report and from the requirement to prepare a strategic report.

Responsibilities of Directors

As explained more fully in the Directors' responsibilities statement [set out on page 7], 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 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.

Auditor's 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 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 (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.

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:

Independent Auditor's Report to the Members of Provego Limited (continued)**Auditor's responsibilities for the audit of the financial statements (continued)**

We obtained an understanding of the legal and regulatory frameworks that are applicable to the Company and determined the most significant are the appropriate accounting standards in conformity with the requirements of the Companies Act 2006 and the Financial Services legislation;

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our sector experience, through discussion with the Directors, and from inspection of the Company's board minutes and legal and regulatory correspondence. We discussed the policies and procedures regarding compliance with laws and regulations with the Chief Financial Officer;

We assessed the susceptibility of the financial statements to material misstatement, including how fraud might occur, by meeting with management from relevant parts of the business to understand where management considered there was a susceptibility to fraud. We also considered the potential for management to manage earnings and influence the perceptions of the financial statements.

We identified the greatest risk of material impact on the financial statements from irregularities, including fraud, to be the override of controls by management and the timing of recognition of income.

Audit procedures performed by the engagement team included:

- Evaluation of the design of controls established to address the risks related to material irregularities in the financial statements; Testing manual journal entries, in particular journal entries relating to management estimates and entries determined to be large or relating to non-routine transactions.
- Evaluation of income recognition policies and any judgements made around income recognition; reviewing the income system for significant deficiencies or susceptibility to fraud;
- Challenging assumptions and judgements made by management in their significant accounting estimates;
- Agreement of the financial statement disclosures to underlying supporting documentation;
- Making enquiries of management;
- Review of minutes of board meetings throughout the period;

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

Independent Auditor's Report to the Members of Provego Limited (continued)**Auditor's responsibilities for the audit of the financial statements (continued)**

Owing to the inherent limitations of an audit there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations. These inherent limitations are particularly significant in the case of misstatement resulting from fraud as this may involve sophisticated schemes designed to avoid detection, including deliberate failure to record transactions, collusion or the provision of intentional misrepresentations. 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 auditor's report.

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.



Michael Jayson
Senior Statutory Auditor
For and on behalf of
Crowe U.K. LLP
Statutory Auditor
The Lexicon
Mount Street
Manchester
M2 5NT

5 May 2023

**Profit and Loss Account
for the year ended 30 March 2022**

	Note	Year ended 30 March 2022 £	Year ended 30 March 2021 £
Turnover	4	1,446,921	1,140,704
Administrative expenses		(749,583)	(599,944)
Operating profit	5	697,338	540,760
Interest payable	7	(5,837)	-
Profit before tax	5	691,501	540,760
Tax charge on profit	8	(240,644)	(106,154)
Profit for the financial period		450,857	434,606

The notes to the financial statements on pages 15 to 22 form an integral part of these financial statements.

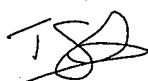
All activities derive from continuing operations and there were no gains or losses other than those reflected above and therefore no separate statement of the comprehensive income has been presented.

Statement of Financial Position
As at 30 March 2022

	Note	As at 30 March 2022 £	As at 30 March 2021 £
Fixed assets			
Intangible assets	9	14,861	3,590
Tangible assets	10	3,482	-
		18,343	3,590
Current assets			
Debtors	11	1,181,368	726,366
Cash at bank and in hand	12	385	900
		1,181,753	727,266
Creditors: amounts falling due within one year	13	(71,128)	(52,745)
Net current assets		1,110,625	674,521
Total assets less current liabilities		1,128,968	678,111
Net assets		1,128,968	678,111
Capital and reserves			
Called up share capital	14	1,331	1,000
Share premium account	15	66,407	66,738
Retained earnings		1,061,230	610,373
Total shareholders' funds		1,128,968	678,111

The notes on pages 15 to 22 form an integral part of these financial statements.

