Registered number: 11343676
(England and Wales)

JENSTEN HOLDINGS LIMITED

ANNUAL REPORT AND CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

JENSTEN HOLDINGS LIMITED

CONTENTS

COMPANY INFORMATION

Directors	E Hannan A Hardie G Lalley R Organ S Peel S Taylor M Turner T Wright
Registered number	11343676 (England and Wales)
Registered office	Coversure House Vantage Park Washingley Road Huntingdon Cambridgeshire PE29 6SR
Independent auditors	PKF Littlejohn LLP Statutory Auditor 15 Westferry Circus London E14 4HD
Bankers	Barclays Bank Plc Benet Street Cambridge CB2 3PZ

STRATEGIC REPORT
FOR THE YEAR ENDED 31 MARCH 2023

Introduction

The Company is the parent of a group of companies ("the Jensten Group", "the Group"). The principal activity of the Jensten Group is the provision of insurance broking services and associated support services in the UK.

Strategic and future developments

The Group's strategy is to build a highly scalable retail and wholesale insurance distribution platform which is the preferred home for brokers serving small and medium-sized businesses and the non-standard personal insurance market across the UK.

The Group is organised across 5 operating divisions:

Coversure Franchise: A unique model that enables entrepreneurs to start and develop their own retail broking businesses, leveraging the Group's expertise and access to products. There are approaching 90 Coversure Franchisee locations across the UK.

Jensten Insurance Brokers: A number of regional and specialist Retail brokers.

Jensten London Markets: A provider of insurance solutions through its own broking capabilities and access to the London Market.

Jensten Underwriting: A number of high-quality MGAs within the Group under a single brand, to create a dynamic and forward-thinking MGA.

Jensten Brokers Europe: Gives the Group access to business across Europe.

The 5 operating divisions are supported by central corporate functions including Finance, Risk and Compliance, HR, Marketing, and Technology.

The directors' objective for the Group remains focused on increasing scale and profitability by investing in new and strengthened capabilities to enable superior organic growth, and by seeking acquisition opportunities which fit with the Group's strategy and deliver attractive financial returns. The directors believe this strategy will lead to increased income and profit margins through economies of scale and efficiency gains.

The directors expect to continue to invest in a wide range of capabilities which will benefit the Group and to continue to pursue attractive acquisition opportunities which fit the Group's defined criteria.

Business review

During the year ending 31 March 2023, the Group has continued to execute against the strategy outlined above. The directors note the following key developments during the year.

(i) Acquisitions

The Group is focused on taking advantage of a fragmented marketplace for insurance brokers that demonstrate attractive and sustainable growth characteristics. The Group is focused on acquiring insurance broking businesses, teams and portfolios which we believe in the long term to have more defensible positions in their chosen markets which offer significant growth potential. The Group operates a Mergers & Acquisitions programme focusing on businesses that demonstrate attractive organic growth dynamics, additional product specialisms and strong synergy potential.

In pursuit of this strategy the Group made the following acquisitions in the year ended 31 March 2023:

On 29th July 2022 the Group acquired Origin UW Limited. Based in Tunbridge Wells, Origin is a specialist MGA, providing commercial insurance solutions for SME businesses and professionals. Origin is a strong strategic and cultural fit for Jensten's existing wholesale proposition and is of benefit to the Group's partner brokers and their clients.

On 10th October 2022 the Group acquired Ravenhall Risk Solutions Limited. Based in Leeds, Ravenhall serves commercial and personal clients in the region. The acquisition brings Jensten new expertise in traditionally harder to place risks. Since our acquisition, Ravenhall has worked closely with Packetts to build Jensten's presence in the region.

On 31st October 2022 the Group acquired J. Bennett & Son Insurance Brokers Limited based in High Wycombe and its Oxford-based subsidiary, Mathews Comfort & Co. The businesses serve commercial clients in the region. The acquisition also brings Jensten new expertise in life sciences and biomedical field specialism.

On 6th February 2023 the Group acquired Boardmatter Enterprises Limited, the Kidderminster Coversure franchise. This acquisition further demonstrates the success of the Coversure model, giving insurance entrepreneurs the opportunity to launch, grow and realise the value they have created in their business.

On 28th February 2023 the Group acquired Bellegrove Limited and its associated company, Direct Motor Trade Limited. The acquisition brings additional expertise and scale in the motor trade sector for Jensten.

On 28th February 2023 the Group acquired Wildman Doman & Houston Limited and its associated companies, including Wildman Brothers Limited and Basil E. Fry & Co. Limited. Established over 50 years ago, it is the market leader in providing insurance solutions to the UK's removals, storage, and self-storage sectors.

The Group has continued to pursue and appraise a number of other acquisition opportunities during the year, a number of which are noted below as events since the end of the year.

The Group is also committed to providing exit opportunities to franchisees, this has resulted in Jensten Insurance Brokers acquiring books of business from Coversure Nottingham on 1 August 2022 and Coversure Stamford on 10 October 2022.

(ii) Corporate Simplification

During the year the Group has continued its project to simplify the corporate structure of the Group and reduce the number of legal entities. As part of this Jensten Insurance Brokers acquired the Ilkeston and Huntingdon books of business from Coversure Branches Limited on 23 May 2022, a book of business from HTC Associates Limited on 30 August 2022 and all assets and liabilities of Boardmatter Enterprises Limited on 6 March 2023.

(iii) Coversure Franchise growth

The Group has invested in bringing new skills and expertise into the Coversure Franchise Development team. During the year, Coversure signed 7 new franchise agreements and a further 3 post year end and has a strong pipeline of further prospects, demonstrating its continued attractiveness to entrepreneurs looking to start their own brokerages.

(iv) Financing

In order to support the delivery of the strategy, the Group reviewed its financing requirements during the year. On 6 June 2022, the Group signed a new agreement giving it access to further committed and incremental acquisition facilities, providing a significantly increased level of funding and on more attractive financial terms. The Group also issued a new super senior loan note bringing £20.2m of new funding.

In August 2022 the Group entered into an interest rate cap to hedge the interest rate paid on the Group's cash paid external debt from significant increases.

Financial performance

The Group recorded a loss for the year of £32.8m (2022: £21.5m). The operating loss of £8.8m for the year ending 31 March 2023 (2022: £7.3m) was broadly in line with the directors' expectations and reflects the investment the Group is making in future growth along with the £15.3m amortisation charge relating to the Group's goodwill balance. Furthermore, the directors note that the operating profit before exceptional items and amortisation was an £10.1m profit (2022: £8.5m profit).

As at 31 March 2023, the Group's consolidated balance sheet position was net liabilities of £82.3m (2022: £49.7m). However, the directors note that excluding debt owing to shareholders, the Group has net assets of £19.5m (2022: £24.9m).

The directors consider the following financial KPIs as important indicators of the Group's performance:

	Year ending 31 March 2023	**Year ending 31 March 2022**
Total gross written premium (GWP), (incl IPT and Fees)	£350m	£288m
Retail GWP (incl IPT and Fees)	£231m	£189m
Wholesale GWP (incl IPT and Fees)	£119m	£99m
Turnover	£46.3m	£36.5m
Turnover/Total GWP margin (%)	13.2%	12.7%
Operating profit before exceptional items & amoritsation	£10.1m	£8.5m

Events since the end of the year

In May 2023, Jensten Insurance Brokers Limited acquired all of the assets and liablitiies of Bellegrove Limited in line with the Group's strategy to simplify the corporate structure. In June 2023, Sydney Packett & Sons Limited acquired all of the assets and liabilities of Ravenhall Risk Solutions Limited.

In June 2023, the Group acquired Darwin Clayton (UK) Limited. Darwin Clayton manages a range of specialist schemes, providing insurance solutions for a number of sectors, including cleaning, security, facilities management, and electrical contracting.

In June 2023, the Group acquired More Telemarketing Limited, a specialist insurance telemarketing business with significant experience in generating opportunities in the SME and corporate space. The move will further enhance Jensten's ability to drive exceptional levels of organic growth across the retail division.

In June 2023, the Group acquired S & J Palmer Limited, a Coversure franchise which has offices in Poole, Weymouth and Croydon. Founded 7 years ago, the business has seen rapid organic growth, supported by several acquisitions.

Principal risks and uncertainties

The Group operates a robust risk management regime and management regularly reviews the risks facing the Group including those impacting the customer (conduct risk). Business risks are recorded in the risk register which is subject to regular review and oversight at Governance Committee meetings. All risks have Senior Manager owners and have mitigating controls which seek to bring risks to within the agreed risk tolerance. Risks are identified, articulated and categorised into the core categories noted below:

(i) Business Strategy Risk

This risk category relates to the failure to set, implement and deliver an appropriate strategy and the anticipated benefits not being achieved / achievable. The Group Board sets the strategy, which is refreshed and formally challenged on a regular basis. The Group Board comprises executive and non-executive directors with significant levels of market experience and commercial expertise, and ensures the strategy is well defined. The annual budget process ensures anticipated performance is aligned to the strategy, and management's goals are defined by the Group's strategic aims.

(ii) Market Environment Risk

This risk considers external factors influencing the business and its objectives, such as competitor actions or regulatory and political developments. These risks are mitigated through strong practices to identify adverse external market factors and to highlight potential issues prior to any impact on the business.

(iii) Financial Risk

This risk category includes cashflow / liquidity constraints, unbudgeted spend, credit risk and banking covenant breach. The Group Board oversees regular cashflow and covenant forecasting processes which are stress tested and challenged. The regulated entities within the Group meet their minimum solvency requirements at all times. Financial policies and controls are operated by people with appropriate levels of experience, and these are subject to oversight by the Group Board and various Governance committees. The Group's business model means that credit risk is diversified across a large number of clients. Effective CASS5 client money controls are in place where required by regulation.

