Company Registration No. SC029219 (Scotland)

OGILVIE GROUP LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2023

OGILVIE GROUP LIMITED

COMPANY INFORMATION

Directors	N J Hardy D W MacDiarmid D F MacDonald J G McDade D H Ogilvie G J Stephen J F Watson
Secretary	J F Watson
Company number	SC029219
Registered office	Ogilvie House 200 Glasgow Road Stirling FK7 8ES
Auditor	Johnston Carmichael LLP 227 West George Street Glasgow G2 2ND

OGILVIE GROUP LIMITED

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OGILVIE GROUP LIMITED

STRATEGIC REPORT

FOR THE YEAR ENDED 30 JUNE 2023

The directors present the strategic report for the year ended 30 June 2023.

Principal activities and review of the business
The Group's financial performance for the year report a group turnover increasing by £45.2million to £377 million with a resulting profit before tax of £16.4 million.

At 30 June 2023 the net assets of the group were £92 million, an increase from June 2022 of £10.8 million represented by the net profit for the year and other comprehensive income.

Ogilvie Fleet's principal activity during the year was that of contract hire of cars and light commercial vehicles, although daily rental now forms a significant part of its business.

From July 2022 to June 2023, the total fleet size grew by 7% to just over 22,600 vehicles which consolidates its position as a top 20 UK vehicle contract hire company. Full maintenance contract hire to the upper SME market still provides most of the company's business, although there has been strong growth within the larger corporate sector particularly with Salary Sacrifice. Daily Rental to customers continues to grow and is a significant contributor to the company's profits. Tight controls on vehicle maintenance costs, well-managed vehicle disposals coupled with a sustained buoyant used car and van market and savings on finance costs have helped underpin this year's performance.

Ogilvie Construction incurred losses in the year following on from the exceptional inflationary pressures on materials and labour costs in the construction sector that had to be absorbed on long term fixed term contracts with no route to recovery. These projects have now been completed.

The company has moved away from single stage competitive tendering and into environments where negotiation or two stage tendering is the norm, such as procurement hubs and public frameworks. Project wins from these areas are starting to come through.

We continually look for operational efficiencies and productivity gains across Ogilvie Construction with effective use of our investment in processes and quality management systems. We remain committed to our corporate responsibility to reduce our environmental footprint, working closely with our partners to integrate sustainability in all aspects of our business.

Ogilvie Homes' principal activities during the year were private and affordable residential property development.

In the year to 30 June 2023 the company has continued to build upon the success of the previous year with a strong performance during a continued period of challenging trading conditions across the house building and construction sectors with exceptional cost increases and skill shortages affecting production and margins. Our continued strong relationship with our supply partners and contractors combined with the significant efforts of our staff have reduced the impact of these issues on the business.

The average private home value of the 205 units sold in the year was £259,000, an increase of 2.8% on the previous year.

Health and safety remains our continued priority and in July the company was awarded a further ROSPA Gold Award for health and safety performance. The company strives to continually improve health and safety, it is the fifth successive year that the business has received the award.

The company continues to focus on land investment with a clear strategy in place to ensure that we secure the right opportunities at the right value for the business to progress. The company holds the rights to 798 units with planning and option sites for 1500 units in addition to land owned.

Principal activities and review of the business (continued)
Net Defence's principal activity continued to be that of providing IT, Telecommunications, Cyber & Information Security Services and Solutions to SMEs, across the UK with primary focus on North of England and the central belt of Scotland, providing agile and proactive security-based solutions to help organisations manage their IT infrastructure and risk.

Malcolm Hughes' principal activities include topographical, building, utility and highway surveying throughout the UK, with offices in Glasgow, Warrington and Swansea. We are now one of the largest survey companies in the country.

During the year we were once again appointed to the National Highways framework in two regions and are constantly investing in the latest technology and equipment so that we remain at the forefront of our profession.

Active Claims Solutions' principal activity is vehicle accident management. The emphasis on home working which had directly impacted on the vehicle traffic eased during the year. As a consequence the number of road accidents is now on the increase and the Directors anticipate that growth in the activities and profitability of the company will improve going forward.

First Vehicle Leasing experienced difficult market conditions due to the cost of living crisis impacting on the retail vehicle leasing sector as cost of vehicles increased in times of financial pressures on household budgets.

Principal risks and uncertainties

Financial instruments
The Group's principal financial instruments comprise cash and cash equivalents. Other financial assets and liabilities such as trade creditors and trade debtors arise directly from operating activities.

Interest rate risk.
The Group's interest income and expense are affected by any movement in interest rates. The directors do not consider it necessary to undertake any active hedging of this risk.

Covid-19
The worldwide pandemic has had a significant impact on all businesses. We continue to monitor and react to the current trading environment working closely with the Scottish Building Federation and the Scottish Government and UK Government guidelines. Our primary focus is ensuring the health, safety and wellbeing of all those who work for us and with us.

Key Performance Indicators
Going forward, the key performance indicators which include vehicle contract hire fleet of 22,600 (2022: 19,000), construction order book of £96m (2022: £75m) and house building land bank/options of 2,045 units (2022: 1,900 units) are all considered to be reasonable at the year end and, therefore, the directors are confident the Group will continue to trade profitably.

Section 172 Statement
Ogilvie Group as a family owned and managed business aims for long term success of the company for the benefit of all its stakeholders. This is not simply limited to its shareholders but includes its employees, customers and supply chain and encompasses its responsibility to the environment and the local communities in which it operates.

There is regular communication with all our employees via our quarterly in-house newsletter Ogilvie Outlook and active promotion of regular meetings with local management and employees to allow a free flow of information and ideas. We fully support Graduate and Apprentice recruitment and recently launched a 'Mental Health Awareness' initiative to all employees which included the launch of an Employee Assistance Program "Be Supported" through AXA which is a free confidential helpline available to all employees and their families. Both Ogilvie Fleet and Ogilvie Homes hold Investors in People Accreditation.

OGILVIE GROUP LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2023

We have a substantial and valued supply chain with whom we engage. The Directors of all Group companies promote mutually beneficial reciprocal business throughout all our operating divisions thereby optimising performance of all contributors. At all times we consider first class customer service to be integral to our operations thereby fostering good working relationships and trust with all our clients.

The health & safety of our employees, contractors and the general public is of prime importance to the Group and is essential to the efficient operation of the business. The responsibility for safety at work rests upon all sectors of management and the Group will ensure that its policies and procedures are adhered to. The Group expects that all employees always exercise reasonable care for their own and others' health & safety. During the year Ogilvie Construction and Ogilvie Homes were both awarded a RoSPA Gold Award for Occupational Health & Safety.

We are very aware of the potential impact our operations may have on the environment and are committed to sustainable working practices to minimise the impact and enhance the environment for the future. Ogilvie Fleet are actively encouraging customers to introduce electric vehicles to their Fleet. Ogilvie Group is committed to transitioning all employee vehicles to electric vehicles by 2030. In line with the UK Government's Ten Point Plan for a Green Industrial Revolution, Ogilvie Homes recognise their responsibility to contribute to its successful delivery, specifically in relation to the Future Homes Standard which are targeted to be zero carbon ready, and have 70-80% lower carbon emissions than those built to current standards. With the primary focus being the removal of fossil fuel heating systems (currently anticipated by 2025), we expect the further rollout of solar heating systems, electric boilers, heat pumps, and the emergence of new technologies such as hydrogen ready boilers to be at the forefront of the change.

Ogilvie Homes intend to maintain their knowledge of market options in this regard before concluding our analysis and confirming our future intentions. In addition, through carefully selected development locations, high energy efficiencies, and product designs which encourage flexibility and adaptability, the issue of climate change and CO^2 emissions will always be at the forefront of our business ethos. In the interim, Ogilvie Homes are actively pushing beyond the minimum requirement of current Technical Standards to achieve Silver Standard Levels of Sustainability, and plan for the step into the Future Homes Standard as a structured transition achieved through ongoing inclusion of higher performing building products. Further details are included in the Streamlined Energy and Carbon Reporting section included within the Directors' Report.

Disabled employees
It is the Group's policy to give full consideration to suitable applications for employment of disabled persons. Opportunities also exist for employees of the Group who become disable to continue in their employment or to be retained for other positions within the Group.