The financial statements on pages 12 to 22 were authorised for issue by the Board of Directors on 05th May 2023 and signed on its behalf by:



.....
Mr T Smyth
 Director

Provego Limited
 Company registration number: 09366935

**Statement of changes in equity
for the year ended 30 March 2022**

	Note	Called up share capital £	Share premium account £	Retained Earnings £	Total shareholders funds £
Balance as at 1 April 2020		1,330	66,408	175,767	243,505
Share allotment		(330)	330		
Profit for the financial period		-	-	434,606	434,606
Balance as at 30 March 2021		1,000	66,738	610,373	678,111
Balance as at 31 March 2021		1,000	66,738	610,373	678,111
Share adjustment		331	(331)	-	-
Profit for the financial period		-	-	450,857	450,857
Balance as at 30 March 2022		1,331	66,407	1,061,230	1,128,968

Notes to the Financial Statements for the year ended 30 March 2022**1. General information**

Provego Limited (the 'Company') is a private Company limited by shares and is incorporated in England, United Kingdom. The address of its registered office is Brookfield Court, Selby Road, Garforth, Leeds, LS25 1NB.

2. Statement of compliance

The financial statements of the Company have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006.

3. Accounting policies

These financial statements have been prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the year, are set out below.

Going Concern

The Directors have assessed the appropriateness of the going concern basis of preparation, including review and appraisal of future prospects of the Company, working capital facilities available to the Company and consideration of assets at its disposal and its ability to settle future liabilities as they arise.

The Directors have modelled cashflows over the next 12 months based on a number of potential scenarios and performed sensitivity analysis on the projections. Following this analysis the Directors consider that it is appropriate for the accounts to be prepared on a going concern basis of accounting.

In addition, the company has received assurances from Bspoke Insurance Group Ltd (formerly known as Pangaea Group Holdings Limited) that they will receive support as required.

Insurance Balances

Insurance balances, being amounts receivable from policyholders in respect of net written premiums ("NWP") and payable to the insurer and insurance monies held in designated insurance money accounts are only recognised to the extent that the Company retains the risks and rewards of ownership. Following consideration by management, amounts receivable from the policy holder in respect of net written premiums ('NWP') and payable to the insurer are not included as an asset or liability as they do not meet the criteria for recognition of a financial asset or liability. In addition, insurance monies held in designated insurance money accounts are not recognised on the balance sheet as the Group is not legally entitled to these funds.

Turnover

The Company generates revenue principally from commissions and fees associated with operating as an insurance underwriting agent. Revenues from brokerage, commissions and fees from insurance intermediary businesses are recognised when the policy is inception. Any amendments to policies are recognised on the transactions date, whether resulting from additional premiums, cancellation, or return premium.

Notes to the Financial Statements for the period ended 30 March 2022 (continued)**3. Accounting policies (continued)****Intangible Assets**

Intangible assets are stated at cost less accumulated amortization and accumulated impairment losses. Amortisation is calculated, using a straight-line method, to allocate the depreciable amount of the assets to their residual values over their estimated useful lives.

Financial instruments

The Company has chosen to adopt section 11 of FRS 102 in respect of financial instruments.

(i) Financial assets

Basic financial assets, including trade and other receivables and cash and bank balances, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Such assets are subsequently carried at amortised cost using the effective interest method. At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in profit and loss.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) control of the asset has been transferred to another party who has practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

(ii) Financial liabilities

Basic financial liabilities, including trade and other payables, bank loans, loans from fellow group companies, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised costs, using the effective interest rate method.

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Notes to the Financial Statements for the period ended 30 March 2022 (continued)**3. Accounting policies (continued)**

Financial liabilities are derecognised when the liability is extinguished, this is when the contractual obligation is discharged, cancelled or expires.

Operating Leases

Rentals payable under operating leases, which are those in which a significant proportion of the risks and rewards of ownership are retained by the lessor, are charged on a straight-line basis over the term of the lease.

Taxation

Taxation for the year comprises current and deferred tax recognised in the reporting period. Current or deferred taxation assets and liabilities are not discounted.

(i) Current tax

Current tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the year end.

(ii) Deferred tax

Deferred tax is recognised on all timing differences at the reporting date. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. 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.

Pensions

The Company operates non-contributory defined contribution grouped personal pension plans covering the majority of permanent employees where subsidiaries have elected to participate. The assets of the plans are held separately from those of the group in independently administered funds for individual members of staff. The plans are funded by contributions that are charged to the profit and loss account as incurred in accordance with the employment contract of each Director or employee.