(iv) Operational Risk

Operational risks result from the failure of business operations, including IT, people and premises. Management actions to mitigate the identified risks are in place and regularly reviewed, including disaster recovery plans, penetration testing, phishing training, and health and safety reviews. Covid-19 and the move to the homeworking environment during the year demonstrated the Group's ability to manage material aspects of operational risk effectively and have evidenced a flexible capability.

(v) Legal and Regulatory Risk

This risk includes a failure to identify / comply with the legal risks that impact the business and with regulatory requirements. The identification and implementation of practices to mitigate these risks is conducted by Group Risk & Compliance and is subject to oversight by the Governance Committees. The Group has a documented governance model in place, overseen by the Risk and Compliance function. This function comprises individuals with requisite sector and technical experience. Where required, the Group seeks advice from external advisors.

Section 172 (1) Statement

The directors report here on how they have discharged their duties under Section 172 of the Companies Act 2006. The Board is responsible for upholding the culture, values, ethics, standards and reputation of the Company to ensure that the Director's obligations to its stakeholders are met.

As part of the Board decision making process, the Directors consider the likely long-term consequences of decisions and the impact on stakeholders. The relative interests of different stakeholder groups are taken into account in the Board's decisions on key strategic matters. The priorities and needs of different stakeholder groups are also taken into account in the Company's approach to Risk Management.

Stakeholder engagement

Employees

Alongside the routine interactions that take place as part of business as usual activity, the directors engage with our employees through specific internal communications, formal face to face update presentations and informal meetings. We solicit and take note of feedback, especially through the twice yearly engagement surveys that we carry out. The outputs of these surveys are used to construct actions plans to address any areas that require attention. We are building on these methods of engagement with employees to build and maintain trust, encourage openness, honesty and transparency within the business.

Post Covid-19 in response to the employees requests, we have moved to a hybrid working model in most areas. Mental and physical health concerns have been a driver of our activity, and the adapted engagement practices have resulted in good employee feedback. The return strategy has been successfully managed to maintain strong engagement.

During the year, the directors focused on building our out the details of our Employee Value Proposition, including launching learning and development programmes, competency frameworks and career pathways. These were received well by staff across the Group.

Customers

The growing business has led to a redesigned operating model which aims to reduce complexity and drive improved customer outcomes. As the Company continues to grow, the directors will ensure that the operating model continues to evolve to put the Customer at the heart of our operational strategy.

Our governance practices include the monitoring of customer and conduct metrics, including customer complaints and our approach to Treating Customers Fairly, which enable directors to address any issues that are identified and make any process and practice improvements.

The businesses continue to focus providing good customer service to all customers and supporting vulnerable customers as necessary.

During the year, the directors have moved forward with the execution of the Group's placement strategy, in order to ensure that its key insurer partners were providing appropriate propositions and services.

Regulators

The Group companies has a number of FCA regulated firms, all of which are core firms and supervised under the flexible regime. The Group responds to surveys as required and has an open and transparent relationship with the regulator which is reinforced by the leadership team, policies and procedures, all of which encourage a culture of openness and transparency. Our CEO meets periodically with the FCA senior leadership.

The directors continue to focus on ensuring the Group meet its responsibilities in respect of recent legislative changes such as GI pricing and Product Fair Value.

The Community

The Group and its Franchises have a number of offices around the UK, with a large number of these being a strong presence in the high street. Recognition of the impact of our business on the community in which we operate is increasingly included in the decisions of the Board.

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

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A Hardie
Director

Date: 29 September 2023

DIRECTORS' REPORT
FOR THE YEAR ENDED 31 MARCH 2023

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

Statement of directors' responsibilities in respect of the financial statements

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

Company law requires the directors to prepare audited financial statements of the Group for each financial year. Under that law the directors have elected to prepare the audited financial statements of the Group 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 audited financial statements of the Group 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 audited financial statements of the Group, 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 audited financial statements of the Group 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 audited financial statements of the Group 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.

Principal activities

The principal activities of the Group in the period under review were those of insurance broking, franchising and business support services.

Dividends

No dividends were declared or paid during the year to 31 March 2023, or subsequent to the year end (2022: £nil).

Directors

The directors who served during the year were:

R Darling (resigned 12 January 2023)
E Hannan
A Hardie
G Lalley
R Organ
S Peet
S Taylor
M Turner
T Wright

Disclosure in the Strategic Report

The Company has chosen, in accordance with section 414C of the Companies Act 2006, to set out in the Strategic Report the following information, which would otherwise be required to appear in the report of the directors:

- Review of business, including future developments; and
- Principal risks and uncertainties.

Greenhouse gas emissions, energy consumption and energy efficiency action

The Group's energy use and greenhouse gas emissions are assessed on an annual basis. The Group's greenhouse gas emissions and energy consumption are as follows (in tonnes of CO2 equivalent):

	2023
Buildings electricity and heat (scope 2)	**48.4**

The Group's buildings electricity and heat consumption was obtained from statements and invoices from our suppliers. For calculation of emissions, the UK Government Conversion Factors for Company Reporting 2022 has been used.

The Group recognises its responsibility to be environmentally sustainable beyond legal and regulatory requirements and the expectations that are set by our clients, investors, employees and local communities. As part of this, we are committed to implementing energy efficiency improvements across the current Group and any future acquisitions. Some of the actions completed during the year include:

- The Group has continued to adopt a more flexible and hybrid way of working, with an increased number of remote working employees and an increased use of Microsoft Teams, reducing the amount of travel to offices and meetings,
- As part of our ongoing office improvement programme, we have installed more energy efficient lighting in some offices,
- We have terminated the lease on a number of properties with staff being relocated to another office in the same area or becoming remote workers.

The tonnes of CO2 equivalent per number of average employees for the year was 0.10.

Directors' confirmations

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 and the Group'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 and the Group's auditors are aware of that information.

Events since the end of the year

Information relating to events since the end of the year is given in the Strategic Report and note 28 of the financial statements.

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

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A Hardie
Director

Date: 29 September 2023

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF JENSTEN HOLDINGS LIMITED

Opinion

We have audited the financial statements of Jensten Holdings Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 March 2023 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated and Parent Company Balance Sheets, the Consolidated and Parent Company Statements of Changes in Equity, the Consolidated Statements of Cash Flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 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 loss 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 group and parent 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 director's 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 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 auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the group and parent company 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.

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 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 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 their environment obtained in the course of the audit, we have not identified material misstatements in the 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, the directors are responsible for the preparation of the group and parent company 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 group and parent company 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.

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:

- We obtained an understanding of the group and parent company and the sector in which they operate to

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

identify laws and regulations that could reasonably be expected to have a direct effect on the financial statements. We obtained our understanding in this regard through discussions with management, industry research and application of cumulative audit knowledge and experience of the sector

- We determined the principal laws and regulations relevant to the group and parent company in this regard to be those arising from Companies Act 2006, UK Taxation regulations and FCA rules. The group includes subsidiary companies that are authorised and regulated by the FCA and we considered the extent to which non-compliance with the FCA rules might have a material effect on the group's financial statements.
- We designed our audit procedures to ensure the audit team considered whether there were any indications of non-compliance by the group and parent company with those laws and regulations. These procedures included, but were not limited to enquiries of management, review of minutes and review of legal and regulatory correspondence.
- We also identified the risks of material misstatement of the financial statements due to fraud. We considered, in addition to the non-rebuttable presumption of a risk of fraud arising from management override of controls, that there was a potential for management bias in relation to calculation of goodwill and impairment assessments. We addressed this by challenging the assumptions and judgments made by management when auditing the significant accounting estimates.
- As in all of our audits, we addressed the risk of fraud arising from management override of controls by performing audit procedures which included, but were not limited to: the testing of journals; reviewing accounting estimates for evidence of bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

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 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.

Paul Goldwin (Senior Statutory Auditor)
for and on behalf of PKF Littlejohn LLP
Statutory Auditor
London
29 September 2023

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

	Note	2023 £	2022 £
Turnover	5	**46,304,406**	*36,482,214*
Other operating income		**654,508**	*766,141*
Administrative expenses before amortisation of goodwill and renewal rights		**(36,861,982)**	*(28,798,086)*
Operating profit before exceptional items and amortisation of goodwill and renewal rights		**10,096,932**	*8,450,269*
Exceptional administrative items	6	**(3,021,908)**	*(3,050,277)*
Amortisation of goodwill and renewal rights	14	**(15,880,557)**	*(12,698,526)*
Operating loss		**(8,805,533)**	*(7,298,534)*
Interest receivable and similar income	11	**507,245**	*182,062*
Interest payable and similar expenses	12	**(22,870,950)**	*(14,130,637)*
Loss before tax		**(31,169,238)**	*(21,247,109)*
Tax on loss	13	**(1,648,284)**	*(247,621)*
Loss for the financial year		**(32,817,522)**	*(21,494,730)*

The notes on pages 20 to 55 form part of these financial statements.

CONSOLIDATED BALANCE SHEET
AS AT 31 MARCH 2023

	Note		2023 £		2022 £
Fixed assets					
Intangible assets	14		**164,466,748**		*107,677,708*
Tangible assets	15		**2,069,032**		*1,788,224*
Investments	16		**2,260**		*1,000*
			166,538,040		*109,466,932*
Current assets					
Debtors	17	**36,726,503**		*19,959,874*	
Cash and cash equivalents	18	**46,844,545**		*28,814,974*	
		83,571,048		*48,774,848*	
Creditors: Amounts Falling Due Within One Year	19	**(71,548,762)**		*(40,446,840)*	
Net current assets			**12,022,286**		*8,328,008*
Total assets less current liabilities			**178,560,326**		*117,794,940*
Creditors: amounts falling due after more than one year	20		**(260,411,029)**		*(166,864,721)*
Deferred tax			**(400,968)**		*(671,178)*
Net liabilities			**(82,251,671)**		*(49,740,959)*
Capital and reserves					
Called up share capital	23		**1,170**		*1,220*
Share premium account			**92,083**		*592,083*
Employee benefit trust			**103,320**		*30,636*
Accumulated losses			**(82,950,244)**		*(50,599,898)*
Equity attributable to owners of the parent Company			**(82,753,671)**		*(49,975,959)*
Non-controlling interests			**502,000**		*235,000*
			(82,251,671)		*(49,740,959)*

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 29 September 2023.

