pib Group

Annual Report and Financial Statements

For the year ended 31 December 2023

Company Registration No. 09900466 (England and Wales)
1 Minster Court, Mincing Lane, London, EC3R 7AA
www.pibgroup.co.uk

PIB GROUP LIMITED

COMPANY INFORMATION

Directors	B McManus	
	R Brown	
	F Wilkinson	
	A Waidhofer	
	D Winkett	(Appointed 5 May 2023)
	R Clark	(Appointed 3 June 2024)
Company number	09900466	
Registered office	Rossington's Business Park West Carr Road Retford Nottinghamshire DN22 7SW United Kingdom	
Auditor	Deloitte LLP 1 New Street Square London United Kingdom EC4A 3BZ	

PIB GROUP LIMITED

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Strategic Report

For the year ended 31 December 2023

About us

The PIB Group is a leading force in the consolidation of diversified insurance distribution, specialising in commercial lines and non-standard personal lines products. With a focus on both direct and business-to-business ("B2B") channels, our operations span broking, underwriting, and networks. Since our founding in 2015, we have distinguished ourselves through a strategic approach to mergers and acquisitions and integration of core back-office and risk functions to boost front-office productivity. Our journey has been marked by consistent organic growth and the development of properly resourced, centralised operating platforms (hubs) that maximise synergies throughout our geographies.

Our founding vision was to position PIB Group as the UK's premier independent diversified specialist insurance intermediary, offering a compelling alternative to the market's larger, more established entities. Not only have we surpassed our initial aspirations, but we've also broadened PIB Group's reach to become a provider across Europe, capable of serving customers in various regions. Our expansion into European markets has been strategic, targeting specialist businesses and teams that align with and enhance our comprehensive offerings.

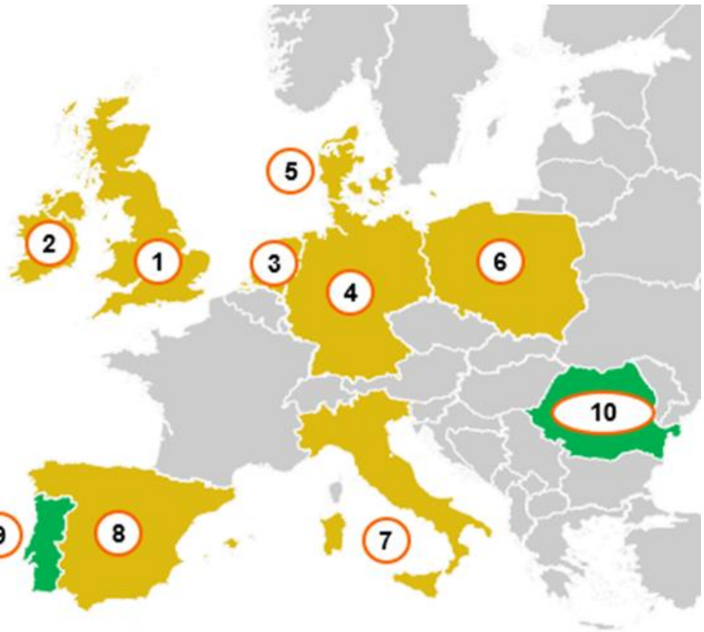
2023 has been pivotal in accelerating our international presence, further diversifying our growth strategy beyond the UK to tap into non-UK economies. This expansion leverages our deep product expertise across various markets, fostering a sustainable growth trajectory that appeals to both current and prospective investors. Our focus on specialisation in Europe complements our core strengths and expands our reach, enabling us to deliver exceptional value and service to a broader client base.

As we continue to evolve, our commitment to innovation and excellence remains unwavering. The strategic initiatives undertaken in 2023 have not only strengthened our position in existing markets but also opened new avenues for growth and collaboration. Our expanding international presence highlights our aspiration to be at the forefront of the insurance distribution sector, delivering specialised solutions that address the individual requirements of our clients, irrespective of their geographic location.

Looking ahead, we are primed for further expansion and success. Our strategy to diversify into non-UK economies and leverage our product expertise across multiple markets is more than a growth plan—it is a commitment to building a sustainable, long-term future for our company, our employees, and our investors. As we forge ahead, we remain dedicated to our mission of being a leading independent diversified specialist insurance intermediary, providing credible alternatives to traditional offerings and driving innovation in the insurance industry.

Group at a glance

1. United Kingdom
2. Ireland
3. Netherlands
4. Germany
5. Denmark
6. Poland
7. Italy
8. Spain
9. Portugal – New region in 2024
10. Romania - New region in 2024



4 Divisions → **10 Countries** → **3,858 People**

CEO Review

Brendan McManus | CEO

As we reflect on 2023, I am filled with a profound sense of pride in what we have achieved together at PIB Group. Despite the complexities of the current global landscape, marked by ongoing political and economic volatility and regulatory changes, our performance speaks volumes about the strength and resilience of our diversified business, the dedication of our teams, and the unwavering support of our partners and clients.

A Year of Strategic Growth and Resilience

2023 was another year of significant achievements for PIB Group. We continued to expand our footprint, both in the UK and across Europe, reinforcing our position as a leading specialist insurance intermediary. Our commitment to strategic acquisitions has further diversified our portfolio, enhancing our capability to deliver comprehensive solutions to our clients. Notably, our revenue growth and operational efficiencies have translated into substantial value for our stakeholders, affirming the effectiveness of our business model and strategic investments.

Operational Excellence and Innovation

Operational excellence has been a cornerstone of our success. The implementation of leading technologies and innovative processes across our divisions has not only enhanced the quality of service we provide to our clients but also improved efficiency. Our focus on digital transformation has positioned us at the forefront of the industry, ready to embrace the opportunities that lie ahead.

Commitment to Our People and Culture

The achievements of the past year are a testament to the talent and hard work of our people. We have continued to invest in our team, recognising that our success is built on a foundation of skilled and dedicated individuals. Our culture of inclusivity, collaboration, and professional development has been pivotal in driving our progress, and I am immensely grateful for the commitment and passion our colleagues bring to their work every day.

Looking Ahead: Sustainable Growth and Innovation

As we look to the future, our strategy remains focused on sustainable growth, operational excellence, and innovation. We are well-positioned to navigate the challenges and seize the opportunities that lie ahead, with a clear vision for expanding our services and delivering exceptional value to our clients. Our commitment to responsible and intelligent risk management will continue to guide our decisions, ensuring the long-term success and resilience of our business.

I would like to extend my heartfelt thanks to our clients, partners, and shareholders for their continued trust and support. Your confidence in us fuels our ambition and drives us to exceed expectations. To our team, your dedication and excellence are the backbone of our success. Together, we have built a robust platform for future growth, and I look forward to what we will achieve together in the years to come.

Thank you for being part of our journey. Here's to a future filled with opportunity, growth, and continued success.

Brendan McManus

CEO, PIB Group

Our marketplace

The insurance industry continues to navigate through a period of significant transformation and opportunity. Despite facing headwinds such as cost-of-living pressures expected to impact direct-to-consumer and landlord-related products, the role and offerings of brokers are expanding, reflecting the industry's adaptability and resilience.

- **Brokers' Evolving Role:** The shift towards more collaborative models involving captives, MGAs, and capital providers is enabling brokers to offer more specialised and tailored insurance solutions, reflecting their crucial role in the evolving market landscape.
- **Embedded Insurance:** This trend has accelerated, with corporate customers seeking seamless, integrated insurance experiences. Sectors such as automotive are increasingly incorporating insurance solutions for fleet management, highlighting new opportunities for integrated services and risk management.
- **Strategic Acquisitions:** PIB Group's continued identification and integration of high-quality acquisition targets underscore our strategic vision's alignment with business owners and customers alike. Our expanding international presence offers unparalleled opportunities for cross-selling and market penetration, with significant acquisitions across Europe enhancing our global footprint.
- **Regulatory and Geopolitical Challenges:** As we expand, navigating regulatory changes, consolidation trends, and geopolitical events remains paramount. The UK market faces significant regulatory developments around operational resilience, insurance pricing practices, product governance, appointed representatives, and consumer duty. We are proactively adapting to these changes, ensuring compliance, and safeguarding customer interests.
- **Brexit Strategy:** In response to Brexit, we adopted a reverse branching approach and have a number of FCA authorised UK branches of EEA companies. We continue to monitor EU regulatory developments closely and ensure our operations remain resilient and compliant across all jurisdictions.

