

**Project Policy Topco Limited**  
Report and Consolidated Financial Statements  
for the year ended 31 December 2021

10259800



## **Project Policy Topco Limited**

### **Report and consolidated financial statements for the year ended 31 December 2021**

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#### **Directors**

Mr Jonathan Ma  
Mr Patrick Quinn  
Mr Charles More  
Mr Johan Strydom  
Mr Kevin Withington (Resigned 31<sup>st</sup> August 2022)  
Mr Marcus Ward  
Mr Alan Whalley

#### **Registered office**

Prospect House  
Prospect Road  
Halesowen  
West Midlands  
B62 8DU

#### **Company number**

10259800

#### **Independent Auditors**

BDO LLP, 55 Baker Street, London, W1U 7EU

## Project Policy Topco Limited

### Directors' report and strategic report for the year ended 31 December 2021

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#### Principal Activity

The principal activities of the company is that of a holding company for the My Policy group of companies, which provide insurance broker services, the provision of telematic box installations and the processing and analysis of telematic data.

#### Business review

The Group's trade in 2020 has been impacted by the Covid-19 pandemic during 2020. The group provides insurance broker and analytics services for the UK motor market, which includes a specialism within the first-time driver market. This segment was impacted by the UK wide lockdown and the suspension of driving test for the first 4 months of 2021, significantly reducing trading volumes. The company continued to follow government advice, with workers remaining at home for a large proportion of the year.

On 18<sup>th</sup> May 2021, Project Policy Bidco Limited purchased the entire share capital of Bright Box HK Limited a Hong Kong registered company and its subsidiaries. In consideration for the acquired share capital of Bright Box HK Limited Project Policy Bidco Limited (a subsidiary) issued 21,328 ordinary shares to the Seller Zurich Insurance Company Limited who has become a minority shareholder. On the 21<sup>st</sup> May 2021, the directors of Project Policy Bidco Limited deemed that the Bright Box Group of companies was deemed not a going concern and it was agreed that the group should cease trading on the same date. A programme was immediately started to move the group companies into solvent liquidation processes, with the expectation that all companies will be in a solvent liquidation process before the 31<sup>st</sup> December 2022.

Consolidated turnover for the financial year to 31 December 2021 which was £7.5m (2020: £11.2m) a 32% reduction in income, due to the ongoing restrictions in the UK in 2021.

Gross profit for Project Policy Bidco Group was £4.6m (2020: £6.4m) which equates to 62% (2020: 57%) of turnover.

Consolidated administration costs were £10m (2020: £10.5m), which consists of staff costs, analytic costs, irrecoverable VAT and amortisation. Throughout the financial period and in response to the impact of Covid-19, the company utilised the support offered from HMRC by gaining financial support from the Job Retention Scheme and the deferment of payments to HMRC.

#### Principal Risk and Uncertainties

The Group is exposed to a variety of financial and non-financial risks, including liquidity risk, credit risk and regulatory risk:

##### Liquidity risk

The group seeks to manage its liquidity risk by ensuring sufficient cash is available to meet its obligations as they fall due. To manage liquidity risk, the group continues to monitor its forecast and actual cashflow to ensure that it has sufficient cash to meet the business needs. The business also has access to additional funding from its parent company if this was required. As at the statement of financial position date the group had cash balances of £2.9m, trade receivable of £1.7m and trade creditors of £5.1m.

Long term liabilities consist of a senior debt facility with Investec Bank plc repayable 2024 with interest at 7% pa and fixed rate unsecured loan notes repayable in July 2024 with interest at 12% pa. The creditors have given comfort to the board of directors and auditors that any outstanding principal or interest due will not be payable, if after payment, the company falls into a default position.

## **Project Policy Topco Limited**

### **Directors' report and strategic report for the year ended 31 December 2021 (continued)**

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#### **Credit risk**

The credit risk arises mainly from the trade receivables in relation to insurance broking transactions. To manage credit risk, the directors have in place a range of credit control processes to ensure the timely collection of receivables.

#### **Capital Management**

The group's objective when managing capital is to safeguard its ability to continue as a going concern to provide returns for the shareholders and other stakeholders, and to maintain an optimal capital structure to minimise the costs of capital and to comply with the capital requirements of the Financial Conduct Authority.

The group tests and reports compliance of the regulatory capital to the board monthly and for the relevant subsidiary company, declares its capital position on periodic returns submitted to Financial Conduct Authority.

#### **Key Performance Indicators**

The management sees turnover and operating profit as the prime measure of the business's economic output, revenue and operating profit growth being key to measuring shareholder return and the success of our expansion strategies.

#### **Regulatory Risk**

A subsidiary undertaking, My Policy Limited is regulated by the Financial Conduct Authority and manages the risk of not complying with regulatory requirements through management controls and a second line of defence monitoring these controls. Failing to properly manage regulatory risk could result in regulatory sanction being imposed and this could harm the group's reputation.

#### **Directors' responsibilities**

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

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

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

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

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

## Project Policy Topco Limited

### Directors' report and strategic report for the year ended 31 December 2021 (*continued*)

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#### Directors

The directors of the company during the year were:

Mr Jonathan Ma  
Mr Patrick Quinn  
Mr Charles More  
Mr Johan Strydom  
Mr Kevin Withington (Resigned 31<sup>st</sup> August 2022)  
Mr Marcus Ward  
Mr Alan Whalley

#### Post reporting year events

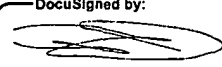
Material post reporting year events are disclosed in note 23 of the consolidated financial statements.

#### Auditors

All the directors as at the date of this report have taken all the steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the company's auditor is unaware.

#### Approval

This Directors' Report was approved by order of the Board on 28 September 2022.