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E Hannan
Director

The notes on pages 20 to 55 are an integral part of these financial statements.

COMPANY BALANCE SHEET
AS AT 31 MARCH 2023

	Note		2023 £		2022 £
Fixed assets					
Investments	16		**1**		*1*
			1		*1*
Current assets					
Debtors	17	**35,467,495**		*31,490,728*	
Bank and cash balances	18	**103,320**		*36,225*	
		35,570,815		*31,526,953*	
Creditors: amounts falling due within one year	19	**(2,506,064)**		*(1,046,447)*	
Net current assets			**33,064,751**		*30,480,506*
Total assets less current liabilities			**33,064,752**		*30,480,507*
Creditors: amounts falling due after more than one year	20		**(33,763,690)**		*(30,255,042)*
Net (liabilities)/assets			**(698,938)**		*225,465*
Capital and reserves					
Called up share capital	23		**1,170**		*1,220*
Share premium account			**92,083**		*592,083*
Employee benefit trust			**103,320**		*30,636*
Accumulated losses			**(895,511)**		*(398,474)*
			(698,938)		*225,465*

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 29 September 2023.

The parent company result for the year was a loss of £964,213 (2022: loss of £185,219)

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E Hannan
Director

The notes on pages 20 to 55 are an integral part of these financial statements.

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

	Called up share capital	Share premium account	Employee Benefit Trust	Accumulated losses	Non-controlling interests	Total equity
	£	£	£	£	£	£
Balance at 1 April 2021	1,216	421,794	50,737	(29,105,168)	235,000	(28,396,421)
Loss for the year	-	-	-	(21,494,730)	-	(21,494,730)
Shares issued during the year	4	170,289	-	-	-	170,293
Employee benefit trust	-	-	(20,101)	-	-	(20,101)
Balance at 31 March 2022	1,220	592,083	30,636	(50,599,898)	235,000	(49,740,959)
Loss for the year	-	-	-	(32,817,522)	-	(32,817,522)
NCI at acquisition of subsidiaries	-	-	-	-	267,000	267,000
Purchase of own shares	-	-	-	467,176	-	467,176
Shares redeemed during the year	-	(500,000)	-	-	-	(500,000)
Shares cancelled during the year	(50)	-	-	-	-	(50)
Employee benefit trust	-	-	72,684	-	-	72,684
Balance at 31 March 2023	1,170	92,083	103,320	(82,950,244)	502,000	(82,251,671)

The notes on pages 20 to 55 form part of these financial statements.

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

	Called up share capital	Share premium account	Employee benefit trust	Accumulated losses	Total equity
	£	£	£	£	£
Balance at 1 April 2021	**1,216**	**421,794**	**50,737**	**(213,255)**	**260,492**
Loss for the year	-	-	-	(185,219)	(185,219)
Shares issued during the year	4	170,289	-	-	170,293
Employee benefit trust	-	-	(20,101)	-	(20,101)
Balance at 31 March 2022	**1,220**	**592,083**	**30,636**	**(398,474)**	**225,465**
Loss for the year	-	-	-	(964,213)	(964,213)
Purchase of own shares	-	-	-	467,176	467,176
Shares redeemed during the year	-	(500,000)	-	-	(500,000)
Shares cancelled during the year	(50)	-	-	-	(50)
Employee benefit trust	-	-	72,684	-	72,684
Balance at 31 March 2023	**1,170**	**92,083**	**103,320**	**(895,511)**	**(698,938)**

The notes on pages 20 to 55 form part of these financial statements.

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

	Note	2023 £	2022 £
Cash flows from operating activities			
Loss for the financial year		**(32,817,522)**	*(21,494,730)*
Adjustments for:			
Amortisation of intangible assets	14	**16,704,004**	*13,093,776*
Depreciation of tangible assets	15	**596,289**	*387,664*
Impairments of fixed assets	14	**-**	*2,538,441*
(Profit)/loss on disposal of tangible assets		**12,294**	*(22,242)*
Net interest expense	11, 12	**22,363,705**	*13,948,575*
Taxation charge	13	**1,648,284**	*247,621*
(Increase) in debtors	17	**(16,766,630)**	*(8,183,053)*
Increase in creditors		**28,775,474**	*10,092,460*
Corporation tax (paid)		**(52,221)**	*(851,043)*
Net cash generated from operating activities		**20,463,677**	*9,757,469*
Cash flows from investing activities			
Acquisition of subsidiaries, net of cash acquired		**(67,948,509)**	*(38,910,631)*
Purchase of fixed assets	14,15	**(4,633,822)**	*(325,715)*
Sale of fixed assets		**18,943**	*27,515*
Interest received	12	**507,245**	*121,302*
Net cash used in investing activities		**(72,056,143)**	*(39,087,529)*
Cash flows from financing activities			
New secured loans		**851,596**	*-*
Proceeds from issue of loan notes and shares		**51,600,000**	*5,930,000*
Receipts from acquisition facility and RCF		**27,000,000**	*28,252,050*
Interest paid		**(10,096,559)**	*(6,001,656)*
Proceeds from non controlling interests and other equity movements		**267,000**	*150,192*
Net cash generated from financing activities		**69,622,037**	*28,330,586*
Net increase/(decrease) in cash and cash equivalents		**18,029,571**	*(999,474)*
Cash and cash equivalents at beginning of year		**28,814,974**	*29,814,448*
Cash and cash equivalents at the end of the year		**46,844,545**	*28,814,974*

The notes on pages 20 to 55 form part of these financial statements.

1. General information

Jensten Holdings Limited ('the Company') and its subsidiaries (together 'the Group') operate primarily as an insurance broker, franchisor and provider of business support services within the UK. The Group operates with a number of brand names for its wholesale and retail activities.

Jensten Holdings Limited is a private company limited by shares, registered in England and Wales. The registered office and principal place of business is Coversure House, Vantage Park, Washingley Road, Huntingdon, Cambridgeshire, PE29 6SR.

2. Statement of compliance

The Group and individual financial statements of Jensten Holdings Limited 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

The principal accounting policies applied in the preparation of these consolidated and separate financial statements are set out below. These policies have been consistently applied to all the financial periods presented, unless otherwise stated.

3.1 Basis of preparation

These consolidated and separate financial statements are prepared on a going concern basis under the historical cost convention.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Groups' accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 4.

The Group has taken advantage of the exemption in section 408 of the Companies Act from presenting its individual statement of comprehensive income.

3.2 Going concern

The financial statements of the Group have been prepared on a going concern basis. At 31 March 2023, the Group had net liabilities of £82.3m (2022: £49.7m). However, the directors note that excluding debt owing to shareholders, the Group had positive net assets of £19.5m (2022: £24.9m). The Group reported an operating loss of £8.8m (2022: £7.3m) but an operating profit before exceptional items and amortisation of goodwill and renewal rights of £10.1m (2022: £8.5m).

The directors consider the going concern basis to be appropriate following their assessment of the Group's financial position and its ability to both meet its obligations when they fall due and to meet its debt covenant obligations in respect of its senior loans, taking into account:

- The capital structure of the Group incorporating a significant proportion of long term shareholder liabilities which do not comprise near-term cash interest payment obligations;
- The strong levels of operating cash generated during the period;
- The Group's ongoing access to a revolving credit facility of £2m;
- The anticipated increase in operating profit in future periods;
- The risks and uncertainties facing the Group.

3. **Accounting policies (continued)**

The directors have examined prudent forecasts for the Group and the Company stretching beyond 12 months from the point of signing the financial statements. These include projections of cashflows, operating profitability (EBITDA) and banking covenant compliance, and they assume:

- Client retention levels are resilient in the medium term, and trading performs in line with latest forecasts,
- Turnover, cost and cashflow actions already taken will benefit the financial outlook in line with expectations;
- The Group continues to have access to its £2m committed revolving credit facility.

The directors considered the impact of the uncertain economic outlook in the UK, along with the likelihood of rising interest rates over the medium term. Economic conditions were considered in the context of the impact they might have on the clients of the trading entities within the Group. On this area, the directors considered the Group to be well diversified from a sector exposure and they also reflected on the resilience of the Group's trading position throughout the 2020/21 Covid-19 lockdowns. On interest rate risk, the directors noted the interest rate cap in place which would mitigate the risk to Group cashflows of a significant rate increase until September 2023. The Group has sufficient forecasted liquidity to meet its day to day requirements.

Further to the above considerations, the directors have continued to adopt the going concern preparation basis for the consolidated Group and Company financial statements.

3.3 Exemptions for qualifying entities under FRS 102

FRS 102 allows a qualifying entity certain disclosure exemption, subject to conditions.

The Group has taken advantage of the following exemptions in its individual financial statements:

- from preparing a statement of cash flows, on the basis that it is a qualifying entity and the consolidated statement of cash flows, included in these financial statements, includes the Company's' cash flows;
- from the financial instrument disclosures, required under FRS 102 paragraphs 11.41(b), 11.41(c), 11.41(e), 11.41(f), 11.42, 11.44, 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b), 11.48(c), 12.26, 12.27, 12.29(a), 12.29(b) and 12.29A, as the information is provided in the consolidated financial statement disclosures; and
- from disclosing the Company key management personnel compensation, as required by FRS 102.

3.4 Basis of consolidation

The Group consolidated financial statements include the financial statements of the Company and all of its subsidiary undertakings made up to 31 March 2023.