On behalf of the board

John Watson
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J F Watson
Director

Date: 22 / 12 / 2023

OGILVIE GROUP LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 30 JUNE 2023

The directors present their annual report and financial statements for the year ended 30 June 2023.

Principal activities

The principal activity of the company continued to be that of a holding company for a group involved in construction, home building, vehicle leasing, vehicle insurance claim handling, surveying and IT. Further details of the group's operations are outlined in the Strategic Report.

Results and dividends

The results for the year are set out on page 14.

Ordinary dividends were paid amounting to £1,156k. The directors do not recommend payment of a further dividend.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

N J Hardy
D W MacDiarmid
D F MacDonald
J G McDade
D H Ogilvie
G J Stephen
J F Watson

Financial instruments

Financial risk management

The group does not use derivatives for either financial risk management or for speculative purposes. The group's financial risk management objectives. policies and exposure to financial risks are not considered material for the assessment of the group's assets, liabilities, financial position or result for the year and as such, no further disclosure is considered necessary.

Disabled persons

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of members of staff becoming disabled, every effort is made to ensure that their employment within the group continues and that the appropriate training is arranged. It is the policy of the group that the training, career development and promotion of disabled persons should, as far as possible, be identical to that of other employees.

Employee involvement

The group's policy is to consult and discuss with employees, through unions, staff councils and at meetings, matters likely to affect employees' interests.

Information about matters of concern to employees is given through information bulletins and reports which seek to achieve a common awareness on the part of all employees of the financial and economic factors affecting the group's performance.

Future developments

The group has chosen in accordance with Companies Act 2006, s. 414C(11) to set out in the strategic report information required by Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, Sch. 7 to be contained in the directors' report. It has done so in respect of future developments. To the extent that these are applicable.

Auditor
The auditor, Johnston Carmichael LLP, is deemed to be reappointed under section 487(2) of the Companies Act 2006.

Energy and carbon report
This is the fourth year of Streamlined Energy and Carbon Reporting (SECR) submission by large organisations in the UK. This summary report has been compiled to address the SECR requirements for the Ogilvie Group for 2022/23. Based in Stirling, this is a construction company, whose staff numbers and annual turnover bring them within the scope of SECR. The Scheme rules state that all energy consumed and all carbon dioxide emitted within the previous year have to be recorded. This includes subsidiary companies which are also part of the Ogilvie Group. The SECR report should then be declared with the annual company returns.

Comparison with recent previous years is probably a bit meaningless, due to the rolling crises which have engulfed the UK in that time. The results below for 2022/23 show a significant increase in energy consumption and carbon emissions over the previous year, as total energy consumption comes closer to pre-pandemic levels. However, this follows the significant drop highlighted in the last two years' SECR summaries due to the effects of lockdown arising from the Covid 19 restrictions in 2020 and 2021, then the energy price instability of 2022, which continues today.

In the last year, the pattern of opening and closing construction sites has shown a significant recovery in activity, as evidenced by energy consumption trends. There is no particular conclusion to be drawn here though, as this is a normal feature of building site operation. In addition, Shell no longer issue monthly road fuel consumption figures. Historically, these only gave costs and energy consumption had to be derived from an estimate of aggregated pump-prices. This change has been something of a mixed blessing, as it has led to the use of internally-generated figures from Ogilvie Fleet, which give actual litres of consumption. It is more time-consuming, but gives better accuracy and this aspect will be part of the apparent jump in road vehicle consumption since last shown in the table below.

Energy is used in the offices for heating, IT, small power and lighting and on the company's construction sites (gas oil for plant and vehicles, on-site generation, temporary mains power and small quantities of gas as sites near completion). This varies from year to year as the company opens and closes sites around the country. The consumption therefore includes a snapshot of those sites which were active in the year. The table below gives comparative consumption for 2022/23 against 2023.

Annual Consumption and Emissions – Ogilvie Group

SECR Scope	Utility/Source	Energy Consumption (kWh/yr) 2023	Energy Consumption (kWh/yr) 2022	CO_2 Emissions (tonnes) 2023	CO_2 Emissions (tonnes) 2022
Scope 1 Direct Greenhouse Gas Emissions	Biomass heating Oil/gas heating* Road vehicles Site vehicles and plant	317,395 1,262,201 4,300,502 1,669,059	316,206 256,884 3,176,560 237,392	3.3 58.6 1,085 57	3.3 58.6 762 57
Scope 2 Indirect Emissions	Electricity, all sourced externally	1,239,232	1,346,766	285.5**	285.5**
Scope 3 Other indirect Emissions	Business travel in vehicles not owned by the Group	Not significant	Not significant	0	0
Totals		**8,788,389**	**5,333,808**	**1,489.4**	**1,166.4**

Reference for Carbon Factors used in this table: UK Government GHG Conversion Factors for Company Reporting

- *Aggregate figure for oil and gas heating: 0.228 kgCO_2/kWh (gas: 0.184 kg CO_2/kWh, 18% of consumption, oil: 0.240 kg CO_2/kWh, 81% of consumption)

- ** Electricity: 0.212 kg/kWh (UK mainland grid), SECR rules now require UK figure. (Scottish carbon factor is only 0.024 kg/kWh)

- Biomass: 0.0105 kg CO_2/kWh

- Transport: average for unleaded and diesel - 0.24kg/kWh

Intensity measurement
In order to provide a specific carbon emission figure, the total annual emission figure is normally divided by the number of employees. Ogilvie Group had a total of 588 employees in October 2022. Given that some employees spent a period of last year on furlough due to the pandemic, this figure is less meaningful for this year's SECR report.

So that long term trends can be established, the same methodology is repeated this year. This results in an Intensity Ratio for all energy consumed annually of 3.38 tonnes of CO_2 emitted per employee. This represents an increase of 76% on last year, though it should not be given too much significance, as 2022/23 was a very different year to the previous year for the various reasons given above. Also, it is largely in line with the increase in total energy consumed in 2022/23.

Reporting methodology
The 2021 UK Government GHG Conversion Factors for Company Reporting have been used to assist in the compilation of this report. This includes carbon factors for the various fuel types. These have been used to determine annual CO_2 emissions. Though the carbon factor for Scottish produced electricity is significantly below that for the UK (due to the predominance of renewable generation on the system north of the border), the SECR rules require that the UK figure is used.

Measures taken to improve energy efficiency
The policy of replacing conventional lighting with LEDs continued throughout last year.

The largest single category in the Group's energy consumption is still fuel for road vehicles. This was 48.9% of total group consumption.

On company cars, where it is practical, the adoption of electric or hybrid vehicles continues to be encouraged and the proportion of these vehicles in the company fleet is steadily increasing. To mirror this, the number of charging points at the Stirling site has also increased in the last year.

The number of electric vehicles increased in the same period from 36 to 77, an increase of 140%. Travel using employees' own vehicles (the "grey fleet") is discouraged by the company and as a result is insignificant.

Video conferencing and working from home saw a continued increase again last year as the benefits continue to be widely felt.

Carbon Neutral Operation
Ogilvie Group have committed to carbon neutral operation and they have an outline programme for certification by an awarding body. This requires that all feasible energy savings are made in reducing the business's existing carbon emissions. When these have been reduced as far as practical by building fabric improvement, fuel switching, electric vehicles, behavioural changes and so on, the remaining emissions will be offset to result in no net emissions.

There are a number of ways of doing carbon offsetting, for example by buying into a carbon capture or renewable energy project, installing a wind turbine or purchasing a share of a hydro-power scheme. For the Ogilvie Group however, the most attractive route to carbon neutrality is by planting trees to absorb atmospheric carbon as they grow. The company is well placed to do this as they already own significant areas of woodland. To plant more trees is therefore a natural step to take, as the infrastructure is already in place.

Only newly planted trees count towards a carbon neutral target and these would have to be tagged at the point of planting as they will count as part of the formal carbon neutral programme, leading to certification by an awarding body.

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the auditor of the company is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the auditor of the company is aware of that information.

On behalf of the board

John Watson
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J F Watson
Director

Date: 22 / 12 / 2023

OGILVIE GROUP LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 30 JUNE 2023

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

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

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group's and company's transactions and disclose with reasonable accuracy at any time the financial position of the group and 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 group and company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

OGILVIE GROUP LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF OGILVIE GROUP LIMITED

Opinion

We have audited the financial statements of Ogilvie Group Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 30 June 2023 which comprise the group profit and loss account, the group statement of comprehensive income, the group balance sheet, the company balance sheet, the group statement of changes in equity, the company statement of changes in equity, the group statement 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 Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the group's and the parent company's affairs as at 30 June 2023 and of the group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to going concern

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

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's and 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 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 our 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 our 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 and 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 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 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 company or to cease operations, or have no realistic alternative but to do so.