In 2023, our strategic adaptability, focus on diversified growth, and proactive regulatory compliance have positioned us strongly within a dynamic and evolving insurance market. Our ability to leverage market tailwinds, while effectively managing headwinds, underscores our commitment to sustained growth and excellence in serving our clients.

Our Strategy

In 2023, PIB Group has continued to advance on our strategic path, focusing on key areas that drive our growth and enhance our value proposition. Our priorities reflect our commitment to our people, our independence, our customers, and our collaborative culture.

1. **Empowering Our People**
    - Expanded our employee value proposition to include enhanced agile working options, supporting a better work-life balance and flexibility.
    - Increased investment in our talent development programs, elevating the skills and performance of our team members.
    - Strengthened our culture of inclusivity and engagement, creating an environment where our colleagues thrive.
    - Broadened our talent acquisition strategies to attract a diverse range of professionals, from seasoned experts to newcomers through our enhanced apprenticeship programme.
2. **Driving Sustainable Growth While Maintaining Independence**
    - Achieved leading organic growth by focusing on our specialties, and further investing in our people, technological advancements, and data analytics.
    - Continued to identify and successfully integrate acquisition targets across Europe, with a model that ensures full alignment of interests between ourselves and our partners.
    - Leveraged integration as a key driver for synergistic growth.
    - Pursued diversification in products, distribution channels, and geographies to enhance resilience and opportunities for growth.
    - Secured a funding structure that supports both organic and inorganic growth initiatives, ensuring competitive scalability and stability.
    - Delivered investor returns that reinforce our position as an independent, privately financed entity.
3. **Harnessing Data to Enhance Customer Value and Drive Growth**
    - Advanced our investment in data science, analytics capabilities, and roles, significantly impacting our customer service and growth.
    - Provided cutting-edge, data-driven risk insights across our businesses, enhancing our customer offerings.
    - Expanded our AI and robotics initiatives, building upon early successes to further streamline operations and enhance decision-making processes.
4. **Cultivating Collaboration Across All Facets of Our Operations**
    - Fostered best practice sharing across our businesses to elevate customer service levels and expand our service offerings.
    - Enhanced our customer proposition through collaborative efforts, ensuring that our solutions are tailored and highly effective.
    - Maximised the utilisation of our Group-wide capabilities to bring about innovative solutions and services.
    - Worked closely with our insurance company partners to develop bespoke propositions that meet the specific needs of our customers, reinforcing the strength of our partnerships.

- Continued to nurture a culture of collaboration, which has been instrumental in driving our collective success and improving overall performance.

As we move into the next phase of our development, these strategic priorities will guide our actions and decisions, ensuring that we remain focused on delivering exceptional value to our clients, fostering a dynamic and inclusive workplace for our employees, and achieving sustainable growth. Our commitment to leveraging data, enhancing collaboration, and maintaining our independence will drive our efforts as we continue to expand our footprint and solidify our position as a leader in the insurance distribution market.

Integration as a key strategy

In 2023, PIB Group has further reinforced the integration of acquired businesses as a cornerstone of our strategic vision. By fostering a unified core infrastructure, featuring shared systems and centralised functions, we've solidified our long-term value proposition and scalability. This not only enhances our operational leverage but also tightens governance and controls across the board.

Post-acquisition, our strategy focuses on centralising critical middle and back-office functions, allowing our front-line teams to dedicate more effort towards growth and client engagement. This strategic centralisation yields greater cost control, enhances risk visibility, and improves operational efficiency, directly contributing to our overall performance enhancement.

The Business Model

In 2023, PIB Group has further refined our business model, centring on sustainable and profitable growth while embracing the dynamic challenges and opportunities of the insurance distribution industry. Our growth strategy has been characterised by a balanced mix of strategic acquisitions and a relentless pursuit of organic growth, underpinned by robust cost management and efficiency across our businesses. This year, we've strengthened our focus on developing additional capabilities to sustain and enhance our market-leading organic growth. Key elements of our evolved business model include:

- **Strategic Talent Acquisition:** Continuously attracting and integrating high-calibre teams and individuals known for their exceptional track record in driving organic growth.
- **Brand Strategy Flexibility:** Maintaining a flexible approach to brand strategy, emphasising the acquisition of businesses and teams that are distinguished in their fields or 'famous for something', ensuring clear market recognition and specialisation.
- **Efficient Integration:** Accelerating the integration of core back-office and risk functions to boost front-office productivity and operational leverage, enabling us to respond swiftly to market changes.
- **Global Diversification:** Expanding our product and service offerings across international geographies, market sectors, and distribution channels to meet the diverse needs of our clients.
- **IT and Systems Optimisation:** Further harmonising our IT infrastructure to enhance cyber security, streamline operations, and unlock cross-selling and marketing opportunities, leveraging technology to drive growth.
- **Empowerment of Local Businesses:** Encouraging autonomy in our local businesses to maintain strong customer relationships, ensuring high retention rates, and delivering superior service quality.
- **Productive Partnerships:** Strengthening partnerships with key insurers to co-develop innovative products that cater directly to customer needs, fostering a collaborative environment for product innovation.
- **Specialist Product Development:** Utilising our internal underwriting expertise (MGAs and London Markets) to craft specialist products that address specific market demands and opportunities.
- **Culture of Collaboration:** Embedding collaboration at the heart of our operations, fostering a cohesive approach with our teams, customers, carriers, and stakeholders to achieve collective success.

In 2023, these strategic priorities have not only guided us through another year of significant achievements but have also laid a solid foundation for future growth. Our business model is designed to be resilient, adaptive, and forward-looking, ensuring that we continue to lead in our markets and deliver exceptional value to our clients, partners, and shareholders.

Our Businesses

PIB Group continues to excel through our four distinct divisions, each dedicated to leveraging complementary capabilities and distribution channels. This structure enables us to offer a diversified range of specialist insurance intermediary services, reflecting our commitment to excellence and innovation across the board.

Specialty

Our Specialty Division remains the cornerstone of PIB Group, encompassing Account Executive-led commercial retail advisory businesses. This division boasts a suite of market-leading firms that deliver niche insurance specialties across various industries, all under the esteemed PIB Insurance Brokers brand. It offers full-service insurance broking solutions to both corporate and SME customers, specialising in complex areas and facilitating cross-selling of risk management services and employee benefits.

Schemes & Affinities and Underwriting

The Schemes & Affinities Division focuses on high-volume, lower-premium business, encompassing commercial lines and some non-standard personal lines. Distribution channels vary by niche, including direct (online) channels and affinity partnerships. Our portfolio includes renowned brands like Thistle Insurance, Fish Insurance, Morton Michel, and Barbon, each catering to specific sectors with their specialised insurance products.

Our Underwriting Division comprises Managing General Agencies (MGAs) specialising in a wide array of risks. The division operates under the unified Q Underwriting brand in the UK, offering a cohesive Terms of Business Agreement (TOBA), while our pan-European W&I MGA, Acquinex, extends its reach across multiple countries. This division is pivotal in placing business directly with carriers, managed by a Managing General Underwriter (MGU) focusing on product profitability and performance.

Cobra Network, our Network Division, operates as a membership club for directly authorized independent insurance intermediaries. With approximately 150 UK brokers, Cobra Network offers customised products, negotiated insurance facilities, and operational support, enhancing the members' market presence and operational efficiency.

London Market

The London Market Division, trading under the Citynet and Optis brands, excels as a B2B wholesale broker. It specialises in placing UK and Irish commercial risks within both Lloyd's and non-Lloyd's London Market insurers. The division is renowned for its non-motor (liability) facilities and strong motor capabilities, serving both the Irish and UK broker markets.

International

The International Division has expanded its footprint across Europe, including Ireland, Germany, Spain, Poland, and the Netherlands. This division focuses on retail brokerage and is rapidly growing its re-insurance, wholesale, and underwriting business lines, offering regional consolidation opportunities and long-term growth potential.