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Patrick Quinn  
**Director**

## **Project Policy Topco Limited**

### **Independent Auditor's Report To the members of Project Policy Topco Limited for the year ended 31 December 2021**

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#### **Opinion on the financial statements**

In our opinion, the financial statements:

- give a true and fair view of the state of the Group and Company's affairs as of 31 December 2021 and 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.

We have audited the financial statements of Project Policy Topco Limited ("the Group") for the year ended 31 December 2021 which comprise the consolidated statement of comprehensive income, consolidated and company statements of financial position, consolidated and company statements of changes in equity, consolidated statement of cash flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

#### **Basis for opinion**

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

#### **Conclusions relating to going concern**

We draw attention to Note 1 in the financial statements, which indicates market conditions that could impact the Group and Company's future liquidity. These events or conditions may have detrimental impact of Group and Company's trading position and may cause material uncertainty on the ability of the Group and Company's as a going concern. Our opinion is not modified in respect of this matter.

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

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

We have nothing to report in this regard.

## **Project Policy Topco Limited**

### **Independent Auditor's Report To the members of Project Policy Topco Limited for the year ended 31 December 2021 (continued)**

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#### **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 has been prepared in accordance with applicable legal requirements.

#### **Matters on which we are required to report by exception**

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in 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, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the Directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

#### **Responsibilities of directors**

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

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

#### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

## Project Policy Topco Limited

### Independent Auditor's Report To the members of Project Policy Topco Limited for the year ended 31 December 2021 (continued)

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#### Extent to which the audit was capable of detecting irregularities, including fraud

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:

- obtaining an understanding of the legal and regulatory framework applicable to the Company's operations;
- enquiries of management;
- in addressing the risk of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business;
- assessing whether the accounting policies, treatments and presentation adopted in the financial statements is in accordance with applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice) and whether there are instances of potential bias in areas with significant degrees of judgement; and
- review of minutes of board meetings and correspondence with the Financial Conduct Authority (FCA) in the period.

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

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](http://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.

DocuSigned by:  
  
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John Perry  
Senior Statutory Auditor  
For and on behalf of BDO LLP, Statutory Auditor  
55 Baker Street, London, W1U 7EU

29 September 2022

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



# Project Policy Topco Limited

## Consolidated Income Statement for the year ended 31 December 2021

	Note	31 December 2021	31 December 2020
		£	£
Turnover	3	7,539,270	11,206,555
Cost of sales		(2,909,557)	(4,816,494)
<b>Gross profit</b>		<b>4,629,713</b>	<b>6,390,061</b>
Administrative expenses		(10,026,762)	(10,497,911)
<b>Group operating profit / (loss)</b>	4	<b>(5,397,049)</b>	<b>(4,107,850)</b>
Loss on discontinuing activities		(2,359,615)	-
Other interest receivable and similar income		552	6,735
Interest payable and similar charges	7	(6,734,761)	(6,207,517)
<b>Profit / (loss) on ordinary activities before taxation</b>		<b>(14,490,873)</b>	<b>(10,308,632)</b>
Taxation on profit /(loss) on ordinary activities	8	134,420	100,587
<b>Profit / (loss) for the financial year</b>		<b>(14,356,453)</b>	<b>(10,208,045)</b>

The notes on pages 18 to 36 form part of these financial statements.

# Project Policy Topco Limited

## Consolidated Statement of comprehensive income for the year ended 31 December 2021

	31 December 2021	31 December 2020
	£	£
Loss for the financial year	(14,356,453)	(10,208,045)
<b>Total comprehensive loss for year</b>	<b>(14,356,423)</b>	<b>(10,208,045)</b>
Total comprehensive loss for the financial year attributable to:		
Non-controlling interest	(3,898,759)	-
Owners of the group	(10,457,664)	(10,208,045)
	<b>(14,356,453)</b>	<b>(10,208,045)</b>

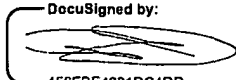
The notes on pages 18 to 36 form part of these financial statements.

# Project Policy Topco Limited

## Consolidated statement of financial position at 31 December 2021

	Note	31 December 2021 £	31 December 2021 £	31 December 2020 £	31 December 2020 £
<b>Fixed assets</b>					
Intangible assets	9	14,719,525		18,788,600	
Tangible assets	10	530,918		603,595	
			15,250,443		19,392,195
<b>Current assets</b>					
Stock	12	199,962		-	
Debtors	13	2,426,333		1,790,337	
Cash at bank and in hand	14	2,874,691		1,710,036	
		5,500,986		3,500,373	
<b>Creditors: amounts falling due within one year</b>	15	(6,804,699)		(5,011,277)	
<b>Net current assets/(liabilities)</b>			(1,303,713)		(1,510,904)
<b>Total assets less current liabilities</b>			13,946,730		17,881,291
<b>Creditors: amounts falling due after more than one year</b>	16		(63,354,835)		(60,128,530)
<b>Provisions for liabilities</b>	17		(123,108)		(224,390)
<b>Net liabilities</b>			(49,531,213)		(42,471,629)
<b>Capital and reserves</b>					
Called up share capital	19		103,065		97,000
Share premium account			7,290,020		-
Capital redemption reserve	20		3,784		3,000
P&L reserves			(56,928,082)		(42,571,629)
<b>Equity attributable to:</b>					
Owners of the parent company			(45,632,454)		(42,471,629)
Non-controlling interest			(3,898,759)		-
			(49,531,213)		(42,471,629)

The financial statements were approved by the Board of Directors and authorised for issue on 28 September 2022.

DocuSigned by:  
  
 458FBE4231DC4DD...  
 Patrick Quinn  
 Director

The notes on pages 18 to 36 form part of these financial statements.

