

TEBC Limited

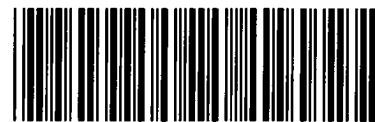
Report and Financial Statements

Year Ended

31 December 2018

Company Number 04674059

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TEBC Limited

Company Information

Directors	S B Lewis R N Brosch H M Lovett R P Horton
Registered number	04674059
Registered office	1st Floor 8 Eastcheap London England EC3M 1AE
Independent auditor	BDO LLP 55 Baker Street London W1U 7EU

TEBC Limited

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TEBC Limited

Directors' Report For the Year Ended 31 December 2018

The directors present their report and the financial statements for TEBC Limited for the year ended 31 December 2018.

Principal activities

The principal activity of the company during the year was to advise companies on employee benefit schemes.

The company's business is wholly within Great Britain. Accordingly, any changes to trading arrangements with European Union countries are unlikely to have a material impact. However, the company's revenues could potentially be impacted by equity and currency market changes that might arise as a result of the UK leaving the European Union.

Results and dividends

The profit for the year, before taxation, amounted to £289,120 (2017 - £278,821). Dividends proposed in the year amounted to £NIL (2017 - £570,000).

The business has a strong sales pipeline and expects to continue to deliver revenue growth in the future whilst maintaining the cost base.

Directors

The directors who served during the year were:

S B Lewis
P A Dunne (resigned 30 January 2018)
R N Brosch
H M Lovett
R P Horton (appointed 23 October 2018)

Disclosure of information to auditor

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

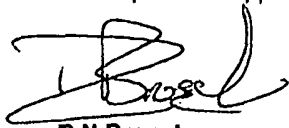
- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- the directors have taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company's auditor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

Auditor

The auditor, BDO LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

In preparing this report, the directors have taken advantage of the small companies' exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 25 April 2019 and signed on its behalf.



R N Brosch
Director

TEBC Limited

Directors' Responsibilities Statement For the Year Ended 31 December 2018

The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations.

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

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

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent; 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 responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

TEBC Limited

Independent Auditor's Report to the Members of TEBC Limited

INDEPENDENT AUDITOR'S REPORT TO MEMBERS OF TEBC LIMITED

Opinion

We have audited the financial statements of TEBC Limited ("the Company") for the year ended 31 December 2018 which comprise Statement of Comprehensive Income, Statement of Financial Position and Statement of Changes in Equity, and the notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the 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

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

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

Other Information

The Directors are responsible for the other information. The other information comprises the information included in the Directors' Report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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

We have nothing to report in this regard.

TEBC Limited

Independent Auditor's Report to the Members of TEBC Limited

Opinions 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 Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; 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 Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Director's 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, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of Directors

As explained more fully in the Directors' Responsibilities Statement, 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.

A further description of our responsibilities for the audit of the financial statements is located at the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

TEBC Limited

Independent Auditor's Report to the Members of TEBC Limited

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.



Daniel Taylor (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
London,
United Kingdom

25 April 2019

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

TEBC Limited

Statement of Comprehensive Income For the Year Ended 31 December 2018

	Note	2018 £	2017 £
Revenue	4	742,970	762,636
Cost of sales		-	(27,412)
Gross profit		742,970	735,224
Administrative expenses		(453,872)	(456,049)
Operating profit	5	289,098	279,175
Interest receivable and similar income		22	7
Interest payable and similar charges		-	(361)
Profit before tax		289,120	278,821
Tax on profit	8	(54,987)	-
Profit and total comprehensive income for the year		<u>234,133</u>	<u>278,821</u>

There was no other comprehensive income for 2018 (2017 - £Nil).

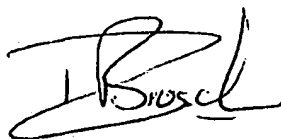
The notes on pages 9 to 18 form part of these financial statements.