Group Services

Supporting our operating divisions, the Group Services segment encompasses Group and central functions critical to our integration and efficiency strategies. This includes finance, M&A, legal, risk and compliance, HR, IT, operations, and executive management, ensuring the seamless operation and scalability of the entire Group.

As PIB Group moves forward, each division continues to refine our focus, enhance our offerings, and contribute to our collective success. Our integrated approach and commitment to specialisation across various sectors and geographies position us for sustained growth and leadership in the specialist insurance market.

Our Investors

As of 2023, PIB Group's foundational support remains robust, backed by funds managed by Apax Partners and The Carlyle Group, alongside significant participation from management shareholders. Since the landmark investment by Apax in March 2021, which also preserved a collaborative relationship with Carlyle, our investor base has been instrumental in driving our ambitious expansion.

Apax Partners continues to be a global leader in private equity advisory, with over 40 years of experience and funds advised accumulating more than $60 billion in commitments. Apax Funds focus on investments across Tech & Telco, Services, Healthcare, and Consumer sectors, aiming to foster world-class companies through long-term equity financing.

The Carlyle Group, with its extensive industry expertise, manages private capital across Global Private Equity, Global Credit, and Investment Solutions. As of the end of 2023, Carlyle oversees substantial assets, embodying its mission to invest wisely and generate value for investors, portfolio companies, and the communities they impact. Carlyle's global presence and workforce underscore its commitment to excellence and innovation.

The partnership with Apax and Carlyle, both possessing deep knowledge and successful track records in insurance distribution, empowers our continued growth and strategic execution. This backing not only facilitates our expansion efforts from inception but also ensures the delivery of superior value and service offerings to our clients.

CFO Review

David Winkett | CFO

Review of financial performance

Overview

Despite the persistent challenges posed by the ever-evolving global economic and geopolitical landscapes, as well as the enduring pressures of rising living costs, PIB Group has demonstrated impressive resilience and strategic acumen, achieving robust growth in 2023. Our achievements stand as a testament to our unwavering commitment to excellence.

In 2023, we successfully completed 26 acquisitions, a new record for the Group and adding approximately £30 million of EBITDA to its portfolio. This underscores our dedication to expansion and diversification.

In terms of financial performance, on a statutory basis the IFRS loss before tax for the year was £96.2 million compared to £80.3 million for 2022. The year-on-year increase in IFRS loss is largely attributable to increased amortisation and depreciation and finance costs all which scale with M&A activity. On a pro forma view, the reported pro forma EBITDA was £113.3 million, reflecting a 2.3% uplift from the previous year.

This growth in EBITDA underscores our ability to navigate complex market conditions and capitalise on opportunities. The pro forma EBITDA margin of 26.3% represents a balance between organic growth in acquired businesses and strategic investments in our capabilities and expansion into new geographic markets. These investments are to unlock significant value and drive future margin enhancements, positioning us for sustained success and growth in the years ahead.

Key financial highlights

In this section, review of financial performance, unless indicated otherwise, all results are presented on a pro forma basis. Pro forma measures are used in addition to statutory IFRS measures to provide further insight into the financial performance.

PIB Group highlights (£m)	**2023**	2022	Change
Proforma results			
Total Group net revenue[1]	**430.1**	397.2	8.3%
Total Group operating expenses	**297.4**	269.9	(10.2)%
EBITDAE	**132.7**	127.3	4.2%
EBITDAE margin (%)	**30.9%**	32.0%	(1.1) ppts
EBITDA	**113.3**	110.8	2.3%
EBITDA margin (%)	**26.3%**	27.9%	1.6 ppts
IFRS loss for the year after tax	**(87.1)**	(73.9)	(17.9)%

[1]Includes commission payable in 2023 of £53.1 million (2022: £51.9 million).

Proforma EBITDAE increased by 4.2% to £132.7 million (2022: £127.3 million) through a blend of acquisitions and organic growth. **Total proforma Group net revenue** was £430.1 million, up 8.3% on the prior year (2022: £397.2 million) reflecting strong performance across all divisions. Interest income earned on cash balances increased £3 million in the year attributable to enhancements in our cash investment strategy in our money market accounts. **Total proforma Group operating expenses** increased by 10.2% on the prior year to £297.4 million primarily due to investment in hires, which are anticipated to yield future revenue, as well as staff costs as part of our ongoing Group and Europe expansion and the development of our hub model across new countries. Additional expense increments are linked to Professional Indemnity ("PI") insurance arising from acquisitions.

The Group **proforma EBITDAE margin** declined by 1.1 percentage points to 30.9% (2022: 32.0%). Investment in the hub model and capability initiatives are anticipated to create value and future improvements.

Our performance in 2023 reflects exceptional achievements across various divisions, demonstrating our ability to navigate and thrive under challenging conditions:

- **Specialty Division**, our largest revenue contributor, continued its upward trajectory with 14% growth, underscoring its critical role within the Group.
- **Schemes & Affinities and Underwriting Division** showcased robust growth, with over 4% increase in revenue, despite facing economic headwinds, particularly in the latter part of the year and the direct impact of shifting consumer behaviours and the resultant delays in some partner schemes and affinity programs.
- **International Expansion** remained a pivotal growth driver, with 21 entities across eight countries joining the Group, contributing an additional 7% in revenue. This strategic expansion has notably elevated our International Division, particularly in Ireland, with approximately £57 million in revenue.
- **London Market Division** experienced a modest decline in EBITDAE, throughout 2023 despite of ongoing conflict in Israel.
- Our ongoing strategy to diversify across products and markets has been further reinforced, with the international sector now accounting for more than 28% of the Group's total income. This is reflective of our robust UK platforms and the momentum from our international expansion efforts.

In summary, 2023 has been a year of strategic growth and resilience for us. Our ability to adapt to changing market conditions, coupled with our commitment to diversification and international expansion, has positioned us for sustained success. We remain focused on leveraging our strengths to navigate future challenges and capitalise on opportunities for continued growth and value creation.

Reconciliation of pro forma EBITDAE to IFRS loss after tax for the year

Pro forma EBITDAE represents PIB Group's operating cash profit for the year, adjusted for specific (exceptional) items that management consider distorting the Group's normal trading profitability and are generally one-off in nature. The exclusion of certain adjusting items may result in pro forma EBITDAE being materially higher or lower than the IFRS result. Pro forma EBITDAE does not provide a complete picture of the Group's financial performance, which is disclosed in the IFRS consolidated statement of comprehensive income but is instead intended to provide additional comparability and understanding of the financial results.

Reconciliation of pro forma EBITDAE to IFRS loss after tax for the year (£'000)	**2023**	2022
Pro forma EBITDAE	**132,708**	127,253
Adjusting items:		
Pre-acquisitions EBITDAE	**(6,750)**	(41,251)
IFRS 16 lease	**6,898**	4,623
Costs to acquire businesses	**(44,006)**	(36,818)
Restructuring costs	**(6,022)**	(3,106)
IT and infrastructure costs	**(6,249)**	(4,773)
Amortisation and depreciation	**(97,206)**	(68,691)
Finance costs	**(79,581)**	(57,788)
Other	**4,005**	285
Total adjusting items before tax	**(228,911)**	(207,519)
IFRS loss before tax	**(96,203)**	(80,266)
Tax	**9,074**	6,353
IFRS loss after tax for the year	**(87,129)**	(73,913)

Reconciliation of pro forma net revenue to IFRS revenue

Pro forma net revenue which includes commission payable does not provide a complete picture of the Group's financial performance, which is disclosed in the IFRS consolidated statement of comprehensive income but is instead intended to provide additional comparability and understanding of the financial results.

Reconciliation of pro forma net revenue to IFRS revenue (£m)	**2023**	2022
Total Group proforma net revenue	**430**	**397**
Pre-acquisitions net revenue	**(17)**	(109)
IFRS Gross Profit	**413**	**288**
Commissions Paid	**51**	36
IFRS Revenue	**464**	**324**

Group Funding

Capital management

PIB Group remains committed to innovation and expanding our presence, utilising new capital to support a pipeline of growth opportunities in new markets. The company is dedicated to optimising its capital structure to facilitate ongoing expansion through acquisitions while prudently managing financial risks. We ensure compliance with the terms and obligations outlined in our Senior Financing Agreement (“SFA”) by actively managing its capital structures, employing cash flow modelling, and conducting regular monitoring. We proactively track relevant Key Performance Indicators (“KPIs”) to mitigate risks and adhere to the SFA. In December 2023, we secured an additional investment of £50 million from Apax Partners and £11 million from The Carlyle Group in January 2024 to bolster capital of £61 million for upcoming acquisitions aimed at enhancing value.