**Project Policy Topco Limited**  
**Consolidated statement of changes in equity**  
**for the year ended 31 December 2021**

	Share capital £	Share premium £	Capital redemption reserve £	P&L reserves £	Equity attributable to owners of the parent company £	Non- controlling interest £	Total £
<b>1 January 2021</b>	<b>97,000</b>	<b>-</b>	<b>3,000</b>	<b>(42,571,629)</b>	<b>(42,471,629)</b>	<b>-</b>	<b>(42,471,629)</b>
Comprehensive loss for the year	-	-	-	(14,356,453)	(10,457,694)	(3,898,759)	(14,356,453)
<b>Total comprehensive loss for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(14,356,453)</b>	<b>(10,457,694)</b>	<b>(3,898,759)</b>	<b>(14,356,453)</b>
<b>Contributions by and distributions to owners</b>							
Issue of ordinary share capital	6,849	-	-	-	6,849	-	6,849
Issue of share premium	-	7,290,020	-	-	7,290,020	-	7,290,020
Shares cancelled	(784)	-	784	-	-	-	-
<b>Total contributions by and distributions to owners</b>	<b>6,065</b>	<b>7,290,020</b>	<b>784</b>	<b>-</b>	<b>7,296,869</b>	<b>-</b>	<b>7,296,869</b>
<b>31 December 2021</b>	<b>103,065</b>	<b>7,290,020</b>	<b>3,784</b>	<b>(56,928,082)</b>	<b>(45,632,454)</b>	<b>(3,898,759)</b>	<b>(49,531,213)</b>

The notes on pages 18 to 36 form part of these financial statements.

**Project Policy Topco Limited**  
**Consolidated statement of changes in equity**  
**for the year ended 31 December 2020**

	Share capital £	Capital redemption reserve	P&L reserves £	Equity attributable to owners of the group £
<b>1 January 2020</b>	97,000	3,000	(32,363,584)	(32,263,584)
Comprehensive loss for the year	-	-	(10,208,045)	(10,208,045)
<b>Total comprehensive expenditure for the year</b>	-	-	(10,208,045)	(10,208,045)
Contributions by and distributions to owners				
<b>Total contributions by and distributions to owners</b>	-	-	-	-
<b>31 December 2020</b>	97,000	3,000	(42,571,629)	(42,471,629)

The notes on pages 18 to 36 form part of these financial statements.

# Project Policy Topco Limited

## Consolidated statement of cash flows for the year ended 31 December 2021

	Note	2021 £	2020 £
Cash flows from operating activities			
Loss for the financial year		(5,397,048)	(4,107,850)
Adjustments for:			
Cash flows from discontinuing activities		(2,311,078)	-
Depreciation, impairment and amortisation of fixed assets	9/10	(11,564,491)	4,581,970
Net interest (receivable)/payable		(552)	(6,735)
Taxation expense	8	134,420	100,587
(Increase)/decrease in trade and other stock	12	(199,962)	-
(Increase)/decrease in trade and other debtors	13	(480,071)	2,292,261
Increase/(decrease) in trade and other creditors	15	1,779,125	(3,381,549)
Increase/(decrease) in provisions	17	(101,282)	48,492
Profit/(loss) on disposal of fixed asset	10	45,899	-
Cash from operations		(18,095,040)	(472,824)
Taxation paid		(33,138)	-
<b>Net cash generated from operating activities</b>		<b>(18,128,178)</b>	<b>(472,824)</b>
Cash flows from investing activities			
Issue of ordinary share capital	19	5,844	-
Share Premium		7,135,100	-
Purchases of tangible fixed assets	10	(122,267)	(406,516)
Purchases of intangible assets	9	15,782,611	(30,496)
<b>Net cash from investing activities</b>		<b>22,801,288</b>	<b>(437,012)</b>
Cash flows from financing activities			
Issue/(Redemption) of loan notes		340,000	-
Loan note interest paid		(149,590)	(150,686)
Bank Loans repaid		(3,698,865)	(202,135)
<b>Net cash used in financing activities</b>		<b>(3,508,455)</b>	<b>(352,821)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>1,164,655</b>	<b>(1,262,657)</b>
Cash and cash equivalents at beginning of year		1,710,036	2,972,693
<b>Cash and cash equivalents at end of year</b>		<b>2,874,691</b>	<b>1,710,036</b>
Cash and cash equivalents comprise:			
Cash at bank and in hand		2,874,691	1,710,036

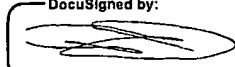
The notes on pages 18 to 36 form part of these financial statements.

# Project Policy Topco Limited

## Company statement of financial position at 31 December 2021

	Note	31 December 2021 £	31 December 2021 £	31 December 2020 £	31 December 2020 £
Fixed assets					
Investments	11.	85,365			85,365
			<u>85,365</u>		<u>85,365</u>
Current assets					
Debtors	13	169,060		13,135	
Cash at bank and in hand	14	6,282		16	
		<u>175,342</u>		<u>13,151</u>	
Creditors: amounts falling due within one year	15	(12,590)		(8,928)	
Net current assets			<u>162,752</u>		<u>4,223</u>
Total assets less current liabilities			248,117		89,588
Creditors: amounts falling due after more than one year	16		(169,718)		(143,092)
Net assets / (liabilities)			<u>78,399</u>		<u>(53,504)</u>
Capital and reserves					
Called up share capital	19		103,065		97,000
Share premium account			154,920		-
Capital redemption reserve	20		3,784		3,000
P&L reserves			(183,370)		(153,504)
Equity attributable to owners of the parent company			<u>78,399</u>		<u>(53,504)</u>

The financial statements were approved by the Board of Directors and authorised for issue on 28 September 2022.

DocuSigned by:  
  
 456FBE4231DC4DD...  
 Patrick Quinn  
 Director

The notes on pages 18 to 36 form part of these financial statements.