Auditor responsibilities for the audit of the financial statements
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities is available on the Financial Reporting Council's website at: https://www.frc.org.uk/Our-Work/Audit/Audit-and-assurance/Standards-and-guidance/Standards-and-guidance-for-auditors/Auditors-responsibilities-for-audit/Description-of-auditors-responsibilities-for-audit.aspx. This description forms part of our auditor's report.

Extent to which the audit is considered 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:

We assessed whether the engagement team collectively had the appropriate competence and capabilities to identify or recognise non-compliance with laws and regulations by considering their experience, past performance and support available.

All engagement team members were briefed on relevant identified laws and regulations and potential fraud risks at the planning stage of the audit. Engagement team members were reminded to remain alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and group, focusing on provisions of those laws and regulations that had a direct effect on the determination of material amounts and disclosures in the financial statements. The most relevant frameworks we identified include:

- UK GAAP;
- Companies Act 2006;
- Corporation Tax legislation;
- Employment legislation; and
- Health and Safety Legislation.

We gained an understanding of how the company and group are complying with these laws and regulations by making enquiries of management and those charged with governance. We corroborated these enquiries through our review of submitted returns.

We assessed the susceptibility of the company and group's financial statements to material misstatement, including how fraud might occur, by meeting with management and those charged with governance to understand where it was considered there was susceptibility to fraud. We considered the overall control environment and how management and those charged with governance oversee the implementation and operation of controls. In areas of the financial statements where the risks were considered to be higher, we performed procedures to address each identified risk.

We identified a heightened fraud risk in relation to:

- Management override of controls; and
- Revenue recognition.

The following procedures were performed to provide reasonable assurance that the financial statements were free of material fraud or error:

- Reviewing minutes of meetings of those charged with governance for reference to: breaches of laws and regulation or for any indication of any potential litigation and claims; and events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud;
- Reviewing the level of and reasoning behind the company and group's procurement of legal and professional services;
- Performing audit work procedures over the risk of management override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business and reviewing judgements made by management in their calculation of accounting estimates for potential management bias;
- Completion of appropriate checklists and use of our experience to assess the Company's compliance with the Companies Act 2006; and
- Agreement of the financial statement disclosures to supporting documentation.

Our audit procedures were designed to respond to the risk of material misstatements 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 intentional concealment, forgery, collusion, omission or misrepresentation. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)
TO THE MEMBERS OF OGILVIE GROUP LIMITED

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

J.B. Marjoribanks

Jeffrey Marjoribanks (Senior Statuory Auditor)
For and on behalf of Johnston Carmichael LLP

Date: 22 / 12 / 2023

Statutory Auditor

227 West George Street
Glasgow
G2 2ND

OGILVIE GROUP LIMITED

GROUP PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 30 JUNE 2023

	Notes	2023 £000	2022 £000
Turnover	3	377,019	331,786
Cost of sales		(324,842)	(277,413)
Gross profit		52,177	54,373
Administrative expenses		(27,783)	(25,376)
Other operating income		247	106
Share of results of associates and joint ventures		31	31
Operating profit	4	24,672	29,134
Interest receivable and similar income	8	1,215	860
Interest payable and similar expenses	9	(9,622)	(7,127)
Fair value gain on investments		102	-
Profit before taxation		16,367	22,867
Tax on profit	10	(4,328)	(4,382)
Profit for the financial year	28	12,039	18,485

Profit for the financial year is all attributable to the owners of the parent company.

OGILVIE GROUP LIMITED

GROUP STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 JUNE 2023

	2023 £000	2022 £000
Profit for the year	12,039	18,485
Other comprehensive income		
Actuarial (loss)/gain on defined benefit pension schemes	(49)	725
Tax relating to other comprehensive income	-	(138)
Other comprehensive (expense)/income for the year	*(49)*	*587*
Total comprehensive income for the year	11,990	19,072

Total comprehensive income for the year is all attributable to the owners of the parent company.

OGILVIE GROUP LIMITED

GROUP BALANCE SHEET

AS AT 30 JUNE 2023

	Notes	2023 £000	2023 £000	2022 £000	2022 £000
Fixed assets					
Goodwill	**12**		3,469		3,132
Other intangible assets	**12**		432		-
Total intangible assets			3,901		3,132
Tangible assets	**13**		265,634		223,822
Investment properties	**14**		1,550		383
Investments	**15**		7,020		6,849
			278,105		234,186
Current assets					
Stocks	**19**	148,116		107,851	
Debtors	**20**	78,129		72,467	
Cash at bank and in hand		6,736		-	
		232,981		180,318	
Creditors: amounts falling due within one year	**21**	(221,470)		(180,099)	
Net current assets			11,511		219
Tangible assets - anticipated vehicle disposals within one year			40,720		40,213
Net current assets represented			52,231		40,432
Total assets less current liabilities			289,616		234,405
Creditors: amounts falling due after more than one year	**22**		(197,652)		(153,275)
Net assets			91,964		81,130
Capital and reserves					
Called up share capital	**27**		24		24
Share premium account	**28**		44		44
Revaluation reserve	**28**		1,318		1,318
Capital redemption reserve	**28**		21		21
Profit and loss reserves	**28**		90,557		79,723
Total equity			91,964		81,130

The financial statements were approved by the board of directors and authorised for issue on ..22 / 12 / 2023....... and are signed on its behalf by:

Duncan Ogilvie

....

D H Ogilvie

Director

OGILVIE GROUP LIMITED

COMPANY BALANCE SHEET

AS AT 30 JUNE 2023

		2023		2022	
	Notes	**£000**	**£000**	**£000**	**£000**
Fixed assets					
Tangible assets	**13**		175		216
Investment properties	**14**		700		-
Investments	**15**		2,647		2,043
			3,522		2,259
Current assets					
Debtors	**20**	8,917		11,757	
Creditors: amounts falling due within one year	**21**	(8,457)		(9,855)	
Net current assets			460		1,902
Net assets			3,982		4,161
Capital and reserves					
Called up share capital	**27**		24		24
Share premium account	**28**		44		44
Capital redemption reserve	**28**		21		21
Profit and loss reserves	**28**		3,893		4,072
Total equity			3,982		4,161

As permitted by s408 Companies Act 2006, the company has not presented its own profit and loss account and related notes. The company's profit for the year was £1,026k (2022 - £1,750k profit).

The financial statements were approved by the board of directors and authorised for issue on 22 / 12 / 2023........ and are signed on its behalf by:

Duncan Ogilvie
....
D H Ogilvie
Director

Company Registration No. SC029219

OGILVIE GROUP LIMITED

GROUP STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2023

	Notes	Share capital £000	Share premium account £000	Revaluation reserve £000	Capital redemption reserve £000	Profit and loss reserves £000	Total £000
Balance at 1 July 2021		32	44	1,318	13	66,172	67,579
Year ended 30 June 2022:							
Profit for the year		-	-	-	-	18,485	18,485
Other comprehensive income.							
Actuarial gains on defined benefit plans		-	-	-	-	725	725
Tax relating to other comprehensive income		-	-	-	-	(138)	(138)
Total comprehensive income for the year		-	-	-	-	19,072	19,072
Own shares acquired		-	-	-	-	(5,521)	(5,521)
Cancellation of shares		(8)	-	-	8	-	-
Balance at 30 June 2022		24	44	1,318	21	79,723	81,130
Year ended 30 June 2023:							
Profit for the year		-	-	-	-	12,039	12,039
Other comprehensive (expense).							
Actuarial (losses) on defined benefit plans		-	-	-	-	(49)	(49)
Total comprehensive income for the year		-	-	-	-	11,990	11,990
Dividends	11	-	-	-	-	(1,156)	(1,156)
Balance at 30 June 2023		24	44	1,318	21	90,557	91,964