Under the FCA Threshold Conditions (TC2.4) we, as a regulated firm, must hold appropriate financial and non-financial resources at all times. This is to enable regulated firms to withstand a significant amount of financial distress to continue to service clients, ensure continuity of cover, and protect client money, or wind the business down in an orderly manner in the event the firm is no longer able to trade. We have concluded our assessment and we currently have a regulatory capital requirement of £9.1 million which is driven by MIPRU. Of this, £3.6 million is held as segregated cash to affect an orderly wind-down if required.

Debt Analysis

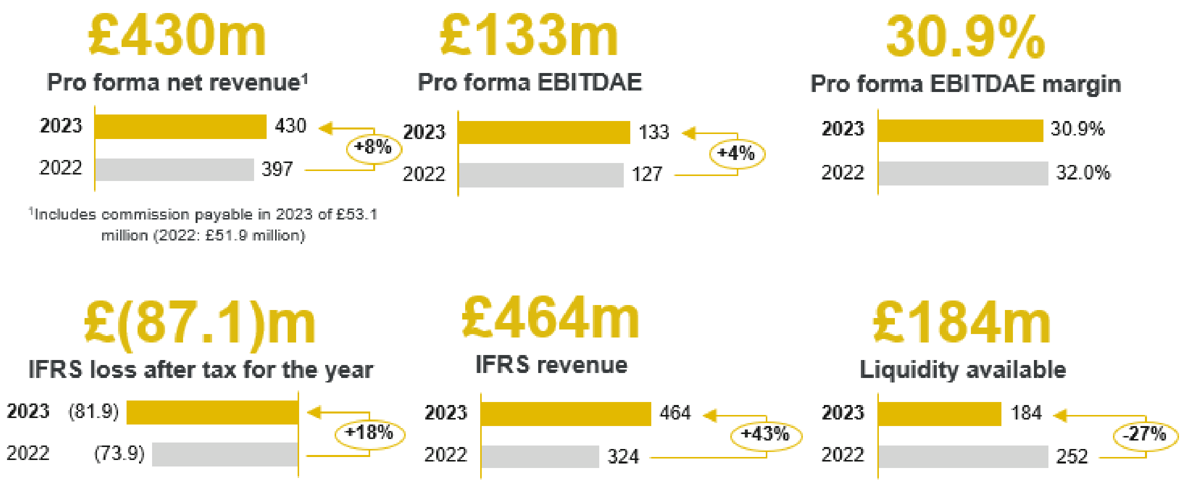
PIB Group aims to maintain an affordable and efficient level of debt aligned with our target gross and net leverage, interest cover, debt maturity profile, and sustainable capital structure. Our current debt position, including central debt facilities controlled through a super senior facility and a revolving credit facility, is summarised in the table below, along with repayment dates.

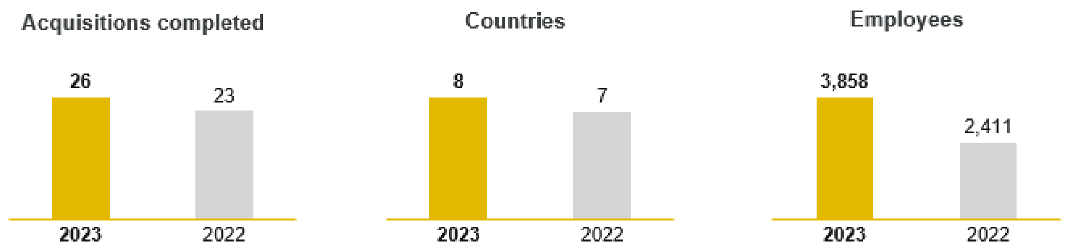
In March 2023, we raised a further £280 million on top of the pre-existing facility. The revolving credit facility was upsized from £60 million to £95 million meaning our maximum total potential borrowings on a converted GBP basis at the year-end was £1,407 million.

Facility	Facility size	Drawn	Unutilised	Repayable date
B	482,000	482,000	-	17/03/2028
B2	120,000	120,000	-	17/03/2028
ACF	150,000	150,000	-	17/03/2028
ACF2	280,000	280,000	-	17/03/2028
ACF3	280,000	139,238	140,762	17/03/2028
Revolving Credit	95,000	86,668	8,332	17/09/2027
Total	**1,407,000**	**1,257,906**	**149,094**	

Key Performance Indicators

PIB Group has identified Key Performance Indicators (KPIs) we believe are useful in assessing our performance against our strategic priorities. They encompass both financial and non-financial measures as set out below:





Refer to the glossary section for further details and how they are calculated and presented.

Pro forma measures are used in addition to IFRS measures to improve comparability. Acquisitions included in the pro forma for completed transactions are:

Entity	Date
Oliver Murphy	13 January 2022
Campion	20 January 2022
Brokers Union	28 January 2022
Cicor	05 February 2022
Light B.V.	16 February 2022
Exito Insurance	24 February 2022
Alan Tierney	02 March 2022
Bailey Garner	04 April 2022
Fingal Insurance Brokers	14 June 2022
Mike Murphy	31 July 2022
Tractio	31 July 2022
Guest Krieger	31 August 2022
Sheridan Colohan	31 August 2022
SG IFFOXX	31 August 2022
Sullivans	01 September 2022
Zorab	20 September 2022

Entity	Date
McGivern	05 January 2023
Asist SP. Z.O.O.	11 January 2023
Fidentia	19 January 2023
Landmark	01 February 2023
Jigsaw Insurance Services	16 February 2023
Halligan Insurance	15 February 2023
ABI	01 March 2023
TCIC	01 March 2023
Campos Y Rial S.A.	01 March 2023
Privat	22 March 2023
Creane & Creane Life	04 April 2023
Pure Risks	05 April 2023
Netins	04 April 2023
Gleeson Curtain	05 April 2023
Ubezpieczaj.pl	12 April 2023
St.Giles	15 April 2023

Balens Insurance	30 September 2022
Confide	25 October 2022
Emprocom	28 November 2022
Engloba - JRM	15 December 2022
BHP Mellier Capital	22 December 2022
Risqwise	31 December 2022
Creative Benefit Solutions	31 December 2022

KFI	16 May 2023
ReSolutions (Lorak)	02 June 2023
Tim Duggan Insurances	02 June 2023
Vetop	07 June 2023
National Insurance	18 August 2023
Agravis	26 September 2023
RBIG	19 September 2023
Munster Group	10 October 2023
IDA	22 November 2023
AVC	11 December 2023

Post balance sheet events

In January 2024, PIB Group received additional capital totalling £11 million from our investors. This capital supplement comes on top of the £50 million received in December 2023, bolstering our financial resources for strategic initiatives and operational enhancements.

In March 2024, significant progress was made as we successfully secured a new Payment-In-Kind ("PIK") loan facility amounting to £275 million. Of this amount, £200 million was drawn immediately. The loan's tenor was established at seven years, incorporating portability features to afford flexibility in future financial arrangements. A portion of these funds, specifically £86 million, was directed towards repaying the revolving credit facility, resulting in the existing facility of £95 million being fully undrawn.

In May 2024, we successfully recalibrated PIB Group's entire debt structure by engaging both existing and fresh lenders. This involved merging the current drawn facilities into a new B3 facility, while concurrently transitioning the undrawn acquisition facility (ACF3) into an enhanced ACF4 setup, bolstered by an additional £160 million in funding, leaving an undrawn position of £300 million. New terms were negotiated, including a 7-year tenor to align with the PIK, a reduced coupon rate, portability, and other advantageous provisions. These adjustments are poised to strategically position us for future growth opportunities.

Furthermore, in May 2024, we successfully negotiated an increase to our revolving credit facility, resulting in a £66 million augmentation. This enhancement significantly boosts our available undrawn funds to £161 million.