## Project Policy Topco Limited

### Company statement of changes in equity for the year ended 31 December 2021

	Share capital £	Share premium £	Capital redemption reserve £	P&L reserves £	Total equity £
<b>1 January 2021</b>	<b>97,000</b>	<b>-</b>	<b>3,000</b>	<b>(153,504)</b>	<b>(53,504)</b>
Comprehensive loss for the year	-	-	-	(29,866)	(29,866)
<b>Total comprehensive loss for the year</b>	<b>97,000</b>	<b>-</b>	<b>3,000</b>	<b>(29,866)</b>	<b>(29,866)</b>
<b>Contributions by and distributions to owners</b>					
Issued ordinary share capital	6,849	-	-	-	6,849
Issued share premium	-	154,920	-	-	154,920
Cancelled ordinary share capital	(784)	-	784	-	-
<b>Total contributions by and distributions to owners</b>	<b>6,065</b>	<b>154,920</b>	<b>784</b>	<b>-</b>	<b>161,769</b>
<b>31 December 2021</b>	<b>103,065</b>	<b>154,920</b>	<b>3,784</b>	<b>(183,370)</b>	<b>(78,399)</b>

The notes on pages 18 to 36 form part of these financial statements.



# Project Policy Topco Limited

## Company statement of changes in equity for the year ended 31 December 2020

	Share capital £	Capital redemption reserve £	P&L reserves £	Total equity £
<b>1 January 2020</b>	<b>97,000</b>	<b>3,000</b>	<b>(120,557)</b>	<b>(20,557)</b>
Comprehensive loss for the year	-	-	(32,947)	(32,947)
<b>Total comprehensive loss for the year</b>	<b>-</b>	<b>-</b>	<b>(32,947)</b>	<b>(32,947)</b>
<b>Contributions by and distributions to owners</b>				
<b>Total contributions by and distributions to owners</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>31 December 2020</b>	<b>97,000</b>	<b>3,000</b>	<b>(153,504)</b>	<b>(53,504)</b>

The notes on pages 18 to 36 form part of these financial statements.

## **Project Policy Topco Limited**

**Notes forming part of the consolidated financial statements  
for the year ended 31 December 2021**

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## Project Policy Topco Limited

### Notes forming part of the consolidated financial statements for the year ended 31 December 2021 (*continued*)

Project Policy Topco Limited is a company incorporated in England & Wales under the Companies Act. The address of the registered office is given on the contents page and the nature of the group's operations and its principal activities are set out in the Directors' report and strategic report. The financial statements have been prepared in accordance with FRS 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires Group management to exercise judgement in applying the Group's accounting policies. These are stated in note 2.

#### 1 Accounting policies

The following principal accounting policies have been applied:

##### *Basis of consolidation*

The consolidated financial statements present the results of Project Policy Topco Limited and its subsidiaries ("the Group") as if they formed a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

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

##### *Going Concern*

As at the date of signing these financial statements, the Directors' forecasts indicate that the Group will be able to:

- maintain liquidity
- a surplus over its FCA Solvency Capital requirement
- meet its banking covenants and commitments

The Group will therefore be able to continue to trade as a going concern. However, there is the potential that economic conditions could impact the ability of the group to achieve its forecasts. Such economic conditions could include an increase in covid-19 case, an economic slowdown that could be detrimental Group's trading position. This material uncertainty could impact the ability of the Group to achieve its forecasts and maintain its liquidity to the required levels and could potentially impact the ability of the Group as a going concern. Management continues to closely monitor the position and are keeping their shareholders and investors up to date with the Group's trading position.

##### *Revenue*

Turnover is the total amount receivable by the group for services provided, excluding Value Added Tax ('VAT') and Insurance Premium Tax ('IPT').

Turnover relates to commission and fees and is recognised on the transaction date a policy is purchased, alterations in commissions arising from returns and additional premiums are recorded on the transaction date of such alterations.

Turnover earned in relation to premium finance income is recognised on an accruals basis.

The group also receives performance related income from its panel of underwriters under profit share agreements. This income is treated on a cash basis which reflects the earliest point at which a reliable estimate of the amount concerned can be made.

## Project Policy Topco Limited

### Notes forming part of the consolidated financial statements for the year ended 31 December 2021 (*continued*)

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#### **1 Accounting policies (*continued*)**

##### *Tangible fixed assets*

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

The group adds to the carrying amount of an item of fixed assets the cost of replacing part of such an item when that cost is incurred if the replacement part is expected to provide incremental future benefits to the group. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to statement of comprehensive income during the year in which they are incurred.

##### *Depreciation*

Depreciation on tangible assets is charged at 20% per annum using the reducing balance method.

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

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'other operating income or losses' in the statement of comprehensive income.

##### *Valuation of investments*

Investments in unlisted company shares, which have been classified as fixed asset investments as the Group intends to hold them on a continuing basis, are remeasured at cost.

The changes in fair value attributable to change in own credit risk are not material.

##### *Impairment of fixed assets and goodwill*

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

## Project Policy Topco Limited

### Notes forming part of the consolidated financial statements for the year ended 31 December 2021 (*continued*)

#### 1 Accounting policies (*continued*)

##### *Intangible assets*

##### *a) Goodwill*

Goodwill represents the excess of the cost of a business combination over the fair value of the company's share of the net identifiable assets of the acquired business at the date of acquisition. Goodwill on acquisitions is included in 'intangible assets'. Goodwill is carried at cost less accumulated amortisation and accumulated impairment losses. Goodwill amortisation is calculated by applying the straight-line method to its estimated useful life. The directors feel it is appropriate to amortise the goodwill over a 10-year period. Periodic impairment reviews take place.

Estimates of the useful economic life of goodwill are based on a variety of factors such as the expected use of the acquired business, the expected useful life of the cash generating units to which the goodwill is attributed, any legal, regulatory or contractual provisions that can limit useful life and assumptions that market participants would consider in respect of similar businesses.

##### *b) Research and development costs*

In the research phase of an internal project it is not possible to demonstrate that the project will generate future economic benefits and hence all expenditure on research is recognised as an expense when it is incurred. Intangible assets are recognised from the development phase of a project if and only if certain specific criteria are met in order to demonstrate the asset will generate probable future economic benefits and that its cost can be reliably measured. Once the product is entered into the market, the capitalised development costs are subsequently amortised to administrative expenses on a straight-line basis over their expected useful economic lives, which is estimated to be 3 years.