OGILVIE GROUP LIMITED

COMPANY STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2023

	Notes	Share capital	Share premium account	Capital redemption reserve	Profit and loss reserves	Total
		£000	£000	£000	£000	£000
Balance at 1 July 2021		32	44	13	7,256	7,345
Year ended 30 June 2022:						
Profit for the year		-	-	-	1,750	1,750
Other comprehensive income:						
Actuarial gains on defined benefit plans		-	-	-	725	725
Tax relating to other comprehensive income		-	-	-	(138)	(138)
Total comprehensive income for the year		-	-	-	2,337	2,337
Own shares acquired		-	-	-	(5,521)	(5,521)
Other movements		(8)	-	8	-	-
Balance at 30 June 2022		24	44	21	4,072	4,161
Year ended 30 June 2023:						
Profit for the year		-	-	-	1,026	1,026
Other comprehensive (expense):						
Actuarial (losses) on defined benefit plans		-	-	-	(49)	(49)
Total comprehensive income for the year		-	-	-	977	977
Dividends	**11**	-	-	-	(1,156)	(1,156)
Balance at 30 June 2023		24	44	21	3,893	3,982

OGILVIE GROUP LIMITED

GROUP STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2023

	Notes	2023 £000	2023 £000	2022 £000	2022 £000
Cash flows from operating activities					
Cash generated from operations	**35**		67,349		76,895
Income taxes paid			(5,209)		(6,360)
Net cash inflow from operating activities			*62,140*		*70,535*
Investing activities					
Purchase of subsidiaries (net of cash acquired)		(1,480)		-	
Purchase of fixed asset investments		(135)		(1,360)	
Purchase of tangible fixed assets		(821)		(525)	
Proceeds on disposal of tangible fixed assets		81,018		60,376	
Purchase of investment property		(1,167)		(308)	
Proceeds on disposal of investments		65		-	
Interest received		834		483	
Other income received from investments		380		377	
Net cash generated from investing activities			78,694		59,043
Financing activities					
Interest paid		(9,622)		(7,127)	
Repurchase of shares		-		(5,521)	
Payment of finance leases obligations		(121,365)		(110,230)	
Dividends paid to equity shareholders		(1,156)		-	
Net cash used in financing activities			(132,143)		(122,878)
Net increase in cash and cash equivalents			8,691		6,700
Cash and cash equivalents at beginning of year			(1,955)		(8,655)
Cash and cash equivalents at end of year			6,736		(1,955)
Relating to:					
Cash at bank and in hand			6,736		-
Bank overdrafts included in creditors payable within one year			-		(1,955)

1 Accounting policies

Company information

Ogilvie Group Limited ("the company") is a private limited company domiciled and incorporated in Scotland. The registered office is 200 Glasgow Road, Stirling, FK7 8ES.

The group consists of Ogilvie Group Limited and all of its subsidiaries.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £000.

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of freehold properties and to include investment properties and certain financial instruments at fair value. The principal accounting policies adopted are set out below.

The company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements for parent company information presented within the consolidated financial statements (where applicable):

- Section 7 'Statement of Cash Flows': Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues: Interest income/expense and net gains/losses for financial instruments not measured at fair value; basis of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive income;
- Section 26 'Share based Payment': Share-based payment expense charged to profit or loss, reconciliation of opening and closing number and weighted average exercise price of share options, how the fair value of options granted was measured, measurement and carrying amount of liabilities for cash-settled share-based payments, explanation of modifications to arrangements;
- Section 33 'Related Party Disclosures': Compensation for key management personnel.

1.2 Basis of consolidation

The consolidated group financial statements consist of the financial statements of the parent company Ogilvie Group Limited together with all entities controlled by the parent company (its subsidiaries) and the group's share of its interests in joint ventures and associates.

All financial statements are made up to 30 June 2023. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the group.

All intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Subsidiaries are consolidated in the group's financial statements from the date that control commences until the date that control ceases.

1 Accounting policies **(Continued)**

Entities in which the group holds an interest and which are jointly controlled by the group and one or more other venturers under a contractual arrangement are treated as joint ventures. Entities other than subsidiary undertakings or joint ventures, in which the group has a participating interest and over whose operating and financial policies the group exercises a significant influence, are treated as associates.

Investments in joint ventures and associates are carried in the group balance sheet at cost plus post-acquisition changes in the group's share of the net assets of the entity, less any impairment in value. The carrying values of investments in joint ventures and associates include acquired goodwill.

If the group's share of losses in a joint venture or associate equals or exceeds its investment in the joint venture or associate, the group does not recognise further losses unless it has incurred obligations to do so or has made payments on behalf of the joint venture or associate.

Unrealised gains arising from transactions with joint ventures and associates are eliminated to the extent of the group's interest in the entity.

1.3 Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the group has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

1.4 Turnover

Turnover is recognised to the extent that it is probable that the economic benefits will flow to the Group and the turnover can be readily measured. Turnover from construction contracts is recognised by reference to the stage of completion. The stage of completion of the contract is determined either by reference to the proportion that contract costs incurred for work performed to date bear to the estimated total contract costs, or by reference to the completion of a physical proportion of the contract work, dependent upon the nature of the underlying contract.

Turnover from house sales is recognised by reference to the date of sale which is taken as the date a house is substantially complete following signing of the missives.

Sales of goods are recognised as turnover when the goods are delivered. Sales of services are recognised when the
service has been provided. Finance commissions are recognised throughout the term of the contract. Rentals receivable on vehicles held for use in operating leases are recognised on a straight-line basis over the term of the lease.

Profit on long term contracts is taken as the work is carried out if the outcome can be assessed with reasonable certainty. The profit included is calculated on a prudent basis to the reflect the proportion of work carried out, by recording turnover and related costs of labour and materials as contract activity progresses. Revenues from variation on contracts are recognised only when there are considered to be reasonably certain. Full provision is made for losses on all contracts in the year in which they are first foreseen.

1 Accounting policies **(Continued)**

1.5 Intangible fixed assets - goodwill

Goodwill represents the excess of the cost of acquisition of a business over the fair value of net assets acquired. It is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is considered to have a finite useful life and is amortised on a systematic basis over its expected life, which is ten years.

For the purposes of impairment testing, goodwill is allocated to the cash-generating units expected to benefit from the acquisition. Cash-generating units to which goodwill has been allocated are tested for impairment at least annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit.

1.6 Intangible fixed assets other than goodwill

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Intangible assets acquired on business combinations are recognised separately from goodwill at the acquisition date where it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the fair value of the asset can be measured reliably; the intangible asset arises from contractual or other legal rights; and the intangible asset is separable from the entity.

Amortisation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Business Contracts	over 10 years
Domain Names	over 10 years
Intellectual Property	over 10 years

1.7 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Freehold land and buildings	over 50 years
Plant and equipment	over 3 to 5 years
Motor vehicles	over 3 to 4 years

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is recognised in the profit and loss account.

Properties whose fair value can be measured reliably are held under the revaluation model and are carried at a revalued amount, being their fair value at the date of valuation less any subsequent accumulated depreciation and subsequent accumulated impairment losses. The fair value of the land and buildings is usually considered to be their market value.

Revaluation gains and losses are recognised in other comprehensive income and accumulated in equity, except to the extent that a revaluation gain reverses a revaluation loss previously recognised in profit or loss or a revaluation loss exceeds the accumulated revaluation gains recognised in equity; such gains and loss are recognised in profit and loss account.

1 Accounting policies **(Continued)**

1.8 Investment properties

Investment property, which is property held to earn rentals and/or for capital appreciation, is initially recognised at cost, which includes the purchase cost and any directly attributable expenditure. Subsequently it is measured at fair value at the reporting end date. Changes in fair value are recognised in profit or loss.

1.9 Fixed asset investments

Equity investments are measured at fair value through profit or loss, except for those equity investments that are not publicly traded and whose fair value cannot otherwise be measured reliably, which are recognised at cost less impairment until a reliable measure of fair value becomes available.

In the parent company financial statements, investments in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses.

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

An associate is an entity, being neither a subsidiary nor a joint venture, in which the company holds a long-term interest and where the company has significant influence. The group considers that it has significant influence where it has the power to participate in the financial and operating decisions of the associate.

Entities in which the group has a long term interest and shares control under a contractual arrangement are classified as jointly controlled entities.

In the consolidated financial statements, investments in associates or joint ventures are initially recognised at the transaction price (including transaction costs) and are subsequently adjusted to reflect the group's share of the profit or loss, other comprehensive income and equity of the associate or joint venture using the equity method. Any difference between the cost of acquisition and the share of the fair value of the net identifiable assets of the associate or joint venture on acquisition is recognised as goodwill. Any unamortised balance of goodwill is included in the carrying value of the investment in the entity.