A subsidiary is an entity controlled by the Group. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

Where a subsidiary has different accounting policies to the Group, adjustments are made to those subsidiary financial statements to apply the Group's accounting policies when preparing the consolidated financial statements.

Any subsidiary undertakings or associates sold or acquired during the period are included up to, or from, the dates of change of control or change of significant influence respectively.

3. Accounting policies (continued)

Where control of a subsidiary is lost, the gain or loss is recognised in the consolidated income statement. The cumulative amounts of any exchange differences on translation, recognised in equity, are not included in the gain or loss on disposal and are transferred to retained earnings. The gain or loss also includes amounts included in other comprehensive income that are required to be reclassified to the Statement of comprehensive income but excludes those amounts that are not required to be reclassified.

Where control of a subsidiary is achieved in stages, the initial acquisition that gave the Group control is accounted for as a business combination. Thereafter where the Group increases its controlling interest in the subsidiary the transaction is treated as a transaction between equity holders. Any difference between the fair value of the consideration paid and the carrying amount of the non-controlling interest acquired is recognised directly in equity. No changes are made to the carrying value of assets, liabilities or provisions for contingent liabilities.

All intra-Group transactions, balances, income and expenses are eliminated on consolidation. Adjustments are made to eliminate the profit or loss arising on transactions with associates to the extent of the Group's interest in the entity.

3.5 Foreign currency

i. Functional and presentation currency

The Group's functional and presentation currency is the pound sterling.

ii. Transaction and balances

The Group mainly operates within the United Kingdom but places some business in Europe for which Euros are received.

Monetary assets and liabilities deominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to the Statement of Comprehensive Income.

3.6 Exceptional items

Exceptional items are disclosed separately in the financial statements where it is necessary to do so to provide further understanding of the financial performance of the Group. They are items that are material either because of their size or their nature and that are non-recurring.

3.7 Revenue recognition

The Group's revenue is derived form a number of sources. The basis of recognition differs for each source as detailed below.

i. Insurer Commissions and Fees

As an insurance intermediary, the Group earns commissions on insurance business transacted during the accounting period. This income is recognised in the period in which the right to the consideration has been established, being the later of policy inception date and transaction date. Adjustments to commissions earned and returned premiums are recognised when they arise, unless it is possible to make an accurate estimate of such adjustments at policy inception.

3. Accounting policies (continued)

No provision is made for commissions earned on returned premiums, based on the expected level of returns which are considered immaterial to the Group.

Fee income is recognised in accordance with performance of the services to which it relates.

ii. Franchise Services Commissions

Franchise services commission income is recognised in accordance with the terms of the franchise agreement. This income is measured at the fair value of the consideration received and represents the amount receivable per contractual arrangements.

iii. Premium Finance Commissions

Premium finance commission income is recognised in accordance with performance of the terms of the contractual arrangements with the finance provider. The Group recognises a commission for the introduction to the finance provider, on premiums where the customer has decided to pay on an instalment basis. Premium finance income is recognised on an accruals basis, estimated on reports provided by the finance provider on transaction volumes, adjusted to reflect historic earnings experience.

iv. Profit shares and Contingent payments

The Group may enter into profit sharing and contingent arrangements with a selected number of insurers from its portfolio.

These arrangements are based on a number of factors, including but not limited to gross written premium on specific policy types, total business placed with an insurer, and the insurer's measure of profit achieved.

Profit share and contingent income is recognised on an accruals basis in accordance with the substance of the relevant agreement, with an estimate made of the current months revenue which is trued up in the following month.

v. Business support services

The Group provides additional business support services to its franchisees, including marketing, compliance and IT. The income is recognised when the services are delivered and invoiced, in accordance with the contractual terms of the franchise agreement.

vi. Interest income

Trading interest income is earned, where the Group charges its franchisees a percentage of cash advances, made to the insurer on the franchisee's behalf in respect of premiums still due to be collected from the policyholder. This income is measured at the fair value of the consideration received and represents the amount receivable per contractual arrangements net of returns, discounts and rebates in the period. In addition, trading interest income is earned on loans made to the franchisees and is recognised on the accruals basis.

Other interest income, being that earned on deposits held in bank accounts (the Group's office accounts and non-statutory accounts holding client money) are recognised on the accruals basis.

3. Accounting policies (continued)

vii. Dividend income

Dividend income is recognised when the right to receive payment is established.

3.8 Employee benefits

The Group provides a range of benefits to employees, including annual bonus arrangements, paid holiday arrangements and defined benefit and defined contribution pension plans.

i. Defined contribution pension plans

The Group operates a defined contribution plan for its employees in accordance with regulations issued by Department of Work and pensions. A defined contribution plan is a pension plan under which the Group makes percentage linked contributions into a dedicated fund provided by an external pension provider. Once the contributions have been paid the Group has no further payment obligations. The contributions are recognised as an expense when they are due. Amounts not paid are shown in accruals in the balance sheet. The assets of the plan are held separately from the Group in independently administered funds.

ii. Annual bonus plan

The Group operates a discretionary annual bonus plan for employees. An expense is recognised in the Statement of comprehensive income when the Group has a legal or constructive obligation to make payments under the plan as a result of past events and a reliable estimate of the obligation can be made.

3.9 Taxation

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the Statement of comprehensive income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively.

Current or deferred taxation assets and liabilities are not discounted.

i. Current tax

Current tax is the amount of corporation tax payable in respect of the taxable profit for the period or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

ii. Deferred tax

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements.

3. Accounting policies (continued)

Deferred tax is recognised on all timing differences at the reporting date except for certain exceptions. 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 period end and that are expected to apply to the reversal of the timing difference.

3.10 Business combinations and goodwill

Business combinations are accounted for by applying the purchase method.

The cost of a business combination is the fair value of the consideration given, liabilities incurred or assumed and of equity instruments issued plus the costs directly attributable to the business combination. Where control is achieved in stages the cost is the consideration at the date of each transaction.

Contingent consideration is initially recognised at estimated amount where the consideration is probable and can be measured reliably. Where (i) the contingent consideration is not considered probable or cannot be reliably measured but subsequently becomes probable and measurable or (ii) contingent consideration previously measured is adjusted, the amounts are recognised as an adjustment to the cost of the business combination.

On acquisition of a business, fair values are attributed to the identifiable assets, liabilities and contingent liabilities unless the fair value cannot be measured reliably, in which case the value is incorporated in goodwill. Where the fair value of contingent liabilities cannot be reliably measured, they are disclosed on the same basis as other contingent liabilities.

Goodwill recognised represents the excess of the fair value and directly attributable costs of the purchase consideration over the fair values to the Group's interest in the identifiable net assets, liabilities and contingent liabilities acquired.

On acquisition, goodwill is allocated to cash-generating units ('CGU's') that are expected to benefit from the combination.

Goodwill is amortised over its expected useful life which is estimated to be ten years. Goodwill is assessed for impairment when there are indicators of impairment and any impairment is charged to the income statement. No reversals of impairment are recognised.

3. Accounting policies (continued)

3.11 Intangible assets

i. Capitalisation of internally generated intangibles

Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets when the following criteria are met:

- It is technically feasible to complete the software so that it will be available for use;
- Management intends to complete the software and use or sell it;
- There is an ability to use or sell the software;
- It can be demonstrated how the software will generate probable future economic benefits;
- Adequate technical, financial and other resources to complete the development and to use or sell the software are available; and the expenditure attributable to the software during its development can be reliably measured;
- Other development expenditures that do not meet these criteria are recognised as an expense as incurred.

ii. Externally purchased intangible assets

The Group recognises books of renewal rights as intangible assets, based on the purchase price and associated costs of acquisition.

iii. Amortisation

Amortisation is calculated, using the straight-line method, to allocate the depreciable amount of the assets to their residual values over their estimated useful lives.

For software development, this is 1.5–4 years.
For renewal rights, this is 4-6 years.

iv. Impairment reviews

Where factors, such as technological advancement or changes in market price, indicate that residual value or useful life have changed, the residual value, useful life or amortisation rate are amended prospectively to reflect the new circumstances. The assets are reviewed for impairment if the above factors indicate that the carrying amount may be impaired.

3.12 Tangible assets

Tangible assets are stated at cost (or deemed cost) less accumulated depreciation and accumulated impairment losses. Cost includes the original purchase price, costs directly attributable to bringing the asset to its working condition for its intended use, dismantling and restoration costs and borrowing costs capitalised.

i. Land & buildings

Land and buildings include freehold buildings. Land and buildings are stated at cost less accumulated depreciation and accumulated impairment losses.

3. Accounting policies (continued)

ii. Fixtures and fittings, motor vehicles & computer equipment

Fixtures and fittings, motor vehicles & computer equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

iii. Depreciation and residual values

Depreciation on other assets is calculated, using the straight-line method, to allocate the cost to their residual value over their estimated useful lives, as follows:

Freehold buildings	50 years
Fixtures and fittings	4 years
Motor vehicles	4 years
Computer equipment	4 years

The assets' residual values and useful lives are reviewed, and adjusted, if appropriate, at the end of each reporting period. The effect of any change is accounted for prospectively.

3.13 Leased assets

At inception the Group assesses agreements that transfer the right to use assets. The assessment considers whether the arrangement is, or contains, a lease based on the substance of the arrangement.

i. Operating leased assets

Leases that do not transfer all the risks and rewards of ownership are classified as operating leases. Payments under operating leases are charged to the Statement of comprehensive income on a straight-line basis over the period of the lease.

ii. Lease incentives

Incentives received to enter into a finance lease reduce the fair value of the asset and are included in the calculation of present value of minimum lease payments.

Incentives received to enter into an operating lease are credited to the Statement of comprehensive income over the life of the lease.