The expected useful economic life of development costs is estimated based on business plans which set out the development plan and time to market for the associated project.

If it is not possible to distinguish between the research phase and the development phase of an internal project the expenditure is treated as if it were all incurred in the research phase only.

##### *Finance costs*

Finance costs are charged to the statement of comprehensive income over the term of the debt using the effective interest rate method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

##### *Stocks*

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

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

## Project Policy Topco Limited

### Notes forming part of the consolidated financial statements for the year ended 31 December 2021 (continued)

#### 1 Accounting policies (continued)

##### *Current and deferred taxation*

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

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

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

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

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax.

Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

##### *Leased assets*

Where assets are financed by leasing agreements that give rights approximating to ownership (finance leases), the assets are treated as if they had been purchased outright. The amount capitalised is the present value of the minimum lease payments payable over the term of the lease. The corresponding leasing commitments are shown as amounts payable to the lessor. Depreciation on the relevant assets is charged to the statement of comprehensive income over the shorter of estimated useful economic life and the term of the lease.

Lease payments are analysed between capital and interest components so that the interest element of the payment is charged to the statement of comprehensive income over the term of the lease and is calculated so that it represents a constant proportion of the balance of capital repayments outstanding. The capital part reduces the amounts payable to the lessor.

All other leases are treated as operating leases. Their annual rentals are charged to the statement of comprehensive income on a straight-line basis over the term of the lease.

Where the Group has a legal obligation, a dilapidations provision is created on inception of a lease. These provisions are a best estimate of the cost required to return leased properties to their original condition upon termination of the lease. Where the obligation arises from 'wear and tear', the provision is accrued as the 'wear and tear' occurs.

##### *Pension costs*

Contributions to the group's defined contribution pension scheme are charged to the statement of comprehensive income in the year in which they become payable.

## Project Policy Topco Limited

### Notes forming part of the consolidated financial statements for the year ended 31 December 2021 (*continued*)

#### 1 Accounting policies (*continued*)

##### *Holiday pay accrual*

A liability is recognised to the extent of any unused holiday pay entitlement which has accrued at the statement of financial position date and carried forward to future periods. This is measured at the undiscounted salary cost of the future holiday entitlement so accrued at the statement of financial position date.

##### *Share Capital and Reserves*

The Group and Company's reserves are as follows:

- Called up share capital reserve represents the nominal value of the shares issued.
- The share premium account includes the premium on issue of equity shares, net of any issue costs.
- The capital redemption reserve contains the nominal value of own shares that have been acquired by the company and cancelled.
- P&L reserves represents cumulative profits or losses, net of dividends paid and other adjustments.

#### 2 Judgements in applying accounting policies and key sources of estimation uncertainty

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

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

##### *Other key sources of estimation uncertainty*

- *Tangible fixed assets (see note 10)*

Tangible fixed assets, are depreciated over their useful lives taking into account residual values, where appropriate. The actual lives of the assets and residual values are assessed annually and may vary depending on a number of factors. In re-assessing asset lives, factors such as technological innovation, product life cycles and maintenance programmes are taken into account. Residual value assessments consider issues such as future market conditions, the remaining life of the asset and projected disposal values.

#### 3 Analysis of Turnover

	31 December 2021 £	31 December 2020 £
Analysis of turnover by country of destination:		
United Kingdom	7,539,270	11,206,555
	<u>7,539,270</u>	<u>11,206,555</u>

## Project Policy Topco Limited

### Notes forming part of the consolidated financial statements for the year ended 31 December 2021 (*continued*)

#### 4 Group operating profit

	31 December 2021 £	31 December 2020 £
This is arrived at after charging/(crediting):		
Depreciation of tangible fixed assets	149,045	127,505
Amortisation of goodwill	4,601,967	4,454,465
Impairment of goodwill	(16,315,503)	-
Operating lease expense	44,069	57,259
Fees payable to the company's auditor for the audit of the group's annual accounts	103,582	48,500
Fees payable to the company's auditor for other services to the group:		
Taxation compliance services	13,000	14,537
Other assurance services	-	1,169
Defined contribution pension cost	230,127	218,325
	<u>                    </u>	<u>                    </u>

#### 5 Employees

	31 December 2021 £	31 December 2020 £
Staff costs (including directors) consist of:		
Wages and salaries	2,220,476	2,590,090
Social security costs	247,830	249,477
Cost of defined contribution scheme	230,127	218,325
	<u>                    </u>	<u>                    </u>
	<b>2,698,433</b>	<b>3,057,892</b>
	<u>                    </u>	<u>                    </u>

The average number of employees (including directors) during the year was as follows:

	31 December 2020 Number	31 December 2020 Number
Operations	45	54
Administration	35	38
	<u>                    </u>	<u>                    </u>
	<b>80</b>	<b>92</b>
	<u>                    </u>	<u>                    </u>

A money purchase pension scheme is operated by the group. The assets of the scheme are held separately from those of the group in an independently administered fund. The pension charge represents contributions payable by the group to the fund and amounted to £230,127 (2020 - £218,325). Contributions amounting to £2,750 (2020 - £4,105) were payable to the fund at year end.



## Project Policy Topco Limited

### Notes forming part of the consolidated financial statements for the year ended 31 December 2021 (continued)

#### 6 Directors' remuneration

	31 December 2021 £	31 December 2020 £
Directors' emoluments	468,790	506,714
Company contributions to money purchase pension schemes	40,500	38,170
	<u>          </u>	<u>          </u>

Emoluments of the highest paid director were £141,467 (2020: £137,773). Company pension contributions of £19,500 (2020: £18,133) were made to a money purchase scheme on his behalf.