Losses in excess of the carrying amount of an investment in an associate or joint ventures are recorded as a provision only when the company has incurred legal or constructive obligations or has made payments on behalf of the underlying entity.

1.10 Impairment of fixed assets

At each reporting period end date, the group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

The carrying amount of the investments accounted for using the equity method is tested for impairment as a single asset. Any goodwill included in the carrying amount of the investment is not tested separately for impairment.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the profit and loss account, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

1 Accounting policies **(Continued)**

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the profit and loss account, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

1.11 Stocks

Stocks and work in progress, including land held for development, is stated at the lower of cost and net realisable value. Stocks include new vehicle purchases not yet financed and residual value buybacks of vehicles bought back at the end of its contract. Cost comprises raw materials and direct labour based on a normal level of activity. Net realisable value is based on estimated selling price less anticipated costs to completion. Provision is made for all foreseeable losses.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of stocks over its estimated selling price less costs to complete and sell is recognised as an impairment loss in the profit and loss account. Reversal of impairment losses are also recognised in the profit and loss account.

Development land and land options are included at cost. If, or when, it becomes apparent that an option on land relating to a potential development site will not receive the necessary approvals, the options will be charged in full to the profit and loss account or written down to its estimated recoverable value.

Part exchange properties are initially recognised at cost, and subsequently held at the lower of cost and net realisable value. Net realisable value is based on estimated selling price less costs of disposal.

1.12 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.13 Financial instruments

The group has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the group's balance sheet when the group becomes party to the contractual provisions of the instrument.

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

Basic financial assets

Basic financial assets, which include certain debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method 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. Financial assets classified as receivable within one year are not amortised.

Other financial assets

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

1 Accounting policies **(Continued)**

Impairment of financial assets

Financial assets are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in the profit and loss account.

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

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the group transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual *arrangements entered into. An equity instrument is any contract that evidences a residual interest in the* assets of the group after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including certain creditors, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

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

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

Derecognition of financial liabilities

Financial liabilities are derecognised when the group's contractual obligations expire or are discharged or cancelled.

1.14 Equity instruments

Equity instruments issued by the group are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the group.

1.15 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

1 Accounting policies **(Continued)**

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset if, and only if, there is a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.16 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.17 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The entity's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. The fair value of any plan assets is deducted. The value of a net pension benefit asset is limited to the amount that may be recovered either through reduced contributions or agreed refunds from the scheme.

The entity determines the net interest expense on the net defined benefit liability for the period by applying the discount rate as determined at the beginning of the annual period to the net defined benefit liability taking account of changes arising as a result of contributions and benefit payments

The discount rate is the yield at the balance sheet date on AA credit rated bonds denominated in the currency of, and having maturity dates approximating to the terms of the entity's obligations. A valuation is performed by a qualified actuary using the projected unit credit method.

Changes in the net defined benefit liability arising from net interest on net defined benefit liability, benefit changes, curtailments and settlements during the period are recognised in profit or loss.

Remeasurement of the net defined benefit liability is recognised in other comprehensive income in the period in which it occurs.

1 Accounting policies **(Continued)**

1.18 Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessees. All other leases are classified as operating leases.

Assets held under finance leases are recognised as assets at the lower of the assets fair value at the date of inception and the present value of the minimum lease payments. The related liability is included in the balance sheet as a finance lease obligation. Lease payments are treated as consisting of capital and interest elements. The interest is charged to profit or loss so as to produce a constant periodic rate of interest on the remaining balance of the liability.

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

1.19 Government grants

Government grants are recognised at the fair value of the asset received or receivable when there is reasonable assurance that the grant conditions will be met and the grants will be received.

A grant that specifies performance conditions is recognised in income when the performance conditions are met. Where a grant does not specify performance conditions it is recognised in income when the proceeds are received or receivable. A grant received before the recognition criteria are satisfied is recognised as a liability.

1.20 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in the profit and loss account.

1.21 Long term contracts

When the outcome of a construction contract can be estimated reliably, contract revenue and contract costs are recognised as revenue and cost of sales using the percentage of completion method. Estimation of the outcome is reliant upon reliability of the estimates over stage of completion, future costs and collectability of billings. Revenues from variations on contracts are recognised only when they are considered to be reasonably certain. Full provision is made for losses on all contracts in the year in which they are first foreseen.

2 Judgements and key sources of estimation uncertainty

In the application of the group's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated 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 an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

2 Judgements and key sources of estimation uncertainty (Continued)

Key sources of estimation uncertainty

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows.

Contract accounting

The values recognised in relation to long term contracts that are in progress at the balance sheet date are based on the proportion of work carried out on a contract by contract basis. Profit on these contracts is calculated on a prudent basis and reflects turnover and related costs as the contract progresses. Profit is only recognised when the final outcome of each project can be assessed with reasonable certainty. Where a contract is likely to make a loss, full provision is made in the period in which the loss is foreseen.

Carrying value of WIP

Inventories of land and development work in progress are stated at the lower of cost or net realisable value. The company allocates site wide development costs such as infrastructure between units being built and/ or completed in the current year and those in future years. This estimate is reflected in the margin recognised on developments and in the carrying value of land and work in progress. Whilst there is a degree of uncertainty in making this estimate, reviews are carried out monthly on the carrying value of stock.

Defined benefit pension obligation

Determining the present value of the defined benefit obligation requires the use of a number of actuarial assumptions. Details of the principal actuarial assumptions adopted are disclosed in note 26. As at 30 June 2023, the group had restricted the surplus on the defined benefit scheme based on current uncertainty as to whether this surplus will be recovered either through reduced contributions or agreed refunds from the scheme.

Vehicle fleet

The group rents out vehicles that are subsequently sold at auction at the end of the rental period. Residual values are based on market values when the assets are recognised. Certain estimates are made to reflect ongoing operating costs, based on market data. A variety of factors can impact gains or losses on disposal of vehicles, including fluctuations in used vehicle values, extended rental periods and differences between actual operating costs and initial estimates.

3 Turnover and other revenue

	2023 £000	2022 £000
Turnover analysed by class of business		
Revenue from sale of private properties	50,193	49,672
Revenue from construction contracts	67,971	75,187
Vehicle contract hire and insurance claim handling	247,255	197,312
Other activities	11,600	9,615
	377,019	331,786

	2023 £000	2022 £000
Other significant revenue		
Interest income	835	483
Sundry income	247	106
Income from other participating interests	381	377

4 Operating profit

	2023 £000	2022 £000
Operating profit for the year is stated after charging/(crediting):		
Depreciation of owned tangible fixed assets	2,564	2,006
Depreciation of tangible fixed assets held under finance leases	56,039	54,165
Profit on disposal of tangible fixed assets	(17,824)	(13,418)
Amortisation of intangible assets	743	668

5 Auditor's remuneration

	2023	2022
Fees payable to the company's auditor and associates:	£000	£000
For audit services		
Audit of the financial statements of the group and company	21	18
Audit of the financial statements of the company's subsidiaries	169	110
	190	128
For other services		
Taxation compliance services	55	55
All other non-audit services	15	15
	70	70

6 Employees

The average monthly number of persons (including directors) employed by the group and company during the year was:

	2023 Number	2022 Number
Construction site operatives	106	117
Management admin, sales and technical staff	447	441
Total	553	558

6 Employees (Continued)

Their aggregate remuneration comprised:

	2023 £000	2022 £000
Wages and salaries	26,140	23,807
Social security costs	2,469	2,630
Pension costs	2,218	2,091
	30,827	28,528

7 Directors' remuneration

	2023 £000	2022 £000
Remuneration for qualifying services	1,700	2,184
Company pension contributions to defined contribution schemes	116	84
	1,816	2,268

The number of directors for whom retirement benefits are accruing under defined contribution schemes amounted to 6 (2022 - 6).

The number of directors for whom retirement benefits are accruing under defined benefit schemes amounted to 1 (2022 - 1).