TEBC Limited
Registered number: 04674059

Statement of Financial Position
As at 31 December 2018

	Note	2018 £	2018 £	2017 £	2017 £
Fixed assets					
Tangible assets	10		2,586		3,486
Current assets					
Debtors	11	85,289		102,883	
Cash at bank and in hand		401,948		279,554	
		<u>487,237</u>		<u>382,437</u>	
Current liabilities					
Creditors: amounts falling due within one year	12	(148,751)		(278,985)	
Net current assets			<u>338,486</u>		<u>103,452</u>
Total assets less current liabilities			<u>341,072</u>		<u>106,938</u>
Provisions for liabilities	13		(10,000)		(10,000)
Net assets			<u><u>331,072</u></u>		<u><u>96,938</u></u>
Capital and reserves					
Called up share capital	14		20,001		20,001
Profit and loss account	15		311,071		76,937
Shareholders' funds			<u><u>331,072</u></u>		<u><u>96,938</u></u>

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



R N Brosch
Director

The notes on pages 9 to 18 form part of these financial statements.

TEBC Limited

Statement of Changes in Equity For the Year Ended 31 December 2018

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 January 2018	20,001	76,938	96,939
Comprehensive Income for the year			
Profit for the year	-	234,133	234,133
Total comprehensive income for the year	-	234,133	234,133
Contributions by and distributions to owners			
Total transactions with owners	-	-	-
At 31 December 2018	20,001	311,071	331,072

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

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 January 2017	250,001	368,117	618,118
Comprehensive Income for the year			
Profit for the year	-	278,821	278,821
Total comprehensive income for the year	-	278,821	278,821
Contributions by and distributions to owners			
Dividend paid	-	(570,000)	(570,000)
Reduction of share capital during the year	(230,000)	230,000	-
Capital distribution to parent company	-	(230,000)	(230,000)
Total transactions with owners	(230,000)	(570,000)	(800,000)
At 31 December 2017	20,001	76,938	96,939

The notes on pages 9 to 18 form part of these financial statements.

TEBC Limited

Notes to the Financial Statements For the Year Ended 31 December 2018

1. General Information

TEBC Limited is a private company limited by shares incorporated in England and Wales under the Companies Act. The address of the registered office is shown on the company information page. The nature of the company's operations and its principal activities are outlined in the directors' report.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the United Kingdom 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 management to exercise judgement in applying the company's accounting policies (see note 3).

2.2 Financial reporting standard 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.41(b), 11.41(c), 11.41(e), 11.41(f), 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A; and
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Foster Denovo Group Limited as at 31 December 2018 and these financial statements may be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.

2.3 Revenue

Revenue comprises the value of commissions and fees receivable from product providers and clients, excluding VAT, in the normal course of business. All revenue arises in the United Kingdom. Initial commissions are accounted for when the policies are accepted by the product providers, or mortgages complete, after taking into account provisions for the potential cancellation of policies where commission is received under indemnity terms. Renewal commissions are accounted for when received. Fees for financial advice and administration charges are accounted for as invoiced with accruals being made for work performed but not invoiced.

TEBC Limited

Notes to the Financial Statements For the Year Ended 31 December 2018

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.

The company adds to the carrying amount of an item of fixed assets the cost of replacing part of such an item when that cost is incurred, if the replacement part is expected to provide incremental future benefits to the company. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to profit or loss during the period in which they are incurred.

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

The estimated useful lives range as follows:

Equipment, fixtures and fittings - 5 years

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 the statement of comprehensive income.

2.5 Impairment of fixed assets

Assets that are subject to depreciation or amortisation are assessed at each reporting date to determine whether there is any indication that the assets are impaired. Where there is any indication that an asset may be impaired, the carrying value of the asset (or cash-generating unit 'CGU' to which the asset has been allocated) is tested for impairment. An impairment loss is recognised for the amount by which the asset's carrying value exceeds its recoverable amount. The recoverable amount is the higher of an asset's (or CGU's) fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which they are separately identifiable cash flows (CGUs). Non-financial assets that have been previously impaired are reviewed at each reporting date to assess whether there is any indication that the impairment losses recognised in prior periods may no longer exist or may have decreased.