Risk Management

As a UK and pan-European company, PIB Group faces a range of risks which have the potential to adversely impact the achievement of our strategy, outcomes for our customers and reputation. Managed effectively, these risks may provide opportunities under the right conditions.

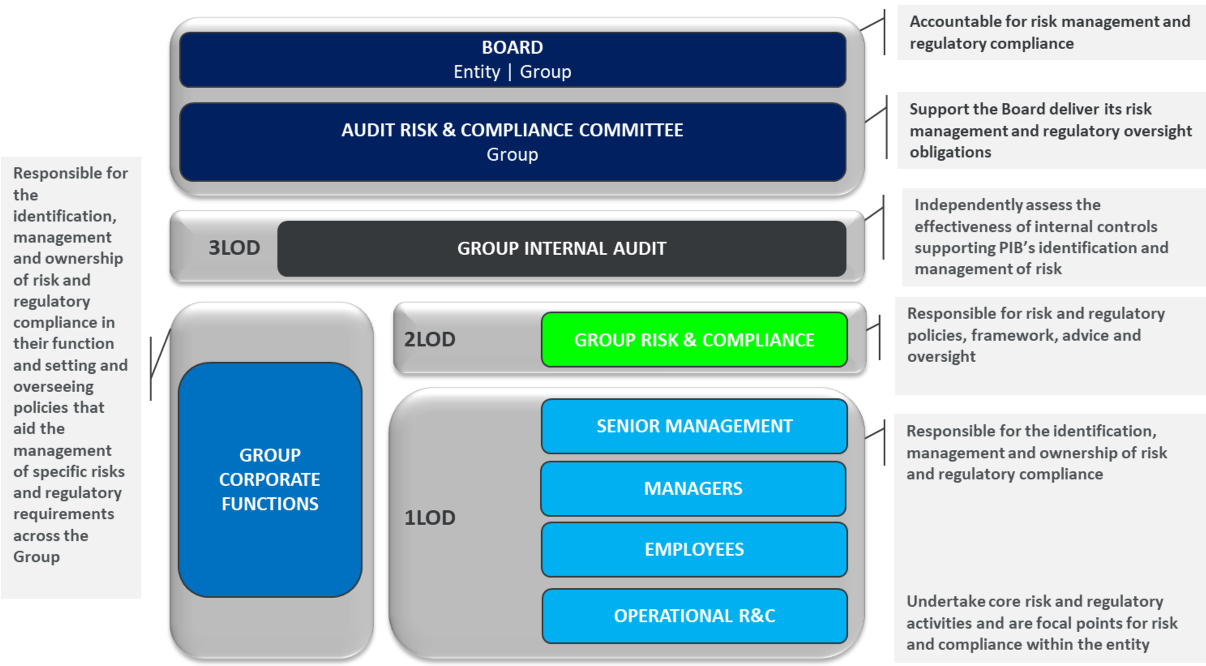
Managing risk for the benefit of customers, employees and investors

PIB Group considers intelligent risk taking as vital to facilitate growth and the continued success of the business. It helps us to maximise the positive impact the business can have on society and communities while managing the downside risk. The management of risk is seen as one of the key enablers for delivering our strategy, sustainable performance and positive outcomes and value for our customers, employees and investors. Robust risk management helps us to:

- protect our margin, assets and reputation and ensure we are not materially impacted by events that could have been reasonably foreseen;
- ensure we are resilient, sustainable and there for our customers;
- comply with applicable laws and regulation;
- enhance the confidence of customers, regulators, business partners, suppliers and shareholders in us.

Approach to governing risk

PIB Group operates a 3 Lines of Defence ('3LoD') model as part of our overarching governance arrangements, as summarised in the diagram below:



Our Audit Risk & Compliance Committee ('ARCC') is the principal oversight body for risk management and it is chaired by an independent non-executive Director.

We also have a number of Committees which provide oversight over specific risk areas e.g. IT, Integration, Change, Remuneration, Insurer Security, ESG, Client Money (UK) and Product Governance Oversight (UK).

Our application of the 3LoD is regularly reviewed to ensure it remains appropriate and effective as we grow and develop. The 3LoD helps ensure clarity in relation to accountability and the ownership of risk across the organisation and sufficient focus on risk management.

Approach to managing risk

PIB Group operates an Enterprise Risk Management Framework (‘ERMF’). The framework helps us to identify, assess, evaluate, treat, monitor, report and manage risks within our risk appetite. This has been developed in reference to internationally recognised standards (including ISO 31000) and industry good practice. The framework covers a core set of risks inherent to an insurance broker as well as providing the categorisation and mechanics to identify specific risks that are unique to a particular set of circumstances or area of the organisation. We adopt a ‘top down’ and ‘bottom up’ approach to identifying and managing risk and assessing risk on a financial and non-financial residual basis. Our risk profiles are used to derive our principal risks. This framework is periodically reviewed to check its effectiveness and relevance to business shape and the environment within which it trades.

As part of our approach to risk management, we also consider emerging risks. An emerging risk is a new risk, or a familiar risk in a new or unfamiliar context (re-emerging). Assessing the impact, likelihood or proximity of emerging risks is by definition difficult. However, this is why the identification and regular monitoring of emerging risks is important, so that mitigations/contingency actions can be developed as the shape of the emerging risks become clearer. Key emerging risks for us are outlined later in this section.

Our Board/ARCC have visibility of the key risks which threaten the achievement of our objectives, and there is clear executive management ownership. Risk owners are responsible for monitoring the profile of the risk and controls and ensuring suitable mitigating action plans are put in place and delivered.

Risk culture

PIB Group puts our customers first. This means treating customers fairly and honestly and complying with all relevant laws and regulations. We have a highly collaborative, open and transparent culture. One of our eight key behaviours set out in our Code of Conduct for all colleagues, is ‘Operating with skill and care’. This means, for example:

- we adhere to our policies and procedures which set out standards, and approach to how we do business.
- we understand the risks we face and we take risks within our appetite, in an intelligent, disciplined and prudent way.
- we seek to escalate risks and issues to management quickly, even if it’s bad news.
- we take responsibility for fixing things when they go wrong, understand why they went wrong, change things to prevent it from happening again and share what lessons have been learned with colleagues so they understand too.

Another of our eight key behaviours is ‘Speaking out when things aren’t right.’ We actively encourage an open and supportive culture within which to raise concerns and have whistleblowing arrangements covering the whole Group. We continually seek to be a ‘risk-smart’ Group; in practice this means that risk management is embedded and a part of the way we make key decisions, take risk, and run our business.

We always seek to be open and cooperative with regulators across the Group; this is also one of the key behaviours that we outline in our Code of Conduct. We have an open dialogue with all our regulators and look to continue to build trust and positive relationships with these key stakeholders.

Principal risks

PIB Group faces a broad range of risks and uncertainties. Our principal risks and uncertainties are summarised in this section. Additional risks and uncertainties, including those that are not currently known or that we currently deem immaterial, may individually or cumulatively also have a material effect on our business, results of operations and/or financial condition.