Remuneration disclosed above includes the following amounts paid to the highest paid director:

	2023 £000	2022 £000
Remuneration for qualifying services	420	607
Accrued pension at the end of the year	52	47
Accrued lump sum at the end of the year	1,040	948

8 Interest receivable and similar income

	2023 £000	2022 £000
Interest income		
Interest on bank deposits	834	483
Interest on the net defined benefit asset	1	-
Total interest revenue	835	483
Income from fixed asset investments		
Income from participating interests - associates	380	377
Total income	1,215	860

9 Interest payable and similar expenses

	2023 £000	2022 £000
Interest on bank overdrafts and loans	1,406	793
Interest on finance leases and hire purchase contracts	8,216	6,321
Net interest on the net defined benefit liability	-	13
Total finance costs	9,622	7,127

10 Taxation

	2023 £000	2022 £000
Current tax		
UK corporation tax on profits for the current period	1,042	4,330
Adjustments in respect of prior periods	113	(103)
Total current tax	1,155	4,227
Deferred tax		
Origination and reversal of timing differences	3,173	292
Adjustment in respect of prior periods	-	(137)
Total deferred tax	3,173	155
Total tax charge	4,328	4,382

10 Taxation **(Continued)**

The actual charge for the year can be reconciled to the expected charge for the year based on the profit or loss and the standard rate of tax as follows:

	2023 £000	2022 £000
Profit before taxation	16,367	22,867
Expected tax charge based on the standard rate of corporation tax in the UK of 20.50% (2022: 19.00%)	3,355	4,345
Tax effect of expenses that are not deductible in determining taxable profit	1,260	203
Tax effect of income not taxable in determining taxable profit	(930)	-
Adjustments in respect of prior years	113	(103)
Adjustments in respect of financial assets	(1)	-
Adjustments in respect of prior years deferred tax	(3)	(137)
Fixed asset differences	(20)	-
Remeasurement of deferred tax	574	103
Other	(20)	(29)
Taxation charge	4,328	4,382

In addition to the amount charged to the profit and loss account, the following amounts relating to tax have been recognised directly in other comprehensive income:

	2023 £000	2022 £000
Deferred tax arising on:		
Actuarial differences recognised as other comprehensive income	-	138

A change in the future UK Corporation tax rate to 25% with effect from 1 April 2023 was announced in the March 2021 budget and substantively enacted on 24 May 2021. This change will have a consequential effect on the group's future tax charge in the UK and as the 25% tax rate was substantively enacted prior to the reporting date, deferred tax expected to unwind after 1 April 2023 has been calculated at 25% as opposed to the current tax rate of 19%.

11 Dividends

	2023 £000	2022 £000
Recognised as distributions to equity holders:		
Interim paid	1,156	-

12 Intangible fixed assets

Group	Goodwill	Business Contracts	Domain Names	Intellectual Property	Total
	£000	£000	£000	£000	£000
Cost					
At 1 July 2022	9,725	-	-	-	9,725
Additions - business combinations	1,057	400	50	5	1,512
At 30 June 2023	10,782	400	50	5	11,237
Amortisation and impairment					
At 1 July 2022	6,593	-	-	-	6,593
Amortisation charged for the year	720	20	3	-	743
At 30 June 2023	7,313	20	3	-	7,336
Carrying amount					
At 30 June 2023	3,469	380	47	5	3,901
At 30 June 2022	3,132	-	-	-	3,132

The company had no intangible fixed assets at 30 June 2023 or 30 June 2022.

For details on the acquisition in the year please see note 29.

13 Tangible fixed assets

Group	Freehold land and buildings	Plant and equipment	Motor vehicles	Total
	£000	£000	£000	£000
Cost or valuation				
At 1 July 2022	5,343	4,848	302,993	313,184
Additions	-	821	162,783	163,604
Business combinations	-	5	-	5
Disposals	(364)	(192)	(112,199)	(112,755)
At 30 June 2023	4,979	5,482	353,577	364,038
Depreciation and impairment				
At 1 July 2022	1,229	2,828	85,305	89,362
Depreciation charged in the year	107	780	57,716	58,603
Eliminated in respect of disposals	(28)	(183)	(49,350)	(49,561)
At 30 June 2023	1,308	3,425	93,671	98,404
Carrying amount				
At 30 June 2023	3,671	2,057	259,906	265,634
At 30 June 2022	4,114	2,020	217,688	223,822

13 Tangible fixed assets **(Continued)**

Company	Plant and equipment £000
Cost or valuation	
At 1 July 2022	815
Additions	109
At 30 June 2023	924
Depreciation and impairment	
At 1 July 2022	599
Depreciation charged in the year	150
At 30 June 2023	749
Carrying amount	
At 30 June 2023	175
At 30 June 2022	216

The net carrying value of tangible fixed assets includes the following in respect of assets held under finance leases or hire purchase contracts.

	Group		Company	
	2023	2022	2023	2022
	£000	£000	£000	£000
Motor vehicles	252,000	209,203	-	-

Net current liabilities presented on the face of the balance sheet
The anticipated vehicle disposals within one year, as shown on the balance sheet, represents the net book value of motor vehicles which are anticipated to come to the end of their hire period and be sold within one year of the balance sheet date. A number of these vehicles may go onto an extended, informal hire agreement however, the group has the ability to terminate this type of agreement and sell the vehicle at any point.

Land and buildings carried at valuation
An appropriately qualified director performed an interim valuation of the freehold land and buildings at 30 June 2023 and concluded that the net book value at 30 June 2023 amounting to £3,671,000 approximated to their open market value at that date.

13 Tangible fixed assets (Continued)

Had the freehold land and buildings not been revalued, the heritable property at 30 June 2023 would have been included on the historical cost basis as follows:

	2023	2022
	£000	£000
Group		
Cost	3,437	3,801
Accumulated depreciation	(1,375)	(1,481)
Carrying value	2,062	2,320

14 Investment property

	Group	Company
	2023	2023
	£000	£000
Fair value		
At 1 July 2022	383	-
Additions through external acquisition	1,167	700
At 30 June 2023	1,550	700

An appropriately qualified director has performed a valuation of the investment properties in accordance with RICS valuation standards (6th edition) and has confirmed that the net book value at 30 June 2023 of £1,550,000 approximates to their open market value.

15 Fixed asset investments

		Group		Company	
		2023	2022	2023	2022
	Notes	£000	£000	£000	£000
Investments in subsidiaries	**16**	-	-	274	2,027
Investments in associates	**17**	59	59	-	-
Investments in joint ventures	**18**	7	8	16	16
Listed investments		223	121	-	-
Unlisted investments		6,731	6,661	2,357	-
		7,020	6,849	2,647	2,043
Listed investments carrying amount		223	121	-	-

15 Fixed asset investments **(Continued)**

Movements in fixed asset investments

Group	Shares in associates and joint ventures	Other investments	Total
	£000	£000	£000
Cost or valuation			
At 1 July 2022	67	6,782	6,849
Additions	-	135	135
Valuation changes	-	102	102
Share of profits	31	-	31
Disposals	(32)	(65)	(97)
At 30 June 2023	66	6,954	7,020
Carrying amount			
At 30 June 2023	66	6,954	7,020
At 30 June 2022	67	6,782	6,849

Movements in fixed asset investments

Company	Shares in *subsidiaries* and joint ventures	Other *investments*	Total
	£000	£000	£000
Cost or valuation			
At 1 July 2022	2,043	-	2,043
Additions	-	2,357	2,357
At 30 June 2023	2,043	2,357	4,400
Impairment			
At 1 July 2022	-	-	-
Impairment losses	1,753	-	1,753
At 30 June 2023	1,753	-	1,753
Carrying amount			
At 30 June 2023	290	2,357	2,647
At 30 June 2022	2,043	-	2,043

16 Subsidiaries

Details of the company's subsidiaries at 30 June 2023 are as follows:

Name of undertaking	Registered office	Nature of business	Class of shares held	% Held Direct	Indirect
Ogilvie Construction Limited	1	Building contractors	Ordinary	100.00	-
Ogilvie Homes Limited	1	Residential property development	Ordinary	100.00	-
Ogilvie Fleet Limited	1	Vehicle contract hire	Ordinary	100.00	-
Ogilvie Securities Limited	1	Property investment	Ordinary	100.00	-
Loy Surveys Limited	1	Land and building surveyors	Ordinary	-	100.00
Ogilvie Developments Limited	1	Commercial property development	Ordinary	100.00	-
Longdin & Browning (Surveys) Limited	2	Land and building surveyors	Ordinary	-	100.00
Cable Pressure Systems Limited	1	Producing and selling pressurised air units	Ordinary	-	100.00
Ogilvie Geomatics Limited	1	Land and building surveyors	Ordinary	100.00	-
Net Defence Limited	1	IT cyber security and telecommunications	Ordinary	100.00	-
Malcolm Hughes Land Surveyors Limited	3	Land and building surveyors	Ordinary	-	100.00
Freedom Homes (Stirling) Limited	1	Residential property development	Ordinary	100.00	-
First Vehicle Leasing Limited (formerly known as Tilsun Vehicle Contracts Limited)	4	Vehicle personal contract hire	Ordinary	-	100.00
Scorpion Vehicle Management Limited	5	Vehicle contract hire broker	Ordinary	-	100.00
AAS Group Limited	1	Management company	Ordinary	80.00	-
Active Claims Solutions Limited	6	Vehicle insurance claim handling	Ordinary	-	100 00
Claim Mitigation Solutions Limited	6	Vehcile insurance claim handling	Ordinary	-	100.00
Assert Services Limited	6	Vehcile insurance claim handling	Ordinary	-	100.00
Ogilvie Woodlands Limited	1	Forestry	Ordinary	100.00	-
Ogilvie Communications Limited	1	Non-trading	Ordinary	100.00	-
Mogil Motors (Dumfries) Limited	1	Non-trading	Ordinary	100.00	-
GRML Rental Management Ltd	5	Vehicle daily rental	Ordinary	100.00	-

1) 200 Glasgow Road, Whins Of Milton, Stirling, FK7 8ES
2) Cherry Tree House, Carmarthen Road, Swansea, SA1 1HE
3) Aintree House Trident Business Park, Risley, Warrington, England, WA3 6BX
4) Unit 5 Verity Court, Middlewich, Cheshire, CW10 0GW
5) Sir Wilfred Newton House, Newton Chambers Road, Chapeltown, Sheffiled. S35 2PH
6) 77 Ringwood Road, Longham, Ferndown, Dorset, BH22 9AA

17 Associates

Details of associates at 30 June 2023 are as follows:

Name of undertaking	Registered office	Nature of business	Class of shares held	% Held Direct
Falkirk Schools Gateway HC Limited	1	Holding Company	Ordinary	22
Falkirk Schools Gateway Limited	1	Construction and service delivery	Ordinary	22

1) Quartermile One. 15 Lauriston Place. Edinburgh, EH3 9EP

18 Joint ventures

Details of joint ventures at 30 June 2023 are as follows:

Name of undertaking	Registered office	Nature of business	Interest held	% Held Direct
Drumpellier Business Park LLP	1	Property development	Ordinary	50.00
Forth Storage Limited	2	Leasing business	Ordinary	50.00
Freedom Homes (Airthrey) Limited	1	Non-trading	Ordinary	50.00

1) 200 Glasgow Road, Stirling, FK7 8ES
2) Denbrae, Whins Of Milton, Stirling, FK7 8ER

During the year the entire share capital of GRML Rental Management Limited was purchased by Ogilvie Fleet Limited.

19 Stocks

	Group 2023 £000	2022 £000	Company 2023 £000	2022 £000
Motor vehicles for resale	20,701	16,445	-	-
Land held for development	8,683	7,398	-	-
Work in progress	37,339	34,005	-	-
Motor vehicles - repurchase stocks	81,393	50,003	-	-
	148,116	107,851	-	-

The corresponding liability for repurchase stocks shown above is included as the residual value liability in creditors due within one year of £23.3m (2022 - £16.3m) and creditors after one year of £58.1m (2022 - £33.7m). As such, the long term element of repurchase stocks is not a current asset.

20 Debtors

	Group 2023	2022	Company 2023	2022
Amounts falling due within one year:	**£000**	**£000**	**£000**	**£000**
Trade debtors	43,562	46,183	-	-
Gross amounts owed by contract customers	7,550	347	-	-
Corporation tax recoverable	5,679	1,620	-	-
Amounts owed by group undertakings	-	-	7,703	10,359
Other debtors	12,200	12,517	796	982
Prepayments and accrued income	2,710	2,105	295	276
	71,701	62,772	8,794	11,617
Deferred tax asset (note 25)	6,211	9,389	123	140
	77,912	72,161	8,917	11,757
Amounts falling due after more than one year:				
Trade debtors	217	306	-	-
Total debtors	78,129	72,467	8,917	11,757

21 Creditors: amounts falling due within one year

	Notes	Group 2023 £000	2022 £000	Company 2023 £000	2022 £000
Bank loans and overdrafts	23	-	1,955	6,590	8,628
Obligations under finance leases	24	93,611	73,013	-	-
Vehicle repurchase liability	23	23,319	16,257	-	-
Payments received on account		16,113	10,253	-	-
Trade creditors		48,058	42,952	84	41
Amounts owed to group undertakings		-	-	114	95
Other taxation and social security		3,993	3,421	730	370
Other creditors		22,457	20,001	538	396
Accruals and deferred income		13,919	12,247	401	325
		221,470	180,099	8,457	9,855

In the parent company, amounts owed to group companies are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

Obligations under finance leases are secured over the assets concerned.

22 Creditors: amounts falling due after more than one year

		Group		Company	
		2023	2022	2023	2022
	Notes	£000	£000	£000	£000
Obligations under finance leases	24	133,760	112,940	-	-
Vehicle repurchase liability	23	58,074	33,746	-	-
Other creditors		5,818	6,589	-	-
		197,652	153,275	-	-

Obligations under finance leases are secured over the assets concerned.

23 Loans and overdrafts

	Group		Company	
	2023	2022	2023	2022
	£000	£000	£000	£000
Bank overdrafts	-	1,955	6,590	8,628
Payable within one year	-	1,955	6,590	8,628

The company and its subsidiaries have granted floating charges and standard securities over certain assets of the group to Barclays Bank plc.

The company has a contingent liability for the overdraft of other group undertakings, which it has guaranteed without limit.

24 Finance lease obligations

	Group		Company	
	2023	2022	2023	2022
	£000	£000	£000	£000
Future minimum lease payments due under finance leases:				
Within one year	100,839	78,368	-	-
In two to five years	141,748	118,893	-	-
	242,587	197,261	-	-
Less: future finance charges	(15,216)	(11,308)	-	-
	227,371	185,953	-	-

Finance lease payments represent rentals payable by the group for certain items of plant and machinery. Leases include purchase options at the end of the lease period, and no restrictions are placed on the use of the assets. The average lease term is 5 years, with a monthly repayment schedule and nominal interest rates of typically 2-6%. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments.

25 Deferred taxation

The following are the major deferred tax liabilities and assets recognised by the group and company, and movements thereon:

Group	Assets 2023 £000	Assets 2022 £000
Accelerated capital allowances	6,122	9,503
Short term timing differences	48	42
Losses and other deductions	(11)	-
Retirement benefit	(10)	-
Other timing differences	62	(156)
	6,211	9,389

Company	Assets 2023 £000	Assets 2022 £000
Accelerated capital allowances	88	105
Other timing differences	35	35
	123	140

Movements in the year:	Group 2023 £000	Company 2023 £000
Asset at 1 July 2022	(9,389)	(140)
Charge to profit or loss	3,178	17
Asset at 30 June 2023	(6,211)	(123)

26 Retirement benefit schemes

Defined contribution schemes	2023 £000	2022 £000
Charge to profit or loss in respect of defined contribution schemes	2,218	2,091

A defined contribution pension scheme is operated for all qualifying employees. The assets of the scheme are held separately from those of the group in an independently administered fund.

At 30 June 2023, contributions of £213,336 (2022 - £204,186) remained outstanding and were included within other creditors.

26 Retirement benefit schemes **(Continued)**

Defined benefit scheme - group and company

The company sponsors the Ogilvie Group 2004 Pension Scheme which is an arrangement which provides benefits on a 'defined benefit' basis. An actuarial valuation of the scheme was carried out as at 30 June 2023 by a qualified actuary for FRS 102 purposes. The scheme has been closed to new entrants since 2004.

The contributions made by the employer over the financial year have been £52,000. The best estimate of contributions to be paid by the company to the scheme for the year commencing 1 July 2023 is £52,000.