2.6 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.7 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

TEBC Limited

Notes to the Financial Statements For the Year Ended 31 December 2018

2. Accounting policies (continued)

2.8 Financial Instruments

The company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, such as the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the statement of comprehensive income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the company would receive for the asset if it were to be sold at the reporting date.

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

2.9 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.10 Operating leases

Rentals paid under operating leases are charged to the statement of comprehensive income on a straight line basis over the period of the lease.

TEBC Limited

Notes to the Financial Statements For the Year Ended 31 December 2018

2. Accounting policies (continued)

2.11 Pensions

Defined contribution pension plan

Foster Denovo Group Services Limited operates a defined contribution plan for employees of group companies. A defined contribution plan is a pension plan under which the company pays fixed contributions into a separate entity. Once the contributions have been paid the company has no further payment obligations.

The contributions are recognised as an expense in the statement of comprehensive income 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 company in independently administered funds.

2.12 Interest income

Interest income is recognised in the statement of comprehensive income using the effective interest method.

2.13 Provision for liabilities

Provisions are made where an event has taken place that gives the company 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 the statement of comprehensive income in the year that the company becomes aware of the obligation, and are measured at the best estimate at the statement of financial position 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.

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

In preparing these financial statements, the directors have made the following judgements:

- Determine whether there are indicators of impairment of the company's tangible assets. Factors taken into consideration in reaching such a decision include the economic viability and expected future financial performance of the asset and where it is a component of a larger cash-generating unit, the viability and expected future performance of that unit.
- Determine whether leases entered into by the company as a lessee are operating or finance leases. These decisions depend on an assessment of whether the risks and rewards of ownership have been transferred from the lessor to the lessee on a lease by lease basis.

Other key sources of estimation uncertainty

- Provisions are made where an event has taken place that gives the company a legal or constructive obligation at the year end. Estimates, assumptions and judgements relate to the determination of carrying value of these provisions.

TEBC Limited

Notes to the Financial Statements For the Year Ended 31 December 2018

4. Revenue

Revenue is wholly attributable to the principal activity of the Company and arises solely within the United Kingdom.

5. Operating profit

The operating profit is stated after charging:

	2018 £	2017 £
Depreciation	901	1,614
Fees payable to the Company's auditor for the audit of the company's annual accounts	5,600	5,360
Fees payable to the company's auditor or an associate of the company's auditor for taxation compliance services	3,660	2,250

6. Staff numbers and costs

The aggregate payroll costs of these persons for the services during the year were as follows:

	2018 £	2017 £
Wages and salaries	302,909	295,248
Social security costs	30,461	33,336
Contributions to defined contribution plans	12,675	55,659
	<u>346,045</u>	<u>384,243</u>

The average monthly number of persons employed by the Company (including directors) during the year, analysed by category, was as follows:

	2018 No.	2017 No.
Sales, marketing and production development	2	2
Finance and administration	3	3
	<u>5</u>	<u>5</u>

TEBC Limited

Notes to the Financial Statements For the Year Ended 31 December 2018

7. Directors' remuneration

	2018 £	2017 £
Directors' emoluments	177,140	178,720
Directors pension costs	6,306	40,013
	<u>183,446</u>	<u>218,733</u>

Remuneration of highest paid Director

	2018 £	2017 £
Total remuneration (excluding pension contributions)	<u>177,140</u>	<u>89,360</u>

Key management personnel include all directors and senior managers across the company who together have authority and responsibility for planning, directing and controlling the activities of the group. The total compensation paid to key management personnel for services provided to the group was £183,446 (2017 - £218,733).