Risk	Nature of risk	Mitigation
Strategic Risks		
1. Economic Conditions	Greater levels of economic activity typically drive greater demand for our products and services. There is a risk that economic global and regional instability and/or a deteriorating economic landscape reduces customer demand.	✓ Diversified business operations and specialisms across a broad range of territories and industry sectors. ✓ A number of classes of insurance are mandatory by law. ✓ Well-funded balance sheet and cash generation. ✓ Monthly and quarterly business oversight and MI.
2. Insurance Market Conditions	We derive most of our income from commissions and fees for broking and underwriting services. Commissions are typically based on insurance premiums and may vary significantly depending on market conditions whereby we may see declines in premiums which reduces our income.	✓ Diversified business operations and specialisms across a broad range of territories and industry sectors. ✓ Diversified range of insurance carriers including the companies markets and the Lloyds market. ✓ Monthly and quarterly business oversight and MI.
3. Strategy & Change Management	There are risks to our strategy arising from changes in the external environment, such as markets, customer behaviour and political developments. There is a risk that we fail to execute IT, business, operational and integration change effectively, and that the resources available fail to match the change load and timing of change.	✓ Annual strategy and business planning process delivered by the Group Executive and overseen and approved by the Board. ✓ Management by the Group Executive and oversight of the key risks undertaken by the Group Audit, Risk and Compliance Committee. ✓ Dedicated Group Change function. ✓ Programme and project management. ✓ Oversight delivered by Group Change Committee. ✓ Acquisition due diligence and risk assessment processes. ✓ Integration 'play-book' and process, overseen by the Group Entity Rationalisation and Integration Committee.
Risk	**Nature of risk**	**Mitigation**
4. ESG	There is a risk that we do not sufficiently adapt our business model to ESG related risks. We manage this through our commitments to: • helping to reduce our impact on the environment including our group net zero target of 2040; • being a socially responsible Group; • and having strong governance and operating with a strong moral compass.	✓ ESG Policy and ESG Committee. ✓ Energy efficiency investments in our site portfolio. ✓ Supplier selection incorporating ESG criteria including our Supplier Code of Conduct. ✓ Colleague wellbeing & engagement. ✓ Diversity & inclusion. ✓ Volunteering. ✓ PIB Community Trust. ✓ Governance Framework, Boards & Committees.

Risk	Nature of risk	Mitigation
5. M&A	We focus on both organic and inorganic growth; as a specialist insurance intermediary consolidator, there is a risk that we will not be able to acquire the right businesses on the right terms to deliver growth and profit targets.	✓ Dedicated M&A team. ✓ M&A targets in a broad range of territories and industry sectors. ✓ M&A governance and monitoring. ✓ Prospect and pipeline management. ✓ Panel of external advisors.
Operational Risks		
6. Business Interruption & IT Resilience	We operate in offices across the UK and Europe. There is a risk that a loss of premises, systems, people or suppliers could materially impact customer service and ability to deliver key obligations. Our operations are reliant on the ability to process transactions on behalf of our customers. Risks arise from non-performance or failure of IT, whether in-house or from an outsourcing provider/IT supplier, malicious act and/or cyber-crime, and internal operational issues.	✓ Detailed Operational Resilience and Business Continuity Framework. ✓ Business Continuity Plans and teams regularly reviewed and tested. ✓ Group IT Steering Committee. ✓ Outsourcing Policy & governance. ✓ Contracts and service level agreements and in place with all outsourcing providers or IT suppliers. ✓ Dedicated Information Security team, framework and controls. ✓ Monitoring of compliance with Group IT security policy and service level agreements. ✓ Disaster Recovery Plans regularly reviewed and tested.
7. Information Security & Privacy	We hold and retain confidential data in the normal course of business. There is risk of deliberate or accidental unauthorised disclosure, modification, loss, (theft/corruption/destruction) of information or privacy breach.	✓ Dedicated Information Security and Data Protection team. ✓ Information Security and Privacy Policies and standards and all staff training. ✓ Risk-based monitoring and reviews performed by our Information Security. ✓ IT platform security - Data Loss Prevention tools and processes, firewall, identity and access management, network access controls, network and security event monitoring, penetration testing, and server maintenance. ✓ Mobile device encryption; restrictions on USB devices and access to personal email. ✓ Generative AI Policy.

Risk	Nature of risk	Mitigation
8. Errors & Omissions ('E&O')	Insurance brokers run a risk of incurring a loss if the operating procedures across the businesses in relation to market security, placement and claims are not complied with or alleged negligence/breach of contract in the provision of services/advice occurs.	✓ Operating procedures. ✓ E&O prevention training. ✓ Quality Assurance (QA). ✓ 2LoD Assurance programme. ✓ Professional indemnity insurance programme. ✓ Market Security Policy, processes, monitoring and oversight by the Group Insurer Security Committee. ✓ Due-diligence and post-acquisition review. ✓ Recruitment, vetting and training and competency management. ✓ Continued professional development.

Risk	Nature of risk	Mitigation
9. Litigation	Litigation risk can arise from disputes or claims arising from a number of sources such as: • breach of employment law; • tortious liability arising from the recruitment of individuals; and • M&A litigation (e.g., breach of Sale & Purchase Agreement).	✓ HR policies and procedures. ✓ Recruitment processes. ✓ Dedicated M&A team. ✓ Dedicated legal team supported by external partners.
10. Financial Crime	Financial crime risk in PIB Group covers bribery and corruption (including gifts and hospitality), sanctions, fraud, tax evasion and money laundering.	✓ Financial crime specialism within Group Risk & Compliance. ✓ Financial crime policies and procedures. ✓ Code of Conduct and Whistleblowing Policy ✓ Financial crime training. ✓ Customers and third-party due diligence. ✓ Sanctions screening. ✓ Segregation of duties. ✓ Payment controls. ✓ 2LoD Assurance programme.
11. Regulatory	We operate within a changing regulated financial services environment, which needs to be monitored and actively managed. There is a risk that we may fail to take into consideration, implement or adhere to regulatory requirements leading to legal and/or regulatory breach.	✓ Dedicated 1LoD and 2LoD Risk & Compliance functions. ✓ Group Risk & Compliance frameworks, policies, tools and training. ✓ Horizon scanning. ✓ Local Risk & Compliance policies and procedures. ✓ 2LoD oversight and Assurance programme. ✓ QA. ✓ Group ARCC oversight.
12. Capacity	We are reliant on capacity providers for our underwriting and delegated authority operations.	✓ Monitoring and management of underwriting performance. ✓ Proactive management of relationships with key capacity providers.
13. People	We are a people business, and a key asset is our employees. There is a risk that we may not be able to attract and retain the right number of people with the right skills and conduct/attitudes at the right time and in the right places to deliver the business plans.	✓ Distinctive entrepreneurial, collaborative, open and people orientated culture, in which respect, inclusivity and diversity are valued. ✓ Dedicated Recruitment and Learning & Development functions. ✓ Performance management. ✓ Annual remuneration review. ✓ Remuneration Committee. ✓ Training & development programmes. ✓ Succession planning.
Financial Risks		
14. Capital	There is a risk that we may fail to meet regulatory or other requirements in terms of the quantity or quality of capital available.	✓ Compliance with regulatory minimum capital requirements and regular Board reporting and review. ✓ Cash held in a ringfenced segregated bank account for our UK regulated companies (COND 2.4). ✓ Maintenance of adequate credit facilities.

Risk	Nature of risk	Mitigation
15. Liquidity	We are dependent on cash flows from our trading operations, which in turn are reliant on the commissions earned in our subsidiaries. We are therefore exposed to economic and market conditions. There is a risk that cash flows and borrowing facilities are insufficient to meet operational, financial and regulatory commitments.	✓ Focus on niche profitable lines which are less subject to the cyclical nature of the wider market and by having a diversified portfolio of businesses. ✓ Multiple banking facilities. ✓ Mixture of long-term and short-term debt finance. ✓ Cash flow forecasting and monitoring. ✓ Continuous monitoring of funding position.
16. Foreign Exchange ('FX') and Interest Rate	There is a risk of volatility of earnings and cash flows arising from exposure to movements in foreign currency exchange rates. We have FX exposures to: • risks arising from the need to convert currencies into GBP for reporting purposes • risks arising from revenues and costs being denominated in different currencies. We have an exposure to interest rate rises in relation to our long-term funding and revolving credit facility.	✓ Hedging programme. ✓ Interest rate swap derivatives. ✓ Financial reporting and monitoring.

Emerging risks

The key emerging risks that we are currently monitoring and managing are:

1. Geopolitical: the ongoing Russia and Ukraine, and Israel and Gaza conflicts and the potential escalation of tensions.
2. Technology: the accelerated and increasingly wide-spread adoption of Artificial Intelligence (AI) and Machine Learning.
3. Climate change - Including both physical climate risks and those posed by the transition to a low carbon economy. These are explored in more detail in our Climate-related Financial Disclosure (CFD).

Tax risk

Tax risk management is supported by a dedicated team that controls and monitors PIB Group's tax positions and works in collaboration with global tax advisors to manage our overall tax position effectively. As we expand our operations, we continue to use expert tax advice on both Group structures and individual acquisitions within the overall organisational framework. This proactive approach to tax risk management helps us maintain compliance and minimise potential tax-related uncertainties like cash tax and withholding tax across our expanding operations.