	2023	2022
Key assumptions	%	%
Discount rate	5.40	3.85
RPI inflation assumption	3.30	3.20
CPI inflation assumption	2.60	2.50

Mortality assumptions	**2023**	**2022**
Assumed life expectations on retirement at age 65:	**Years**	**Years**
Current pensioners at age 65		
- Males	21.9	22.1
- Females	23.7	23.9
Future pensioners at age 65 (aged 45 now)		
- Males	23.1	23.4
- Females	25.1	25.3

The amounts included in the balance sheet arising from the company's obligations in respect of defined benefit plans are as follows:

Group and company	**2023**	**2022**
	£000	**£000**
Present value of defined benefit obligations	3,975	4,611
Fair value of plan assets	(4,489)	(4,655)
Surplus in scheme	(514)	(44)
Restriction on scheme assets	514	44
Total asset recognised	-	-

Group and company	**2023**	**2022**
Amounts recognised in the profit and loss account	**£000**	**£000**
Net interest on net defined benefit asset	(3)	13
Interest expense on effect of asset ceiling	2	-
Total (income)/costs	(1)	13

26 Retirement benefit schemes **(Continued)**

Group and company *Amounts taken to other comprehensive income*	**2023 £000**	**2022 £000**
Actual return on scheme assets	(72)	504
Remove calculated interest element	175	98
Return on scheme assets excluding interest income	103	602
Actuarial changes related to obligations	(522)	(1,371)
Effect of changes in the amount of surplus that is not recoverable	468	44
Total expense/(income)	49	(725)

Group and company *Movements in the present value of defined benefit obligations*	**2023 £000**
Liabilities at 1 July 2022	4,611
Benefits paid	(286)
Actuarial gains and losses	(522)
Interest cost	172
At 30 June 2023	3,975

The defined benefit obligations arise from plans which are wholly funded.

Group and company *Movements in the fair value of plan assets*	**2023 £000**
Fair value of assets at 1 July 2022	4,655
Interest income	175
Return on plan assets (excluding amounts included in net interest)	(103)
Benefits paid	(286)
Contributions by the employer	48
At 30 June 2023	4,489

The actual return on plan (assets)/liabilities was £72,000 (2022 - asset (£504,000)).

Group and company *Fair value of plan assets at the reporting period end*	**2023 £000**	**2022 £000**
Equity instruments	2,490	2,461
Debt instruments	1,474	2,038
Other	333	57
Cash and cash equivalents	192	99
	4,489	4,655

27 Share capital

Group and company Ordinary share capital	2023 Number	2022 Number	2023 £000	2022 £000
Issued and fully paid				
Ordinary shares of £1 each	23,843	23,843	24	24

28 Reserves

Profit and loss reserves
The profit and loss reserves represents cumulative comprehensive gains and losses less dividends paid.

Share premium account
The share premium account represents the excess amount received by the company over the par value of its shares.

Revaluation reserve
Revaluation reserve represents the difference between the fair value and the carrying value on an historic cost basis of the group's land and buildings and investment property carried at valuation.

Capital redemption reserve
The capital redemption reserve represents the preservation of permanent capital following the redemption of shares.

29 Acquisition of a business

On 31 December 2022 the group acquired the trade and assets of First Vehicle Leasing.

The cost of the acquisition comprised a cash consideration of £1,002,573 and a deferred consideration of £500,000. The acquisition has been accounted for using the acquisition method of accounting.

The goodwill arising on consolidation is considered to have a useful life of 10 years.

At December 2022, the assets acquired were recognised at their fair values to the company, as set out below:

Net assets acquired	Book Value £000	Adjustments £000	Fair Value £000
Business contracts	400	-	400
Domain names	50	-	50
Business intellectual property	5	-	5
Equipment	5	-	5
Total identifiable net assets	460	-	460
Goodwill			1,043
Total consideration			1,503

29 Acquisition of a business (Continued)

The consideration was satisfied by:	£000
Cash	1,003
Deferred Consideration	500
	1,503

Contribution by the acquired business for the reporting period included in the group statement of comprehensive income since acquisition:

	£000
Turnover	204
Loss after tax	(135)

In addition to the acquisition of the trade and assets of First Vehicle Leasing outlined above, the group acquired the remaining 50% of the share capital of GRML Rental Management Limited on 28 February 2023 for a cash consideration of £58k. The fair value of the net assets of GRML Rental Management Limited at the date of acquisition was £44k, net of existing profit shares and inclusive of cash at bank of £81k, with the group recognising goodwill of £14k on acquisition.

30 Financial commitments, guarantees and contingent liabilities

The company and certain subsidiaries had other contingent liabilities in the normal course of business, including guarantees and other indemnities for tendering bonds of certain subsidiaries of £15,140,647.

The following subsidiaries of the group have taken advantage of the permitted exception from the requirements of the Companies Act 2006 relating to the audit of accounts under Section 479A of the Companies Act 2006. As such, Ogilvie Group limited has provided guarantees to these subsidiaries under Section 479C of the Companies Act 2006 in respect of the financial year ended 30 June 2023:

- Loys Surveys Limited
- Longdin & Browning (Surveys) Limited
- Ogilvie Geomatics Limited
- Assert Services Limited
- AAS Group Limited
- Scorpion Vehicle Management Limited
- Claim Mitigation Solutions Limited
- Freedom Homes (Stirling) Limited
- Ogilvie Communications Limited
- Cable Pressure Systems Limited
- GRML Rental Management Limited

31 Operating lease commitments

Lessee

At the reporting end date the group had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	Group 2023 £000	2022 £000	Company 2023 £000	2022 £000
Within one year	461	461	-	-
Between two and five years	902	902	-	-
	1,363	1,363	-	-

32 Related party transactions

Transactions with related parties

As a member of Ogilvie Group, the company is exempt from the requirements of FRS102.33 to disclose transactions with other wholly owned members of the group headed by Ogilvie Group Limited. Transactions with other related parties are summarised below:

- Included within group debtors (amounts owed by joint ventures) at 30 June 2023: Drumpellier Business Park LLP £420,000 *(2022: £420,000).*

Other related party transactions

Ogilvie Securities Limited has a subordinated loan of £2,786,846 (2022: £2,792,916) that it has provided to Falkirk Schools Gateway HC Limited. During the year interest of £377,000 (2022: £377,000) was paid under the loan. The loan remains outstanding at 30 June 2023. Ogilvie Securities also received £4,500 (2022: £3,500) in relation to the provision of Directors services from Falkirk Schools Gateway HC Limited.

Key management remuneration

The group has taken advantage of the exemption available in FRS102.33 from the requirement to disclose remuneration paid to key management personnel. The exemption is available as key management personnel and the directors are regarded as the same with disclosure already made within note 6.

33 Directors' transactions

Included within work in progress is an amount of £nil (2022: £100,000) due from Mr Duncan Ogilvie, Director.

Also during the year, Ogilvie Homes incurred sales of £100,000 (2022: £123,000) with Mr Duncan Ogilvie, Director.

34 Controlling party

The directors consider that Mr Duncan Ogilvie is the group and company's controlling party by virtue of his office and his shareholding.

The largest and smallest group in which the results of the Company are consolidated is that headed by Ogilvie Group Limited, 200 Glasgow Road, Stirling, FK7 8ES. No other group financial statements include the results of the Company.

35 Cash generated from group operations

	2023 £000	2022 £000
Profit for the year after tax	12,039	18,485
Adjustments for:		
Share of results of associates and joint ventures	(31)	(31)
Taxation charged	4,328	4,382
Finance costs	9,622	7,127
Investment income	(1,215)	(860)
Gain on disposal of tangible fixed assets	(17,824)	(13,418)
Amortisation and impairment of intangible assets	743	668
Depreciation and impairment of tangible fixed assets	58,603	56,171
Fair value gain on investments	(102)	-
Pension scheme contributions	(48)	(52)
Movements in working capital:		
Increase in stocks	(40,265)	(24,192)
Increase in debtors	(4,785)	(3,638)
Increase in creditors	46,284	32,253
Cash generated from operations	67,349	76,895

36 Analysis of changes in net debt - group

	1 July 2022 £000	Cash flows £000	Acquisitions and disposals £000	New finance leases £000	30 June 2023 £000
Cash at bank and in hand	-	6,655	81	-	6,736
Bank overdrafts	(1,955)	1,955	-	-	-
	(1,955)	8,610	81	-	6,736
Obligations under finance leases	(185,953)	121,365	-	(162,783)	(227,371)
	(187,908)	129,975	81	(162,783)	(220,635)