8. Taxation on ordinary activities

	2018 £	2017 £
UK Corporation tax		
Current tax on profits for the year	54,987	-
Current tax on Income for the year	<u>54,987</u>	<u>-</u>

TEBC Limited

Notes to the Financial Statements For the Year Ended 31 December 2018

8. Taxation on ordinary activities (continued)

Factors affecting the current tax charge for the year

The tax assessed for the year is higher than (2017 - lower than) the standard rate of corporation tax in the UK of 19.00% (2017 - 19.25%). The differences are explained below:

	2018 £	2017 £
Profit on ordinary activities before tax	<u>289,121</u>	<u>278,821</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.00% (2017 - 19.25%)	54,933	53,673
Effects of:		
Expenses not deductible for tax purposes	117	(6,738)
Capital Allowances in excess of depreciation	(63)	-
Group relief received	54,987	(46,955)
Payment for Group relief paid	(54,987)	-
Unrelieved tax losses	-	20
Total tax charge for the year	<u>54,987</u>	<u>-</u>

Factors that may affect future tax charges

There were no factors that may affect future tax charges.

9. Dividends

Ordinary shares of £1 each

	2018 £	2017 £
Final dividend paid for the year of £NIL (2017 - £2) per share	<u>-</u>	<u>570,000</u>

The aggregate amount of dividends proposed and not recognised as liabilities as at the year end is NIL (2017 - £Nil).

TEBC Limited

Notes to the Financial Statements For the Year Ended 31 December 2018

10. Tangible fixed assets

	Equipment, fixtures and fittings £
Cost	
At 1 January 2018	62,469
Additions	-
At 31 December 2018	<u>62,469</u>
Depreciation	
At 1 January 2018	58,982
Charge for the year	<u>901</u>
At 31 December 2018	<u>59,883</u>
Net book value	
At 31 December 2018	<u><u>2,586</u></u>
At 31 December 2017	<u><u>3,487</u></u>

TEBC Limited

Notes to the Financial Statements For the Year Ended 31 December 2018

11. Debtors

	2018 £	2017 £
Trade debtors	44,393	32,657
Amounts owed by Group undertakings	8,479	-
Prepayments and accrued income	24,668	15,640
Other debtors	7,749	54,586
	<u>85,289</u>	<u>102,883</u>

12. Creditors: Amounts falling due within one year

	2018 £	2017 £
Trade creditors	612	18,058
Amounts owed to Group undertakings	64,286	74,478
Corporation tax	-	46,836
Accruals and deferred income	83,853	130,437
Other taxation and social security	-	9,176
	<u>148,751</u>	<u>278,985</u>

13. Provisions for liabilities

	Indemnity commission £
At 1 January 2018	10,000
Charged to profit or loss	-
At 31 December 2018	<u>10,000</u>

Provision for indemnity commission

The provision for indemnity commission relates to the expected value of commissions reclaimable by product providers should policies be cancelled after their sale and within their indemnity period. The directors expect this provision to be utilised over the next 4 years. A proportion of these amounts will usually be recovered from the relevant adviser. Where the collection of such monies is doubtful, the company makes an appropriate provision against the debtor.

TEBC Limited

Notes to the Financial Statements For the Year Ended 31 December 2018

14. Share capital

	2018 £	2017 £
Allotted, called up and fully paid:		
20,001 Ordinary shares of £1 each	<u>20,001</u>	<u>20,001</u>

15. Capital and reserves

The company's capital and reserves comprise the following:

Called up share capital

Called up share capital represents the nominal value of the shares issued.

Profit and loss account

The profit and loss account represents cumulative profits or losses net of dividends paid and other adjustments.

16. Pension commitments

The group operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension charge amounted to £12,675 (2017 - £55,659). Contributions amounting to £NIL (2017 - £Nil) were payable to the fund and are included in creditors.

17. Ultimate parent company

Prior to 29 September 2017 the immediate parent company was PES (Bristol) Limited, a company incorporated in England and Wales. The ultimate parent company was Benefex Holdings Limited, a company incorporated in England and Wales.

Following 29 September 2017, Foster Denovo Group Limited, a company incorporated in England and Wales, became the immediate and ultimate parent company.

The largest and smallest group in which the results of the company are consolidated is that headed by Foster Denovo Group Limited. The consolidated accounts of this company are available to the public and may be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ. No other group accounts include the results of the company.