#### 7 Interest payable and similar charges

	31 December 2021 £	31 December 2020 £
Loan Note Interest payable	5,993,096	5,363,591
Bank Interest	741,665	843,926
	<u>          </u>	<u>          </u>

#### 8 Taxation on loss on ordinary activities

	31 December 2021 £	31 December 2021 £	31 December 2020 £	31 December 2020 £
<i>UK corporation tax</i>				
Current tax on profits of the year	-		-	
Adjustment in respect of previous year	33,138		149,079	
		<u>33,138</u>		<u>149,079</u>
Total current tax				
<i>Deferred tax</i>				
Origination and reversal of timing differences	(108,108)		(50,834)	
Adjustment in respect of previous periods	209,390		2,342	
	<u>          </u>		<u>          </u>	
		<u>101,282</u>		<u>(48,492)</u>
Taxation on profit on ordinary activities		<u>134,420</u>		<u>100,587</u>

## Project Policy Topco Limited

### Notes forming part of the consolidated financial statements for the year ended 31 December 2021 *(continued)*

#### 8 Taxation on loss on ordinary activities *(Continued)*

The tax assessed for the year is higher than the standard rate of corporation tax in the UK applied to loss before tax. The differences are explained below:

	31 December 2021 £	31 December 2020 £
Profit / (loss) on ordinary activities before tax	(14,490,872)	(10,308,632)
Profit / (loss) on ordinary activities at the standard rate of corporation tax in the UK of 19%	2,753,266	1,958,640
Effects of:		
Fixed asset differences	(293)	(308)
Expenses not deductible for tax purposes	(2,275,323)	(1,713,542)
Adjustments to tax charge in respect of previous years	-	86,820
Adjustments to tax charge in respect of previous years – deferred tax	23,701	2,342
Adjustment to deferred tax	388,488	(323,031)
Transfer pricing adjustment	(42,882)	-
Remeasurement of deferred tax for changes in tax rates	-	42,831
Deferred tax not recognised	(712,608)	-
Other permanent timing differences	71	46,835
<b>Total tax charge for year</b>	<b>134,420</b>	<b>100,587</b>

## Project Policy Topco Limited

Notes forming part of the consolidated financial statements  
for the year ended 31 December 2021 *(continued)*

### 9 Intangible assets

	Goodwill £	Development costs £	Total £
<i>Cost or valuation</i>			
At 1 January 2021	42,582,399	974,013	43,556,412
Additions	(16,315,503)	532,892	(15,782,611)
	<u>26,266,896</u>	<u>1,506,905</u>	<u>27,773,801</u>
At 31 December 2021			
<i>Amortisation</i>			
Amortisation at 1 January 2021	17,026,960	220,703	17,247,663
Amortisation charge for the year	4,256,740	345,227	4,601,967
	<u>21,283,700</u>	<u>565,930</u>	<u>21,849,630</u>
Amortisation at 31 December 2021			
<i>Impairment</i>			
Impairment at 1 January 2021	7,520,149	-	7,520,149
Impairment charge for the year	(16,315,503)	-	(16,315,503)
	<u>(8,795,354)</u>	<u>-</u>	<u>(8,795,354)</u>
Impairment at 31 December 2021			
<i>Net book value</i>			
At 31 December 2021	<u>13,778,550</u>	<u>940,975</u>	<u>14,719,525</u>
At 1 January 2021	<u>18,035,290</u>	<u>753,310</u>	<u>18,788,600</u>

At the balance sheet date, the directors reviewed the carrying value of the goodwill in line with FRS102.

With the cessation of trade in the Bright Box group of companies on 21<sup>st</sup> May 2021, the negative goodwill related to the original transaction date of 18<sup>th</sup> May 2021 has been impaired in full as the acquired companies are not deemed a going concern.

## Project Policy Topco Limited

Notes forming part of the consolidated financial statements  
for the year ended 31 December 2021 *(continued)*

### 10 Tangible fixed assets

Group	Leasehold Property	Office Equipment	Fixtures & Fittings	IT Infrastructure and Development	Total
	£	£	£	£	£
<i>Cost or valuation</i>					
At 1 January 2021	110,861	519,194	87,515	718,376	1,435,946
Additions	-	45,025	-	77,242	122,267
Disposals	-	-	-	(50,065)	(50,065)
At 31 December 2021	<b>110,861</b>	<b>564,219</b>	<b>87,515</b>	<b>745,553</b>	<b>1,508,148</b>
<i>Depreciation</i>					
At 1 January 2021	72,357	335,008	68,287	356,699	832,351
Provision for year	7,700	59,383	3,846	78,116	149,045
Disposals	-	-	-	(4,166)	(4,166)
At 31 December 2021	<b>80,057</b>	<b>394,391</b>	<b>72,133</b>	<b>430,649</b>	<b>977,230</b>
<i>Net book value</i>					
At 31 December 2021	<b>30,804</b>	<b>169,828</b>	<b>15,382</b>	<b>314,904</b>	<b>530,918</b>
At 1 January 2021	38,504	184,186	19,228	361,677	603,595

Included within tangible fixed assets is £2,949 which relates to discontinued activities.

## Project Policy Topco Limited

Notes forming part of the consolidated financial statements  
for the year ended 31 December 2021 (*continued*)

### 11 Fixed asset investments

	Company £	Total £
<i>Cost or valuation</i>		
At 1 January 2021	85,365	85,365
Additions	-	-
	<hr/>	<hr/>
At 31 December 2021	<b>85,365</b>	<b>85,365</b>
	<hr/>	<hr/>
<i>Impairment</i>		
At 1 January 2021	-	-
Provision for year	-	-
	<hr/>	<hr/>
At 31 December 2021	-	-
	<hr/>	<hr/>
<i>Net book value</i>		
<b>At 31 December 2021</b>	<b>85,365</b>	<b>85,365</b>
	<hr/>	<hr/>
At 1 January 2021	85,365	85,365
	<hr/>	<hr/>

On 18<sup>th</sup> May 2021 the entire share capital of Bright Box HK Limited was purchased by Project Policy Bidco Limited (a subsidiary company). On the same date, 21,328 ordinary shares in Project Policy Bidco Limited were issued as consideration in relation to this transaction.