3.14 Impairment of non-financial assets

At each balance sheet date non-financial assets not carried at fair value are assessed to determine whether there is an indication that the asset (or asset's cash generating unit) may be impaired. If there is such an indication the recoverable amount of the asset (or asset's cash generating unit) is compared to the carrying amount of the asset (or asset's cash generating unit).

The recoverable amount of the asset (or asset's cash generating unit) is the higher of the fair value less costs to sell and value in use. Value in use is defined as the present value of the future cash flows before interest and tax obtainable as a result of the asset's (or asset's cash generating unit's) continued use. These cash flows are not discounted.

3. Accounting policies (continued)

If the recoverable amount of the asset (or asset's cash generating unit) is estimated to be lower than the carrying amount, the carrying amount is reduced to its recoverable amount. An impairment loss is recognised in the Statement of comprehensive income, unless the asset has been revalued when the amount is recognised in other comprehensive income to the extent of any previously recognised revaluation.

If an impairment loss is subsequently reversed, the carrying amount of the asset (or asset's cash generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the revised carrying amount does not exceed the carrying amount that would have been determined (net of depreciation or amortisation) had no impairment loss been recognised in prior periods. A reversal of an impairment loss is recognised in the Statement of comprehensive income.

3.15 Investments

Investment in subsidiaries

Investments in subsidiary companies are held at cost less accumulated impairment losses.

3.16 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities. The Group recognises fiduciary funds that are payable to third parties on the balance sheet due to the control the Group exercises over the funds. The fiduciary funds includes an element that is due to the Group as earned commision and is paid over on the first day of the following month.

3.17 Provisions and contingencies

i. Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount of the obligation can be estimated reliably.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

ii. Contingencies

Contingent liabilities are not recognised. Contingent liabilities arise as a result of past events when (i) it is not probable that there will be an outflow of resources or that the amount cannot be reliably measured at the reporting date or (ii) when the existence will be confirmed by the occurrence or non-occurrence of uncertain future events not wholly within the Group's control. Contingent liabilities are disclosed in the financial statements unless the probability of an outflow of resources is remote.

Contingent assets are not recognised. Contingent assets are disclosed in the financial statements when an inflow of economic benefits is probable.

3. Accounting policies (continued)

3.18 Financial instruments

Basic financial assets, including trade and other receivables, cash and bank balances and investments 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. The group is applying section 11 of FRS 102 in respect of recognition and measurement of financial instruments.

i. Insurance broking debtors and creditors

A significant judgement for insurance intermediaries is the determination of when the Group acts as agent in placing the insurable risks of its clients with insurers and, therefore will not be liable as principals for amounts arising from such transactions.

In recognition of this agency relationship, debtors from insurance broking transactions are not included as an asset of the Group financial statements. Other than the receivable in respect of fees and commissions earned on a transaction, no recognition of the insurance transaction occurs until the Group receives cash in respect of premiums or claims, at which time a corresponding liability is established in favour of the insurer or the client.

In certain circumstances, the Group advances premiums, refunds or claims to insurance underwriters or clients prior to collection. These advances are reflected in the consolidated balance sheet as part of trade receivables.

In addition, the Group recognises fiduciary funds on balance sheet due to the control the Group exercises over the funds. These funds include client money held in the form of premiums due to underwriters and claims paid by insurers due to policyholders. It also includes an element that is due to the Group as earned commision and is paid over on the first day of the following month.

Fiduciary funds are not available for general corporate purposes.

ii. Trade and other receivables

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

iii. Trade and other payables

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

iv. Fixed asset investments

Fixed asset investments are stated at cost, less any provisions for permanent diminution in value. In the opinion of the directors, the carrying value of the shareholdings is not less than cost.

3. Accounting policies (continued)

3.19 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

3.20 Distributions to equity holders

Dividends and other distributions to Group's shareholders are recognised as a liability in the financial statements in the period in which the dividends and other distributions are approved by the Group's shareholders. These amounts are recognised in the statement of changes in equity.

3.21 Employee benefit trust

The Company operates an Employee Benefit Trust ('EBT') for the benefit of its employees. The Company is the sponsoring entity for the EBT. Ordinary shares are granted to employees at the Company's discretion.

In line with FRS 102 (sections 9.34-9.37: Accounting for intermediate payment arrangements) the EBT is deemed to be under the de facto control of the company. As a result, the assets and liabilities of the EBT are included in the consolidated group financial statements and also in those of the company. Any assets held by the EBT cease to be recognised when the assets are purchased by beneficiaries.

In the consolidated group financial statements and those of the company, costs incurred by the EBT purchasing shares are shown as a deduction against shareholders' funds, within the EBT Reserve. The proceeds received by the EBT from the sale of shares increased shareholders' funds. Neither the purchase nor sale of shares by the EBT leads to a gain or loss being recognised in the Consolidated Statement of Comprehensive Income.

Funds held by the company on trust for the EBT are recognised within Bank and cash balances.

3.22 Related party transactions

The Group discloses transactions with related parties which are not wholly owned with the same group. It does not disclose transactions with its' parent or with members of the same group that are wholly owned.

3. Accounting policies (continued)

3.23 Associates and joint ventures

An entity is treated as a joint venture where the Group is a party to a contractual agreement with one or more parties from outside the Group to undertake an economic activity that is subject to joint control.

An entity is treated as an associated undertaking where the Group exercises significant influence in that it has the power to participate in the operating and financial policy decisions.

In the consolidated accounts, interests in associated undertakings are accounted for using the equity method of accounting. Under this method an equity investment is initially recognised at the transaction price (including transaction costs) and is subsequently adjusted to reflect the investors share of the profit or loss, other comprehensive income and equity of the associate. The Consolidated Statement of Comprehensive Income includes the Group's share of the operating results, interest, pre-tax results and attributable taxation of such undertakings applying accounting policies consistent with those of the Group. In the Consolidated Balance Sheet, the interests in associated undertakings are shown as the Group's share of the identifiable net assets, including any unamortised premium paid on acquisition.

Any premium on acquisition is dealt with in accordance with the goodwill policy.

4. Critical accounting judgements and estimation uncertainty

The preparation of financial statements requires management to make judgements, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on a continuing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The directors consider the following to be significant judgements or estimates in the preparation of these financial statements:

i. Insurance broking debtors and creditors: The group is acting as an agent in placing the insurable risks of its clients with insurers and therefore will not be liable as principals for amounts arising for such transactions. As a result, such transactions are judged to not give rise to an asset for recognition on the group's balance sheet.

ii. Impairment of goodwill: Judgement is applied in determining whether impairment indicators exist (see note: 3.10).

iii. Revenue recognition: Judgement is applied in determining the most appropriate approach to recognising each type of revenue (see note 3.7).

iv. The annual depreciation and amortisation charge for fixed assets is sensitive to changes in the estimated useful economic lives and residual values of the assets. The useful economic lives and residual values are re-assessed annually. They are amended when necessary to reflect current estimates, based on technological advancement, future investments, economic utilisation and the physical condition of the assets.

5. Turnover

The Group's turnover is derived largely from operations within the United Kingdom.

Analysis of turnover by division:

	2023 £	2022 £
Retail	**31,526,791**	*24,304,457*
Wholesale	**14,777,615**	*12,177,757*
	46,304,406	*36,482,214*

6. Exceptional administrative expenses

	Group 2023 £	Group 2022 £
Exceptional administrative expenses relating to acquisitions	**3,021,908**	*3,050,277*
	3,021,908	*3,050,277*

7. Operating loss

Operating loss is stated after charging:

	Group 2023 £	Group 2022 £	Company 2023 £	Company 2022 £
Loss on disposal of assets	**12,294**	*6,743*	-	-
Gain on disposal of assets	-	*(28,985)*	-	-
Impairment of software	-	*2,538,441*	-	-
Operating lease charges	-	*628,363*	-	-
Fees payable to the Company's auditors and their associates for the audit of the parent Company and the Group's consolidated financial statements	**7,500**	*6,000*	**7,500**	*6,000*
Fees payable to the Company's auditors and their associates for other services:	**471,603**	*303,000*	**13,200**	*12,000*
- Audit of the Company's subsidiaries	**276,570**	*175,200*	-	-
- Audit-related assurance services	**106,263**	*61,800*	-	-
- Tax compliance services	**88,770**	*60,000*	**13,200**	*12,000*

8. Employees and directors

Staff costs, including directors who were employed by the Group, were as follows:

	Group 2023 £	*Group 2022 £*
Wages and salaries	**21,013,531**	*16,432,398*
Social security costs	**2,033,526**	*1,574,393*
Other pension costs	**906,356**	*404,797*
Amounts capitalised	**(1,733,684)**	*(1,058,555)*
	22,219,729	*17,353,033*

The average monthly number of employees, including the directors who were employed by the Group, during the year was as follows:

	Group 2023 No.	*Group 2022 No.*
Management (including directors)	**19**	*15*
Administration	**138**	*118*
Sales	**257**	*227*
Underwriting	**59**	*51*
	473	*411*

The Company had no employees during the year (2022: nil).