Exemptions for qualifying entities under FRS 102

Provego Limited's accounts are consolidated into RCHL Group Limited's financial statements (being the parent Company of the Group). Those consolidated accounts can be obtained from Brookfield Court, Selby Road, Leeds, LS25 1NB. FRS 102 allows a qualifying entity certain disclosure exemptions, subject to certain conditions, which have been complied with, including notification of, and no objection to, the use of exemptions by the Company's shareholders.

The Company has taken advantage of the following exemptions:

- (i) from preparing a statement of cash flows, required under FRS 102 paragraph 3.17(d) on the basis that it is a qualifying entity and the consolidated statement of cash flows, included in the parent Company RCHL Group Limited, includes the Company's cash flows;
- (ii) from disclosing related party transactions with entities that are part of the Primary Group Limited group or investors of Primary Group Limited, under FRS 102 paragraph 33.1(a);

Notes to the Financial Statements for the year ended 30 March 2022 (continued)**3. Accounting policies (continued)****Significant accounting estimates and judgements**

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. As at 30 March 2022, Provego Limited does not have any significant accounting estimates and judgements.

4. Turnover

All turnover and loss on ordinary activities before taxation is derived from the Company's principal activities of an underwriting agency within the United Kingdom.

5. Operating profit

Operating profit is stated after charging:

	2022	2021
	£	£
Management charges	134,000	134,000
Operating lease payments	8,908	9,300
Accountancy fees	(1,588)	5,456
Audit fees	10,000	10,000
	<u>10,000</u>	<u>10,000</u>

6. Information regarding Directors and employees

The charge for Directors' emoluments and contributions to money purchase pension schemes total £147,025, in respect of their services to the group as a whole.

Employee costs for the Company were as follows:

	2022	2021
	£	£
Wages and salaries	459,272	343,303
Social security costs	49,866	40,678
Other pension costs	32,054	27,542
	<u>541,192</u>	<u>411,523</u>

The monthly average number of persons employed by the Company during the period was:

	2022	2021
	No.	No.
Underwriting	<u>10</u>	<u>6</u>

7. Interest payable

	2022	2021
	£	£
Interest on finance loan	5,837	-
	<u>5,837</u>	<u>-</u>

Notes to the Financial Statements for the year ended 30 March 2022 (continued)**8. Tax on profit****(a) Analysis of charge in the period**

	2022	2021
	£	£
Current tax:		
Based on the profit for the year at 19% (2021: 19%)		
Group relief	242,925	106,154
Adjustment to tax in respect of prior periods	(2,281)	-
Total tax charge for the year	<u>240,644</u>	<u>106,154</u>

(b) Reconciliation of total tax charge

The tax assessed for the period differs (2021: differs) from the standard rate of corporation tax in the UK at 19%. (2021: 19%)

The differences are explained below:

	2022	2021
	£	£
Profit before tax	<u>691,501</u>	<u>540,760</u>
Profit before tax multiplied by standard rate of corporation tax in the UK of 19% (2021: 19%)	131,385	102,744
<u>Effects of:</u>		
Permanent differences	111,835	2,973
Unrecognised deferred tax and deferred tax of group transfer of assets	(295)	437
Adjustment in respect of prior periods – group relief	(2,281)	-
Total tax charge for the year (Note 8 (a))	<u>240,644</u>	<u>106,154</u>

(c) Tax rate change

On 3 March 2021 it was announced that the UK corporation tax rate would increase from 19% to 25% from 01 April 2023, and the change was substantively enacted on 24 May 2021. As such, all deferred tax assets/liabilities have been restated and recognised at 25% to the extent they are expected to reverse after 1 April 2023.

(d) Deferred tax

There is an unrecognised deferred tax liability of £711 (2021: asset of £437) in respect of short-term timing differences.