Other investments are shares in other unlisted companies which are carried at cost less impairment.

The principal undertakings in which the company's interest at the year-end is 20% or more are as follows:

Name	Country of incorporation or registration	Proportion of voting rights and ordinary share capital held	Nature of business
Project Policy Midco Limited	United Kingdom	100%	Holding company
Project Policy Bidco Limited	United Kingdom	100%	Holding company
My Policy Limited	United Kingdom	100%	Insurance broker
Minerva.Science Limited	United Kingdom	100%	Telematic services and data analytics
Project Policy EBT Limited	United Kingdom	100%	Holding company
Bright Box HK Limited	Hong Kong	100%	Telematic services

The above companies form the consolidated financial statement's.

## Project Policy Topco Limited

### Notes forming part of the consolidated financial statements for the year ended 31 December 2021 (continued)

#### 12 Stocks

	Group 2021 £'000	Group 2020 £'000	Company 2021 £'000	Company 2020 £'000
Goods for resale	199,962	-	-	-
	<u>199,962</u>	<u>-</u>	<u>-</u>	<u>-</u>

Included within stock is £199,962 which relates to discontinued activities.

#### 13 Debtors

	Group 31 December 2021 £	Company 31 December 2021 £	Group 31 December 2020 £	Company 31 December 2020 £
Trade debtors	1,701,726	-	1,440,260	-
Other debtors	87,296	-	7,834	-
Prepayments and accrued income	481,387	-	279,984	-
Corporation Tax	-	-	62,259	-
Share capital debtor	155,924	155,925	-	-
Due from related undertaking	-	13,135	-	13,135
	<u>2,426,333</u>	<u>169,060</u>	<u>1,790,337</u>	<u>13,135</u>

Included within debtors is £265,570 which relates to discontinued activities.

Amounts due from related undertakings are repayable on demand and interest free.

#### 14 Cash at bank

	Group 31 December 2021 £	Company 31 December 2021 £	Group 31 December 2020 £	Company 31 December 2020 £
Restricted cash	2,440,650	-	1,271,864	-
Other cash	434,041	6,282	438,172	16
	<u>2,874,691</u>	<u>6,282</u>	<u>1,710,036</u>	<u>16</u>

Included within cash at bank is £50,507 which relates to discontinued activities.

The company holds restricted cash balances in trust in respect of its insurance activities, held principally in respect of insurance trade creditors.

## Project Policy Topco Limited

### Notes forming part of the consolidated financial statements for the year ended 31 December 2021 (*continued*)

#### 15 Creditors: amounts falling due within one year

	Group 31 December 2021 £	Company 31 December 2021 £	Group 31 December 2020 £	Company 31 December 2020 £
Trade creditors	5,067,625	-	2,489,354	-
Corporation tax	14,297	-	-	-
Taxation and social security	251,345	-	247,967	-
Other creditors	334,276	-	629,661	-
Accruals and deferred income	1,137,156	12,590	1,644,295	8,928
	<u>6,804,699</u>	<u>12,590</u>	<u>5,011,277</u>	<u>8,928</u>

All amounts shown under creditors fall due for payment within one year except for unamortised lease incentives for the group of £11,019 (2020 - £14,208) and the company £Nil (2020 - £Nil).

Included within creditors is £2,022,137 which relates to discontinued activities.

#### 16 Creditors: amounts falling due after more than one year

	Group 31 December 2021 £	Company 31 December 2021 £	Group 31 December 2020 £	Company 31 December 2020 £
Loan notes and accrued interest	53,932,071	-	47,748,565	-
Bank loan	9,422,765	-	12,379,965	-
Due to related undertakings	-	169,718	-	143,092
	<u>63,354,836</u>	<u>169,718</u>	<u>60,128,530</u>	<u>143,092</u>

Bank loans and loan notes are repayable on 18 January 2024 and 31 July 2024 respectively.

# Project Policy Topco Limited

## Notes forming part of the consolidated financial statements for the year ended 31 December 2021 (continued)

### 17 Provisions for liabilities

Group	Deferred Taxation (Note 18) £	Dilapidations £	Total £
At 1 January 2021	209,390	15,000	224,390
Charged to statement of comprehensive income	(101,282)	-	(101,282)
<b>At 31 December 2021</b>	<b>108,108</b>	<b>15,000</b>	<b>123,108</b>

### 18 Deferred taxation

	Accelerated capital allowances £	Total £
At 1 January 2021	209,390	209,390
Charged to the statement of comprehensive income	(101,282)	(101,282)
<b>At 31 December 2021</b>	<b>108,108</b>	<b>108,108</b>

The group has tax losses amounting to £2,836,124 (company: £13,651) to be used against future years.

The net reversal of deferred tax as liabilities expected in 2021 is £108,108 (company: £nil). This is expected to arise because depreciation is anticipated to be higher than the available capital allowances.