9. Directors

	Group 2023 £	*Group 2022 £*
Aggregate remuneration	**1,850,643**	*1,447,687*
Pension contributions to money purchase schemes	**39,736**	*16,390*
	1,890,379	*1,464,077*

10. Highest paid director

	Group 2023 £	*Group 2022 £*
Total amount of emoluments	**382,798**	*385,893*
	382,798	*385,893*

11. Interest receivable and similar income

	Group 2023 £	*Group 2022 £*	**Company 2023 £**	*Company 2022 £*
Bank interest received	**507,245**	*182,062*	-	-
Interest received on loans to Group undertakings	-	-	**3,575,242**	*2,947,891*
	507,245	*182,062*	**3,575,242**	*2,947,891*

12. Interest payable and similar expenses

	Group 2023 £	*Group 2022 £*	**Company 2023 £**	*Company 2022 £*
Interest expenses on senior bank loans, revolving and acquisition facilities	**10,447,807**	*6,889,835*	-	-
Interest expense on loan notes	**7,505,096**	*3,881,524*	-	-
Interest expense on preference shares	**3,507,817**	*2,898,024*	**3,507,817**	*2,898,024*
Charges related to derivatives	**471,346**	*47,078*	-	-
Amortisation of finance costs	**725,332**	*329,419*	-	-
Bank charges	**213,552**	*84,757*	-	-
	22,870,950	*14,130,637*	**3,507,817**	*2,898,024*

13. Tax on loss

(a) Analysis of the tax charge

	Group 2023 £	*Group 2022 £*
Corporation tax		
Current tax on loss for the year	**1,236,319**	*159,015*
Adjustments in respect of previous periods	**479,985**	*8,762*
Total current tax	**1,716,304**	*167,777*
Deferred tax		
Changes to tax rates	-	*(11,035)*
Adjustments in respect of prior periods	-	*(45,502)*
Origination and reversal of timing differences	**(68,020)**	*136,381*
Total deferred tax	**(68,020)**	*79,844*
Taxation on loss	**1,648,284**	*247,621*

13. Tax on loss (continued)

b) Reconciliation of total tax charge included in the Statement of comprehensive income

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

	Group 2023 £	*Group 2022 £*
Loss before tax	**(31,169,238)**	*(21,247,109)*
Loss multiplied by standard rate of corporation tax in the UK of 19% (2022 - 19%)	**(5,922,155)**	*(4,036,951)*
Effects of:		
Fixed asset differences	**151,001**	*164,390*
Expenses not deductible for tax purposes	**4,366,015**	*3,714,414*
Adjustments to tax charge in respect of prior periods	**479,985**	*8,762*
Adjustments in respect of prior periods (deferred tax)	**26,668**	*(45,502)*
Non-taxable income	**(12,543)**	*(34,336)*
R&D expenditure credits	**(9,634)**	*7,139*
Current tax - other	**-**	*(37,574)*
Other tax adjustments, reliefs and transfers	**18,999**	*-*
Remeasurement of deferred tax for changes in tax rates	**(788,488)**	*(137,759)*
Transfer pricing adjustments	**276,301**	*-*
Movement in deferred tax not previosly recognised	**3,062,135**	*653,664*
Other movements	**-**	*(8,626)*
Total tax charge for the year	**1,648,284**	*247,621*

14. Intangible assets

Group

	Goodwill £	Book Renewal Rights £	Software £	Branding £	Total £
Cost					
At 1 April 2022	**141,779,852**	**4,738,638**	**6,761,400**	**-**	**153,279,890**
Additions	**69,138,313**	**613,714**	**3,397,499**	**74,858**	**73,224,384**
On acquisition of subsidiaries	**1,009,614**	**-**	**8,110**	**-**	**1,017,724**
At 31 March 2023	**211,927,779**	**5,352,352**	**10,167,009**	**74,858**	**227,521,998**
Amortisation					
At 1 April 2022	**38,831,507**	**3,023,234**	**3,747,441**	**-**	**45,602,182**
Charge for the year on owned assets	**15,279,976**	**600,581**	**813,838**	**9,609**	**16,704,004**
On acquisition of subsidiaries	**746,225**	**-**	**2,839**	**-**	**749,064**
At 31 March 2023	**54,857,708**	**3,623,815**	**4,564,118**	**9,609**	**63,055,250**
Net book value					
At 31 March 2023	**157,070,071**	**1,728,537**	**5,602,891**	**65,249**	**164,466,748**
At 31 March 2022	*102,948,345*	*1,715,404*	*3,013,959*	*-*	*107,677,708*

Additions in goodwill relate to the acquisition of subsidiaries which are disclosed in note 25.

Company

The Company does not hold any intangible assets.

14. Intangible assets (continued)

The individual intangible assets which are material to the financial statements are as follows:

	Net book value Group 2023 £	Remaining amortisation period (years) 2023
Book Renewal Rights		
Ilkeston	178,737	0.5
London City Branch	162,585	3
Numark	219,746	3
Vantage	274,742	1.5
Nottingham	560,036	3.5
Stamford	176,391	3.5
Europa	61,571	4

15. Tangible assets

Group

	Freehold property £	Long-term leasehold property £	Motor vehicles £	Fixtures and fittings £	Computer equipment £	Total £
Cost or valuation						
At 1 April 2022	1,659,870	161,172	56,083	2,652,640	1,568,257	6,098,022
Additions	-	42,463	-	35,220	474,235	551,918
Acquisition of subsidiary	100,201	-	67,388	755,233	144,364	1,067,186
Disposals	-	-	(26,083)	-	-	(26,083)
At 31 March 2023	1,760,071	203,635	97,388	3,443,093	2,186,856	7,691,043
Depreciation						
At 1 April 2022	780,746	46,199	39,100	2,203,720	1,240,033	4,309,798
Charge for the year on owned assets	135,238	8,352	9,674	228,582	214,443	596,289
Acquisition of subsidiary	-	-	22,365	593,127	121,081	736,573
Disposals	-	-	(20,649)	-	-	(20,649)
At 31 March 2023	915,984	54,551	50,490	3,025,429	1,575,557	5,622,011
Net book value						
At 31 March 2023	844,087	149,084	46,898	417,664	611,299	2,069,032
At 31 March 2022	*879,124*	*114,973*	*16,983*	*448,920*	*328,224*	*1,788,224*

Company

The Company does not hold any tangible assets.

16. Investments

Company

	Investments in subsidiary companies £
Cost or valuation and Net book value	
At 1 April 2022	1
At 31 March 2023	1

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Registered office	Principal activity	Class of shares	Holding
Cambridge Midco 1 Limited	Coversure House, Vantage Park, Washingley Road, Huntingdon, Cambridgeshire, England, PE29 6SR	Holding company	Ordinary	100%
Cambridge Midco 2 Limited	Coversure House, Vantage Park, Washingley Road, Huntingdon, Cambridgeshire, England, PE29 6SR	Holding company	Ordinary	100%
Cambridge Bidco Limited	Coversure House, Vantage Park, Washingley Road, Huntingdon, Cambridgeshire, England, PE29 6SR	Holding company	Ordinary	100%
Jensten Group Limited	Coversure House, Vantage Park, Washingley Road, Huntingdon, Cambridgeshire, England, PE29 6SR	Holding company	Ordinary	100%
Jensten Underwriting (Bespoke) Limited (formerly City Underwriters Limited)	Coversure House, Vantage Park, Washingley Road, Huntingdon, Cambridgeshire, PE29 6SR	Insurance underwriting	Ordinary	100%

16. Investments (continued)

Subsidiary undertakings (continued)

Name	Registered office	Principal activity	Class of shares	Holding
Jensten Underwriting (Commercial) Limited (formerly Policyfast Limited)	Coversure House, Vantage Park, Washingley Road, Huntingdon, Cambridgeshire, PE29 6SR	Insurance underwriting	Ordinary	100%
Jensten Technologies Limited	Coversure House, Vantage Park, Washingley Road, Huntingdon, Cambridgeshire, England, PE29 6SR	Computer consultancy	Ordinary	100%
Coversure Insurance Services Limited	Coversure House, Vantage Park, Washingley Road, Huntingdon, Cambridgeshire, PE29 6SR	Franchising and insurance broking	Ordinary	100%
Coversure Branches Limited	Coversure House, Vantage Park, Washingley Road, Huntingdon, Cambridgeshire, PE29 6SR	Insurance broking	Ordinary	100%
Jensten London Markets Limited (formerly Senior Wright Limited)	Marlow House, Lloyd's Avenue, London, England, EC3N 3AA	Insurance broking	Ordinary	100%
HTC Associates Limited	Cattermole Buildings Market Place, Codnor, Ripley, Derbyshire, DE5 9QA	Insurance broking	Ordinary	100%
Senior Wright Insurance Services Limited	Marlow House, Lloyd's Avenue, London, England, EC3N 3AA	Dormant company	Ordinary	100%
CTH (GB) Limited	Cattermole Buildings Market Place, Codnor, Ripley, Derbyshire, DE5 9QA	Holding company	Ordinary	100%
Daju Limited	Cattermole Buildings Market Place, Codnor, Ripley, Derbyshire, DE5 9QA	Holding company	Ordinary	100%

16. Investments (continued)

Subsidiary undertakings (continued)

Name	Registered office	Principal activity	Class of shares	Holding
JGL Bidco 1 Limited	Coversure House, Vantage Park, Washingley Road, Huntingdon, Cambridgeshire, PE29 6SR	Holding company	Ordinary	75%
JGL Bidco 2 Limited	Coversure House, Vantage Park, Washingley Road, Huntingdon, Cambridgeshire, PE29 6SR	Holding company	Ordinary	100%
Packetts Holdings Limited	Salts Wharf, Ashley Lane, Shipley, BD17 7DB	Holding company	Ordinary	100%
Sydney Packett & Sons Limited	Salts Wharf, Ashley Lane, Shipley, West Yorkshire, BD17 7DB	Insurance broking	Ordinary	100%
Advance Insurance Agencies Limited	8 Avon Reach, Chippenham, Wiltshire, SN15 1EE	Insurance broking	Ordinary	100%
Tasker Insurance Group Limited	Beaufort House, 15 St Botolph Street, London,England, EC3A 7BB	Holding company	Ordinary	100%
Jensten Insurance Brokers Limited (formerly Tasker Insurance Brokers Limited)	Beaufort House, 15 St Botolph Street, London,England, EC3A 7BB	Insurance broking	Ordinary	100%
Tasker & Partners Limited	Beaufort House, 15 St Botolph Street, London,England, EC3A 7BB	Insurance broking	Ordinary	100%
Jensten Underwriting (SME) Limited (formerly Gresham Underwriting Limited)	Beaufort House, 15 St Botolph Street, London,England, EC3A 7BB	Insurance underwriting	Ordinary	100%
Insure Risk Limited	Coversure House, Vantage Park, Washingley Road, Huntingdon, England, PE29 6SR	Insurance broking	Ordinary	100%
Jensten Brokers Europe Gmbh (formerly Tasker Brokers Europe Gmbh)	Hohe Bleichen 8 20354 Hamburg	Insurance broking	Ordinary	100%