Climate-related Financial Disclosure ("CFD")

Climate Risk Management and Governance:

PIB Group operates an integrated Risk Management Framework across the Group which fully includes climate related risks and opportunities. While enterprise risks and opportunities, including those relating to the climate, are managed through the ARCC; input into the identification, assessment and management of climate related risks as part of ESG risks more broadly is additionally supported by the ESG Committee. The organisational risk management structure can be seen in the section approach to governing risk in the Risk Management section. Definitions of materiality and risk impact align to our broader organisational definitions of such as outlined in other aspects of the ARA including risk management and the financial statements.

Climate related considerations are currently low risk to our organisation and there was no material impact on our financial statements from climate change for our FY23 reporting period. We track climate risks as emerging risks given their inherent unpredictability and uncertainty. More information in how we govern our risks, which includes climate related risks, is available in the Risk Management section of this strategic report.

The ESG Committee oversees the governance of PIB's ESG program and meets quarterly. It is chaired by the Chief Operating and Information Officer (COO / CIO) and includes the Chief People Officer (CPO), Chief Risk Officer (CRO), European COO and the ESG Lead. The committee ensures ESG related matters, including the climate, are appropriately integrated into business strategy and planning and oversees progress towards our goals and targets with matters referred to the Board if necessary.

Climate related risks are identified through reviews of industry publications including the reports from the Intergovernmental Panel on Climate Change (IPCC) and the IEA World Energy Outlook (WEO). We regularly review public announcements made by national and international governments and organisations to identify both upcoming regulatory and market requirements and understand trends that may impact our business. Climate risks are primarily identified at group level but can also be rolled up through subsidiaries. This aligns to our broader risk management approach described in the Risk Management section of this strategic report. There are no significant sectoral or geographic differences within the group to consider at this stage with all identified risks & opportunities applying groupwide. Examples of some geographic specific impacts in certain scenarios are explored in our scenario analysis. All risks are currently identified as low risk but this will be updated in future years if necessary as our operating environment changes.

Opportunities, Risks & Scenario Analysis:

"Time horizons for the risks & opportunities identified are short (<2 years), medium (2-5 years) and long (5+ years). These time horizons have been selected for two key reasons.

The first is their alignment to our business context. While climate risk is of low impact to our organisation the relatively greatest impacts to us are on our sites, vehicle fleet and supply chain as they form the core of our decarbonisation strategy. These time horizons have been selected as they consider the typical lease lengths on our offices & vehicles, and our contractual commitments to our suppliers.

The second is the understanding that climate risks by their nature can be longer term risks with greater levels of uncertainty. These time horizons allow us to properly consider climate risks on relevant timelines."

Opportunities:

Type	Opportunities	Potential Impacts	Assessment
Resource Efficiency	• Rationalisation of our site portfolio • Energy efficiency investments • Reduced business travel • Improved efficiency of vehicle fleets • Embracing circular economy principles	• Reduced operating costs • Improved employee satisfaction	There are opportunities for us to gain benefits from improved resource efficiency on all time horizons. Improving our resource efficiency is already a key part of our environmental strategy as discussed in the environmental matters section of the corporate governance report.
Energy Source	• Use of lower emissions source energy	• Reduced exposure to risks associated with GHG emissions eg potential for carbon taxation • Reduced exposure to fossil fuel price increases • Reputational benefits	There are opportunities for us to gain benefits from improving the sustainability of our energy sources on all time horizons. This is a part of our environmental strategy as discussed in the environmental matters section of the corporate governance report. We would expect to see increasing benefits from this on the medium & long term time horizons as the operating environment shifts to price fossil fuel based energy more highly and reputational impacts become more pronounced.
Products & Services	• Increased demand for existing products and services • Opportunities to develop new products and services • Ability to attract & retain high quality talent	• Increased revenue • Improved diversification of our offerings • Improved competitive positioning	Opportunities related to our products & services are expected to become more significant on the medium & long term time horizons. This is due to an increase in both climate related risk, both physical and transitional, but also greater awareness amongst current and potential clients of these risks leading to greater product and service demand. This would be most notable in scenarios of greater warming and disorderly transitions.
Resilience	• Supply chain diversification • Improvements to operational resilience to accommodate increasing risks	• Increased reliability of supply chain • Increased customer confidence leading to increased revenues	Opportunities related to resilience, while present on all time horizons, will be most significant on long term time horizons especially in scenarios of higher warming and disorderly transitions given the greater associated risks.

Risks:

Type	Risk	Risk management	Assessment
Physical	**Acute** • Direct damage and disruption to business operations • Disruption to international supply chains • Increased insurance premiums due to increased risk of extreme weather **Chronic** • Increased operating costs to meet new climate conditions	• Our operations are in low risk geographies • We have strong operational resilience arrangements and business continuity plans • We are able to transact our core business remotely and proved this during the COVID pandemic • We have appropriate insurance coverage in place at all our sites • Our key suppliers to maintain their own arrangements for ensuring continuity of service • Operational efficiency programs and investments • We have resilient Software- Defined Wide Area Network (SDWAN) and Uninterruptible Power Supplies (UPS) in place for our key sites	We do not expect to see any significant impacts from physical climate risks in the short or medium term regardless of climate scenario considered. On the longer-term time horizons physical climate risks may become more significant in scenarios of greater warming where the impact on our supply chain may become significant.

Transition	**Policy & Legal** • Increased Errors & Omissions (E&O) exposure resulting from brokers failing to determine what Climate Change Risk information is relevant to the risk being placed or from a product being distributed which doesn't meet a clients cover requirements • Increased costs to meet regulatory requirements including carbon taxation and mandatory capital expenditures • Financial sanction for failing to meet regulatory / reporting requirements • Greater regulation of products and services increasing cost of doing business **Market** • Increasing insurance premiums leading to reduced product demand and revenue • Reduced underwriting capacity from increased losses reducing ability to meet client demand and therefore revenue • Reduced access to financing, investment & insurance as a result of not meeting stakeholder expectations **Reputation** • Reputational damage from greenwashing accusations or litigation	**Policy & Legal** • We seek to align ourselves to international frameworks, such as the TCFD, and set ambitious goals including our 2040 net zero target. This allows us to be ahead of current regulatory requirements and better prepared for upcoming requirements. • There are no policies currently being implemented in our geographies that would have a material impact on our cost of doing business or capital / operating expenditures. **Market** • At this time we are not seeing indications that insurers will significantly increase premiums or that carriers will significantly reduce capacity / withdraw from certain lines over the next 12 months. • The current makeup of our business presents a low risk based on the markets we deal with • Where there may be a need identified in respect of a specific climate related risk, brokers will either source more specialist cover where it is available in the market or ensure the client understands the limitations of the cover they have in place. • A number of insurance products are mandatory by law and therefore a significant proportion of PIB's portfolio is typically less sensitive to price rises than in some other good/services. **Reputation** • We take a stance against greenwashing and make claims we can support and therefore see a very low risk to our business from greenwashing regulations and litigation.	We do not expect to see any significant impacts from transitional climate risks in the short term. This may change in the medium term with increasing compliance requirements and market shifts. On longer term time horizons particularly in more disorderly transitions, transition risks may become significant to our business.

Scenario Analysis:

We have used a broad range of scenarios to consider the impacts of various possible futures on our business. To consider potential physical impacts we have used the scenarios RCP 2.6, 4.5, 8.5 to provide scenarios covering 1.5 degree to 4 degree warming by the end of the century. Transitional scenarios used were IEA STEPS, IEA SDS and IEA APS to consider the impacts of more orderly and disorderly transitions. Time horizons in all cases were 2025, 2030, 2040.

The identified physical risks relating directly to our own employees and operations are considered to remain low residual risk in all scenarios across all considered timelines. This is because our operations are in low risk geographies and we have robust business continuity plans in place and have already demonstrated our ability to conduct our core business remotely.

In scenarios of greater warming we may see the risks of supply chain disruption rising to a medium residual risk for any supplies brought in from higher risk geographies. We still do not expect significant disruption given our own resilience arrangements and those of our suppliers.