### 19 Share capital

Group	31 December 2021 £	31 December 2020 £
At 1 January 2021	97,000	97,000
Issue of ordinary share capital	161,769	-
Ordinary share capital cancelled	(784)	-
<b>At 31 December 2021</b>	<b>257,985</b>	<b>97,000</b>



## Project Policy Topco Limited

Notes forming part of the consolidated financial statements  
for the year ended 31 December 2021 (*continued*)

### 19 Share capital (*continued*)

Company	31 December 2021 £	31 December 2020 £
At 1 January 2021	97,000	97,000
Issue of ordinary share capital	6,849	-
Ordinary share capital cancelled	(784)	-
	<hr/>	<hr/>
At 31 December 2021	103,065	97,000
	<hr/>	<hr/>

On 23<sup>rd</sup> December 2021, Project Policy Topco Limited issued and allotted the following shares in relation a Management Incentive Plan to management and investors of the group:

	Issued share capital	Nominal value £
C2 Ordinary Shares	16,087	160.87
D1 Ordinary Shares	51,688	516.88
D2 Ordinary Shares	19,687	196.87
D3 Ordinary Shares	200,000	2,000.00
D4 Ordinary Shares	189,187	1891.87
E1 Ordinary Shares	147,000	1470.00
E2 Ordinary Shares	31,500	315.00
E3 Ordinary Shares	29,797	297.97
	<hr/>	<hr/>
	684,946	6,849.46
	<hr/>	<hr/>

C2 Ordinary Shares has a voting right of one vote per share. The remainder of the newly allotted Ordinary Share capital do not hold any voting rights.

On the same date, the company purchased 784 of its own C2 Ordinary Shares and were subsequently cancelled.

No shares are entitled for any dividend unless loan is paid.

## Project Policy Topco Limited

Notes forming part of the consolidated financial statements  
for the year ended 31 December 2021 *(continued)*

### 20 Capital redemption reserve

	31 December 2021 £	31 December 2020 £
<b>Group</b>		
At 1 January 2021	3,000	3,000
Ordinary share capital cancelled	784	-
	<u>3,784</u>	<u>3,000</u>
<b>At 31 December 2021</b>	<b>3,784</b>	<b>3,000</b>
	<u>3,784</u>	<u>3,000</u>
<b>Company</b>		
At 1 January 2021	3,000	3,000
Ordinary share capital cancelled	784	-
	<u>3,784</u>	<u>3,000</u>
<b>At 31 December 2021</b>	<b>3,784</b>	<b>3,000</b>
	<u>3,784</u>	<u>3,000</u>

### 21 Commitments under operating leases

The group had minimum lease payments under non-cancellable operating leases as set out below:

	31 December 2021 £	31 December 2020 £
Not later than 1 year	44,069	57,164
Later than 1 year and not later than 5 years	86,511	130,580
Later than 5 years	-	-
	<u>130,580</u>	<u>187,744</u>
<b>Total</b>	<b>130,580</b>	<b>187,744</b>
	<u>130,580</u>	<u>187,744</u>

The group had no commitments under non-cancellable operating leases as at the statement of financial position date.

## Project Policy Topco Limited

### Notes forming part of the consolidated financial statements for the year ended 31 December 2021 *(continued)*

#### 22 Related party transactions

##### Controlling Party

The immediate beneficiary of Project Policy Topco Limited is Inflexion Enterprise Fund IV (No1) L.P. There is no single controlling beneficial owner of Inflexion Enterprise Fund IV (No1) L.P.

##### Transactions with management

On the 23<sup>rd</sup> December 2021, the following shares were issued to management in relation to the Management Incentive Plan:

	Issued share capital	Nominal value £
<b>Patrick Quinn</b>		
C2 Ordinary Shares	1,966	19.66
E1 Ordinary Shares	49,000	490.00
<b>Charles More</b>		
C2 Ordinary Shares	2,313	23.13
E1 Ordinary Shares	49,000	490.00
<b>Johan Strydom</b>		
C2 Ordinary Shares	2,313	23.13
E1 Ordinary Shares	49,000	490.00
<b>Kevin Withington</b>		
C2 Ordinary Shares	1,373	13.73
D2 Ordinary Shares	19,687	196.87
D4 Ordinary Shares	43,750	437.50
E3 Ordinary Shares	6,891	68.91
<b>Stefanus Korff</b>		
C2 Ordinary Shares	621	6.21
D1 Ordinary Shares	8,438	84.38
D4 Ordinary Shares	18,750	187.50
E3 Ordinary Shares	2,953	29.53
<b>Alan Whalley</b>		
C2 Ordinary Shares	2,313	23.13
D1 Ordinary Shares	20,000	200.00
D4 Ordinary Shares	46,667	466.67
E3 Ordinary Shares	7,350	73.50
<b>Tassos Anastasiou</b>		
C2 Ordinary Shares	5,781	57.81
D1 Ordinary Shares	15,000	150.00
D4 Ordinary Shares	60,000	600.00
E3 Ordinary Shares	9,450	94.50

## Project Policy Topco Limited

### Notes forming part of the consolidated financial statements for the year ended 31 December 2021 *(continued)*

#### 22 Related party transactions *(continued)*

##### Transactions with management *(continued)*

	Issued Share capital	Nominal value £
C2 Ordinary Shares	723	7.23
D1 Ordinary Shares	5,625	56.25
D4 Ordinary Shares	12,500	125.00
E3 Ordinary Shares	1,969	19.69
<b>Amy Rushton</b>		
C2 Ordinary Shares	434	4.34
D1 Ordinary Shares	2,625	26.25
D4 Ordinary Shares	7,520	75.20
E3 Ordinary Shares	1,184	11.84

##### Transactions with other related parties

Included in creditors are unsecured loan notes amounting to £14,834,146 and unpaid interest of £8,438,206 held by Inflexion Enterprise Fund IV (No1) L.P. and Inflexion Enterprise Fund IV (No2) L.P.

Included in creditors are unsecured loan notes amounting to £18,649,842 and unpaid interest of £11,818,206 held by directors of the company.

During the year, the group paid a total of £8,167 rent (2020 - £13,400) to Standard Life Trustee Company Limited, the pension fund of which one director is a beneficiary.

#### 23 Post balance sheet events

On 9<sup>th</sup> May 2022, Project Policy Topco Limited cancelled the following shares:

	Cancelled share capital	Nominal value £
C2 Ordinary Shares	5,781	57.81
D4 Ordinary Shares	60,000	600.00
E3 Ordinary Shares	9,450	94.50
	<b>75,231</b>	<b>752.31</b>