Notes to the Financial Statements for the year ended 30 March 2022 (continued)

9. Intangible assets

	Software £	Total £
Cost		
As at 31 March 2021	10,378	10,378
Additions in the year	13,066	13,066
As at 30 March 2022	23,444	23,444
Accumulated amortisation		
As at 31 March 2021	6,788	6,788
Charge for the period	1,795	1,795
As at 30 March 2022	8,583	8,583
Net book value		
As at 30 March 2021	3,590	3,590
As at 30 March 2022	14,861	14,861

10. Tangible assets

	Computer Equipment £	Total £
Cost		
Additions in the year	3,885	3,885
As at 30 March 2022	3,885	3,885
Accumulated depreciation		
Charge for the period	403	403
As at 30 March 2022	403	403
Net book value		
As at 30 March 2022	3,482	3,482

Notes to the Financial Statements for the year ended 30 March 2022 (continued)**11. Debtors**

	2022	2021
	£	£
Commission	195,275	241,242
Amounts owed by group undertakings	984,845	482,997
Prepayments	350	-
Other Debtors	898	2,127
	<u>1,181,368</u>	<u>726,366</u>

Commission represents premiums due from policy holders in each case collected on behalf of the principal and passed on to the policy holder or underwriter after deduction of any commissions or other sums due to third parties or the group. Insurance bordereaux have been offset against the insurance creditor to which they relate as permitted by accounting standards.

12. Cash at bank and in hand

The cash at bank and in hand balance of £385 (2021: £900), represents commission income collected and office account cash.

£1,434,689 (2021: £892,038) is held in designated underwriter accounts under risk transfer agreements with the relevant insurers and the cash legally cannot be used for any other purpose than settlement of claims to policy holders, pay premiums to underwriters and commissions and other income to group undertakings. These balances have not been recognised on the Statement of Financial Position in full due to their nature as they do not meet the criteria for recognition of a financial asset under FRS 102.

13. Creditors: amounts falling due within one year

	2022	2021
	£	£
Corporation tax	-	-
Other creditors	63	63
Accruals and deferred income	71,065	52,682
	<u>71,128</u>	<u>52,745</u>

14. Called up Share capital

Allotted, called up and fully paid	2022	2021
	£	£
800 (2021: 800) Ordinary A shares of £1 each	800	800
201 (2021: 200) Ordinary B shares of £1 each	201	200
330 (2021: nil) Ordinary C shares of £1 each	330	-
	<u>1,331</u>	<u>1,000</u>

The shares have been restated in accordance with that noted at Companies House. There has been no movement in the year

Notes to the Financial Statements for the year ended 30 March 2022 (continued)**15. Share premium account**

	2022	2021
	£	£
Share premium account	<u>66,406</u>	<u>66,738</u>

16. Pension commitments

The Company operates non-contributory defined contribution personal pension plans. The assets of the plans are held separately from those of the group in independently administered funds. The pension cost charge represents contributions payable by the Company to the plans and the amount contributed during the year to 30 March 2022 was £32,054 (2021: £27,542).

17. Commitments under operating leases

As at 30 March the Company had land and buildings non-cancellable operating lease commitments as follows:

	2022	2021
	£	£
No later than one year	<u>9,000</u>	<u>9,000</u>

18. Related party disclosures

As permitted under FRS 102 paragraph 33.1(a), transactions between group Companies which are wholly owned have not been disclosed.

19. Ultimate parent undertaking

The immediate parent undertaking is Bspoke Central Services Ltd (formerly known as Precision Partnership Limited).

On 24th of October 2022, the immediate parent Bspoke Central Services Ltd formerly known as Precision Partnership Limited) was acquired by Bspoke Insurance Group Ltd (formerly known as Pangaea Group Holdings Limited). Following acquisition, the ultimate beneficial owner of the Company is Bspoke Insurance Group Ltd (formerly known as Pangaea Group Holdings Limited).

As at 30 March 2022, RCHL Group Limited is the largest group of undertakings to consolidate these financial statements. The registered address of RCHL Group Limited is Brookfield Court, Selby Road, Garforth, Leeds, LS25 1NB.

20. Post balance sheet event

On the 24th of October 2022, Bspoke Central Services Ltd (formerly known as Precision Partnership Limited) and its subsidiaries were sold to Bspoke Insurance Group Ltd (formerly known as Pangaea Group Holdings Limited) on a going concern basis. This transaction and change in ownership was concluded as part of a strategic decision to enable the Company to achieve its targets as described in the strategic report on page 3.