16. Investments (continued)

Subsidiary undertakings (continued)

Name	Registered office	Principal activity	Class of shares	Holding
JGL Bidco 3 Limited	Coversure House, Vantage Park, Washingley Road, Huntingdon, England, PE29 6SR	Holding company	Ordinary	75%
JGL Bidco 4 Limited	Coversure House, Vantage Park, Washingley Road, Huntingdon, England, PE29 6SR	Holding company	Ordinary	100%
JGL Bidco 5 Limited	Coversure House, Vantage Park, Washingley Road, Huntingdon, England, PE29 6SR	Holding company	Ordinary	100%
Bellegrove Limited	Yorkshire House, 110-112 Broadway, Bexleyheath, Kent, United Kingdom, DA6 7DQ	Insurance broking	Ordinary	100%
Direct Motor Trade Limited	Yorkshire House, 110-112 Broadway, Bexleyheath, Kent, United Kingdom, DA6 7DQ	Dormant company	Ordinary	100%
Wildman, Doman & Houston Limited	Woodview 22a Burcott Road, Purley, Surrey, CR8 4AA	Holding company	Ordinary	100%
Wildman Brothers Limited	Woodview 22a Burcott Road, Purley, Surrey, CR8 4AA	Holding company	Ordinary	100%
J. Bennett & Son (Insurance Brokers) Limited	9 North's Estate Old Oxford Road, Piddington, High Wycombe, Bucks, HP14 3BE	Insurance broking	Ordinary	100%
Mathews, Comfort & Co. Limited	9 North's Estate Old Oxford Road, Piddington, High Wycombe, Bucks, HP14 3BE	Insurance broking	Ordinary	100%
Boardmatter Enterprises Limited	Anglo House, Worcester Road, Stourport-On Severn, England, DY13 9AW	Insurance broking	Ordinary	100%

16. Investments (continued)

Subsidiary undertakings (continued)

Name	Registered office	Principal activity	Class of shares	Holding
Basil E. Fry & Co. Limited	Swan House, SwanCentre, Leatherhead, Surrey, KT22 8AH	Insurance broking	Ordinary	100%
Ravenhall Risk Solutions Limited	Chartered House Axis Court Nepshaw Lane South, Gildersome, Morley, Leeds, West Yorkshire, United Kingdom, LS27 7UY	Insurance broking	Ordinary	100%
Origin UW Limited	Coversure House, Vantage Park, Washingley Road, Huntingdon, England, PE29 6SR	Insurance broking	Ordinary	100%

16. Investments (continued)

Subsidiary undertakings (continued)

All the above subsidiaries apart from Jensten Brokers Europe Gmbh were incorporated in England and Wales and trade in the United Kingdom. Jensten Brokers Europe Gmbh was incorporated and trades in Germany. All of the above subsidiaries are included in the consolidation. The Company's investment in Cambridge Midco 1 Limited is direct ownership, all other investments are indirect ownership.

The Company has provided parental guarantees to a number of subsidiaries which exempts them from the requirement to have an audit under s479a of the Companies Act 2006. The subsidiaries that have received a guarantee are:

Company name	Registered number
Jensten Underwriting (Bespoke) Limited	05909640
Coversure Branches Limited	09148867
HTC Associates Limited	05247800
Jensten Technologies Limited	01905639
JGL Bidco 1 Limited	13043860
JGL Bidco 2 Limited	13068214
JGL Bidco 3 Limited	13513228
Sydney Packett & Sons Limited	00371448
Insure Risk Limited	07434098
Tasker Insurance Group Limited	07194832
Tasker & Partners Limited	03891021
Jensten Underwriting (SME) Limited	08284648
Jensten London Markets Limited	01730804
Wildman, Doman & Houston Limited	10163953

Group

Sydney Packett & Sons Limited holds 1000 C shares of £1 each in Brokerbility Limited. Brokerbility Limited was incorporated in the UK, its registered office is AGM House, 3 Barton Close, Grove Park, Enderby, Leicester, LE19 1SJ. Sydney Packett & Sons Limited holds 10% of the C shares in Brokerbility Limited.

17. Debtors

	Group 2023 £	*Group 2022 £*	Company 2023 £	*Company 2022 £*
Due after more than one year				
Other debtors	**462,500**	*-*	-	*-*
Deferred tax asset	**666,475**	*872,988*	-	*-*
Due within one year				
Trade debtors	**21,464,316**	*6,884,968*	-	*-*
Amounts owed by group undertakings	-	*-*	**35,378,570**	*31,431,728*
Other debtors	**1,413,601**	*1,930,788*	**88,925**	*59,000*
Tax recoverable	-	*1,192,395*	-	*-*
Prepayments and accrued income	**12,719,611**	*9,078,735*	-	*-*
	36,726,503	*19,959,874*	**35,467,495**	*31,490,728*

All amounts owed by group undertakings are interest bearing, interest is accrued on the principal plus compounded interest at a rate of 8% per annum, increasing 1% a year to a maximum of 12%. Interest accrued is rolled up with no fixed date of payment until the controlling party and the lender/(s) agree to settle the outstanding balance.

18. Cash and cash equivalents

	Group 2023 £	*Group 2022 £*	Company 2023 £	*Company 2022 £*
Cash at bank and in hand - Corporate	**9,753,456**	*3,476,570*	-	*-*
Cash at bank and in hand - Fiduciary	**37,091,089**	*25,338,404*	**103,320**	*36,225*
	46,844,545	*28,814,974*	**103,320**	*36,225*

Fiduciary balances comprise client and insurer monies and fees and commissions earned but undrawn at the balance sheet date. These are held in non statutory trust bank accounts or insurance trust bank accounts for the benefit of clients and insurers and are not available to the group for working capital purposes. The carrying amount of cash and cash equivalents is considered approximate to their fair value.

£103,320 (2022: 36,225) of fiduciary balances relate to amounts held by the employee benefit trust.

19. Creditors: Amounts falling due within one year

	Group 2023 £	*Group 2022 £*	**Company 2023 £**	*Company 2022 £*
Trade creditors	**58,417,837**	*33,325,869*	**9,150**	*122,400*
Amounts owed to group undertakings	-	-	**1,105,594**	*555,046*
Corporation tax	**312,823**	-	**910,743**	-
Other taxation and social security	**787,723**	*671,485*	-	-
Other creditors	**749,037**	*715,058*	**4**	*6,421*
Deferred consideration	**2,391,653**	*423,949*	-	-
Accruals and deferred income	**8,889,689**	*5,310,479*	**480,573**	*362,580*
	71,548,762	*40,446,840*	**2,506,064**	*1,046,447*

Amounts owed to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

Revolving credit facility
The Group's financing facility includes a revolving credit facility of £2m to cover working capital and liquidity requirements. A commitment fee of 1.31% is charged on the undrawn amount. The commitment fee is payable quarterly in arrears. This was undrawn at the balance sheet date.

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

	Group 2023 £	*Group 2022 £*	**Company 2023 £**	*Company 2022 £*
Unitranche debt facility	**31,188,852**	*30,854,455*	**-**	*-*
Preference shares	**33,763,690**	*30,255,042*	**33,763,690**	*30,255,042*
Acquisition facility	**86,516,301**	*61,065,000*	**-**	*-*
Deferred consideration	**4,634,298**	*428,121*	**-**	*-*
A Loan notes PIK	**5,433,068**	*4,790,821*	**-**	*-*
A Loan notes	**24,252,857**	*21,672,502*	**-**	*-*
B Loan notes	**4,215,437**	*3,786,152*	**-**	*-*
C Loan notes	**1,846,209**	*1,758,295*	**-**	*-*
Senior A Loan notes	**12,072,550**	*10,825,941*	**-**	*-*
Senior B Loan notes	**1,593,404**	*1,428,392*	**-**	*-*
Series A Notes 2025	**28,076,932**	*-*	**-**	*-*
D Loan notes	**972,384**	*-*	**-**	*-*
E Loan notes	**2,245,507**	*-*	**-**	*-*
F Loan notes	**3,213,589**	*-*	**-**	*-*
Super Senior A Loan notes	**20,184,110**	*-*	**-**	*-*
Super Senior B Loan notes	**201,841**	*-*	**-**	*-*
	260,411,029	*166,864,721*	**33,763,690**	*30,255,042*

Disclosure of the terms and conditions attached to the non-equity shares is made in note 23.

. Creditors: Amounts falling due after more than one year (continued)

Unitranche debt facility

The Group has a financing facility of a unitranche debt facility of £32m which incepted on 3 September 2018. The loan accrues interest on a monthly basis at SONIA plus 6.5%. The interest is payable quarterly in arrears from the inception date. The loan is repayable in full in 2025. The loan is secured by a charge over the Group's trading subsidiaries. The facility is shown net of amortised transaction costs relating to the raising of the debt.

Acquisition/Capex facility

The Company has access to a committed acquisition/capex facility totalling £137.8m, of which £88.1m had been drawn down as at 31 March 2023. A commitment fee of 2.275% is charged on the undrawn amount, with interest accruing at SONIA plus 6.5% on the drawn down amount. The accrued interest and commitments are payable quarterly in arrears from the inception date.

Loan Notes

Loan notes were predominantly issued on 3 September 2018. Interest accrues on the principal plus compounded interest at a rate of 8% per annum, increasing 1% a year to a maximum of 12%. Interest accrued is rolled up with no fixed date of payment until the controlling party and the lender/(s) agree to the pay out of cash interest accrued thereon.

On 8th February 2021, C Loan notes totalling £1.7m were issued by a Group company. Interest is accrued on the principal plus compounded interest at a rate of 5% per annum and the loan notes are repayable in September 2026 unless certain criteria are met.

On 24th March 2021, variable rate unsecured redeemable Senior A loan notes totalling £5m were issued by a Group company. Interest is accrued on the principal plus compounded interest at a rate of 12% per annum. The loan notes are repayable in September 2026 unless certain criteria is met. On 24th March 2021 Senior B Loan Notes totalling £0.4m were issued. The senior loan notes include a redemption premium which results in the return being 100% on repayment.

On 15th September 2021, variable rate unsecured redeemable Senior A loan notes totalling £5m were issued by a Group company. Interest is accrued on the principal plus compounded interest at a rate of 12% per annum. The loan notes are repayable in September 2026 unless certain criteria is met. On 15th September 2021 Senior B loan notes totalling £0.93m were issued. The senior loan notes include a redemption premium which results in the return being 100% on repayment.

On 20th June 2022, Series A Loan notes totalling £20m were issued by a Group company. Interest is accrued on the principal plus compunded interest at a rate of 12% per annum and the loan notes are repayable in September 2026 unless certain criteria are met. On 28th November 2022 a further £6m of Series A Loan notes were issued. The loan notes include a redemption premium which results in the return being 45% on repayment.

On 10th October 2022, D Loan notes totalling £950k were issued by a Group company. Interest is accrued on the principal plus compounded interest at a rate of 5% per annum and the loan notes are repayable in September 2026 unless certain criteria are met.

On 31st October 2022, E Loan notes totalling £2.2m were issued by a Group company. Interest is accrued on the principal plus compounded interest at a rate of 5% per annum and the loan notes are repayable in September 2026 unless certain criteria are met.

. Creditors: Amounts falling due after more than one year (continued)

On 28th February 2023, F Loan notes totalling £3.2m were issued by a Group company. Interest is accrued on the principal plus compounded interest at a rate of 5% per annum and the loan notes are repayable in September 2026 unless certain criteria are met.

On 3rd March 2023, Super Senior A Loan notes totalling £20m and Super Senior B Loan notes totalling £0.2m were issued by a Group company. Interest is accrued on the principal plus compounded interest at a rate of 12% per annum. The loan notes are repayable in September 2026 unless certain criteria is met. The super senior loan notes include a redemption premium which results in the return being 30% on repayment.

21. Post-employment benefits

The Group provides a defined contribution pension scheme for its employees. The amount recognised as an expense for the defined contribution schemes in the period was:

	2023	*2022*
	£	*£*
Pension contributions	**906,356**	*404,797*
Amounts owed at year end	**188,743**	*85,355*

22. Deferred taxation

Group

	2023	*2022*
	£	*£*
As at beginning of the year	**201,810**	*(313,969)*
Charged to statement of comprehensive income	**68,020**	*(106,045)*
Arising on business combinations	**(4,323)**	*621,824*
As at year end	**265,507**	*201,810*

22. Deferred taxation (continued)

The deferred tax balance is made up as follows:

	Group 2023 £	*Group 2022 £*
Fixed asset timing differences	**(1,066,787)**	*(948,309)*
Short term timing differences	**166,549**	*-*
Revaluations/fair value adjustments	**-**	*101,276*
Losses	**1,165,745**	*1,048,843*
	265,507	*201,810*
Comprising:		
Asset - due after one year	**666,475**	*872,988*
Liability	**(400,968)**	*(671,178)*
	265,507	*201,810*

23. Called up share capital

Company

	2023 £	*2022 £*
Shares classified as equity		
Allotted, called up and fully paid		
704,865 *(2022 - 704,865)* A1 Ordinary shares of £0.00100 each	**705**	*705*
95,135 *(2022 - 95,135)* A2 Ordinary shares of £0.00100 each	**95**	*95*
35,000 *(2022 - 40,000)* B1 Ordinary shares of £0.01000 each	**350**	*400*
200,000 *(2022 - 200,000)* B2 Ordinary shares of £0.00010 each	**20**	*20*
	1,170	*1,220*

The Company has 4 classes of ordinary shares. These are classed as A1, A2, B1, and B2 ordinary shares. All ordinary shares rank pari passu on the distribution of dividends. A2 and B2 ordinary shares do not carry voting rights.

23. Called up share capital (continued)

	2023	*2022*
	£	*£*
Shares classified as debt		
Allotted, called up and fully paid		
21,987,374 *(2022 - 21,984,374)* Preference shares	**21,987,374**	*21,987,374*

The preference shares are classified as debt on the balance sheet.

The preference shares carry a rate of 8% per annum, increasing by 1% on the 3 September each year, to a maximum of 12%. The shares have no fixed preferential dividend rate. On a winding-up, the holders of these shares have priority before all other classes of shares to receive a repayment of capital plus interest rolled up and compounded. These shares carry no voting rights for the holders.

24. Commitments under operating leases

At 31 March 2023 the Group 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	**893,915**	*555,536*
Later than 1 year and not later than 5 years	**1,719,691**	*987,388*
	2,613,606	*1,542,924*

Company

The Company has no operating lease commitments at 31 March 2023.

25. Acquisitions

During the year the Group acquired the issued share capital of:

- Origin UW Limited,
- Ravenhall Risk Solutions Limited,
- J. Bennett & Son (Insurance Brokers) Limited and its subsidiary, Mathews Comfort & Co. Limited,
- Boardmatter Enterprises Limited,
- Bellegrove Limited,
- Wildman Doman & Houston Limited and its associated companies, including Wildman Brothers Limited and Basil E. Fry & Co. Limited.

The summary of the acquired balances is detailed below:

Summary	Book Value	Adjustments	Fair Value
	£	£	£
Assets			
Tangible assets	287,573	-	287,573
Intangible assets	239,971	-	239,971
Trade receivables	4,425,573	-	4,425,573
Other receivables	1,689,502	-	1,689,502
Cash & Cash equivalents	5,568,585	-	5,568,585
Total Assets	**12,211,204**	**-**	**12,211,204**
Liabilities			
Trade & Other payables	(6,996,177)	-	(6,996,177)
Other liabilities	(709,383)	-	(709,383)
Total liabilities	**(7,705,560)**	**-**	**(7,705,560)**

	£
Net identifiable assets	**4,505,644**
Goodwill	**68,785,849**
Total Consideration	**73,291,493**

The consideration was satisfied by:

	£
Cash	58,634,600
Deferred consideration	5,397,500
Directly attributable costs	4,737,787
Other consideration	4,521,606
Total Consideration	**73,291,493**

Contribution by the acquired businesses for the reporting period since acquisition:

	£
Revenue	3,526,140
Profit before tax	1,009,255

26. Related party transactions

The Company has taken advantage of exemption under Financial Reporting Standard 102, not to disclose related party transactions with wholly owned subsidiaries within the group.

Transactions between group entities which have been eliminated on consolidation are not disclosed within the financial statements.

Group
During the period, the Group incurred fees of £57,600 (2022: £57,600) payable to T D Wright Consulting Limited, a company controlled by a director of a group company. At the balance sheet date, £nil (2022: £14,400) was included within accruals.

During the period, the Group incurred fees of £149,986 (2022: £128,837) payable to Livingbridge EP LLP, the ultimate parent company. At the balance sheet date, £nil (2022: £nil) was included within accruals.

During the period, the Group issued loan notes for a total of £200,000 (2022: £900,000) to Directors of the Company. Preference share interest and loan note interest of £213,289 was incurred in the year and remained accrued as at 31 March 2023.

During the period, the Group issued loan notes for a total of £20,000,000 to funds managed by the ultimate parent, Livingbridge EP LLP. Preference share interest and loan note interest of £7,587,124 was incurred in the year, and remained a creditor balance as at 31 March 2023.

Company
Preference share interest in respect to the directors of £26,381 was incurred in the period and remained accrued as at 31 March 2023.

Preference share interest in respect to funds managed by the ultimate parent Livingbridge EP LLP of £3,069,924 was incurred in the period and remained a creditor balance as at 31 March 2023.

The Company has a loan receivable from one of its director's. As at 31st March 2023 the balance was £59k (2022: £59k).

27. Controlling party

Group and Company
The ultimate parent is Livingbridge EP LLP, 100 Wood Street, London, EC2V 7AN, a partnership incorporated in England and Wales. The majority of Jensten Holdings Limited's equity is ultimately owned by FIS Nominee Limited as nominee for Livingbridge 6 LP, Livingbridge 6 Co-Invest LP and Livingbridge 6 FF Co-Invest LP, all under the management of Livingbridge EP LLP.

28. Events after the reporting period

In May 2023, Jensten Insurance Brokers Limited acquired all of the assets and liablitiies of Bellegrove Limited in line with the Group's strategy to simplify the corporate structure. In June 2023, Sydney Packett & Sons Limited acquired all of the assets and liabilities of Ravenhall Risk Solutions Limited.

In June 2023, the Group acquired Darwin Clayton (UK) Limited. Darwin Clayton manages a range of specialist schemes, providing insurance solutions for a number of sectors, including cleaning, security, facilities management, and electrical contracting.

In June 2023, the Group acquired More Telemarketing Limited, a specialist insurance telemarketing business with significant experience in generating opportunities in the SME and corporate space. The move will further enhance Jensten's ability to drive exceptional levels of organic growth across the retail division.

In June 2023, the Group acquired S & J Palmer Limited, a Coversure franchise which has offices in Poole, Weymouth and Croydon. Founded 7 years ago, the business has seen rapid organic growth, supported by several acquisitions.