Transitional risks in an orderly transition would remain all low residual risk. We are well prepared for current and upcoming regulatory requirements and no known currently announced policies would have a significant affect on our business model or strategy. There will be increased costs associated with compliance but these are not considered material.

In a disorderly transition we would expect to see these transitional risks increase to a moderate residual impact given the likelihood of greater unpredictability and reduced lead time in regulation leaving us little time to prepare for new requirements running the risks of financial sanction, reputational damage and required capital expenditures to meet requirements. We mitigate this risk through keeping a close watch on broader trends, both at national and international level, and adapting ourselves as necessary.

By the nature of our business we are very resilient across a broad range of climate scenarios to both physical and transitional risks. We are in a low climate impact sector and our business is both underpinned by strong business continuity planning and an ability to conduct our core business remotely. We are FCA regulated leading to potentially greater regulatory exposure through the transition but we seek to voluntarily align ourselves to international frameworks and best practice meaning we should be well positioned to meet requirements.

Metrics and Targets:

We have set an ambitious target of reaching net zero groupwide by 2040. This has been updated from our old UK centric target of 2035 to reflect the nature of our European business and rapid growth into new areas. Throughout FY24 we will be considering interim targets in the areas of carbon reduction and energy reduction as part of our transition plan.

Given the low risk from climate related considerations we are not currently tracking specific metrics against our identified climate risks or opportunities. We have also not included metrics relating to water and waste as these are not significant resources for our business at this stage. For the same reason we have not established an internal carbon price. We regularly review our business, risks and opportunities and will consider introducing new metrics, or internal carbon pricing, as necessary.

We are setting our emissions baseline in FY23 with a groupwide calculation as we are expanding our inventory to cover all significant aspects of the group. As this is our first year of having full group data we do not have relevant historical data for the sake of comparisons. We aim to include historical data in future reporting.

The table below lays out our energy consumption and groupwide emissions for FY23 calculated according to the GHG protocol with an operational control boundary and the optional inclusion of remote working in our Employee Commuting numbers to more accurately represent the full impact of our hybrid working practices.

Scope	Category	Energy Consumption (MWh)	Emissions (tCO2e)
1	**Stationary Combustion**	989	188
	Mobile Combustion	829	200
	Total Scope 1	1,818	388
2	**Purchased Electricity - Location Based**	1,944	456
	Purchased Electricity - Market Based	1,944	250
3	**Purchased Goods and Services**	N/A	7,119
	Capital Goods	Included in Purchased Goods and Services	
	Fuel and Energy Related Activities	N/A	268
	Upstream Transportation and Distribution	Included in Purchased Goods and Services	
	Business Travel	2,760	1,341
	Employee Commuting including Remote Working	N/A	2,817
	Upstream Leased Assets	1,429	356
	Total Scope 3	4,189	11,901
Total Emissions (tCO2e)	**Total Scope 1 & 2 Location Based**	844	
	Total Scope 1 & 2 Market Based	638	
	Total Scope 1, 2 & 3 Location Based	12,745	
	Total Scope 1, 2 & 3 Market Based	12,539	

Our performance against our net zero target will be measured through an intensity metric. This allows us to have a number comparable year over year even with inorganic growth. The metric we use is tCO2e / £M Revenue which for FY23 is **27.04**. This is calculated using market based groupwide emissions across Scope 1, 2 and 3 and our whole group statutory revenue.

We will consider expanding the number of metrics we are tracking as part of creating our interim targets through FY24 and the expansion of our transition plan.

Glossary

Pro forma vs Statutory Basis	The Pro Forma basis is prepared by assuming that significant acquisitions, disposals transactions took place on the first day of the comparative period. As a result, the financial information for the current and prior periods is adjusted to provide a consistent basis for meaningful comparisons. This approach allows stakeholders to assess the performance and financial position of the entity in a like-for-like manner. Pro Forma information is presented in accordance to Local GAAP The Statutory information is presented in accordance with International Financial Reporting Standards ('IFRS') with acquisitions transactions reflected from the date the acquisition is completed. Pro Forma information should be considered in addition to IFRS financial measures but should not be considered a substitute for results that are presented in accordance with IFRS.
KPIs: Acquisitions	As a Group which was established with a Buy and Build strategy at its core, the number and type of acquisition which we make a year is an important component in helping us continue to drive growth and diversify customer proposition from a product, service and geographic perspective. An Investment Committee which considers the potential pipeline of acquisitions and ensures focus on those opportunities which are aligned to strategy or support future expansion plans.
KPIs: Pro forma EBITDAE	Creating value for shareholders is linked to growth in Earnings Before Interest, Tax, Depreciation, Amortisation and exceptional items (EBITDAE). Pro forma EBITDAE is a performance measure the directors utilise which is where one-off, distortionary costs borne from integration transformation, while kept to a minimum, are removed. This allows comparability with peers on an on-going, sustainable basis. The main areas of spend are considered by management to be material and specific to the Group's significant transformation initiatives i.e., acquisition and restructuring costs, IT and infrastructure integration costs and costs associated with business line closure and alignment. Key items in moving to pro forma EBTDAE from IFRS Profit and Loss **Amortisation & Depreciation** There have been a number of acquisitions (as highlighted above) which have resulted in the recognition of customer relationship intangible assets. These intangible assets recognised in acquisitions are amortised over their estimated useful economic lives. **Finance costs** The finance cost mainly relates to interest on loan notes, related party loans and lease liabilities and the unwind of the discount on contingent and deferred consideration balances. **Costs to acquire businesses** These are the direct expenses incurred in the process of initial identification of a potential acquisition through to on-boarding them within the Group. This includes use of third-party due diligence specialists, direct staff costs involved on the specific acquisition and other professional fees. **Restructuring costs** Once a business has been acquired, several actions are taken to align the new business units with our structure around location, roles and existing business assets. **IT and infrastructure integration costs** The acquired businesses are required to transition to our systems, whether core IT platforms, specific broking, underwriting or accounting systems or general re-mapping of comparable systems onto our structures e.g., Acturis to Acturis migrations. **Exceptional costs** Adjustments for one-off and non-recurring items mainly related to professional fees, due diligence costs and one-off IT costs and redundancy payments. Monthly management accounts report EBITDAE, measured on a consistent basis, for the consolidated Group and each division.
KPIs: Pro forma EBITDAE Margin	The pro forma EBITDAE margin is an important measure in assessing our efficiency and ensures that we consider overall growth against consistent operational efficiency. Calculations: Monthly management accounts report the EBITDAE margin, measured on a consistent basis, for the consolidated group and each division. The Margin is calculated by dividing the adjusted EBITDAE by Revenue and expressing as a %.
KPIs: Countries	It is an important measurable metric to track geographical reach and market penetration in the region.
KPIs: Employees	We are a service business, and its employees are core to our success. By tracking it enables us to measure and optimise our workforce to meet demand and ensure seamless service delivery. The number of employees disclosed is that of the Group (UK and Europe).
KPIs: Liquidity Available	Tracking available liquidity available is important as it helps assess financial health and ability to meet short- and long-term obligations. Monthly management accounts report the cash and cash equivalent balances at period end
KPIs: Pro forma net revenue	Pro forma net revenue (includes commission payable) growth, and particularly organic revenue growth, is the singular most important metric against which the performance of our divisions is judged. Organic revenue growth demonstrates the sustainability of the business model and the quality of the underlying business. Monthly management accounts report revenue, measured on a consistent basis, for the consolidated Group and each division. Organic and inorganic revenue growth are separated to ensure the quality of earnings is clear.

Corporate governance report

For the year ended 31 December 2023

Responsible Business

PIB has considerable activity on how it maintains good corporate governance, whilst improving environmental and social responsibilities. Through periodic reviews and updates, PIB diligently refines its policies, including those addressing conduct risk and treating customers fairly. We have fully integrated ESG into our governance and risk management frameworks and consider ESG factors as a component of our decision-making process.

PIB understands the need to prioritise sustainability in today's world and is committed to doing its part in both reducing its own environmental impact but also supporting its value chain partners in their own efforts. We have dedicated ESG and environmental policies and have set an ambitious target of reaching net zero by 2040 across the group. We are approaching this through a combination of operational efficiency transformations and investment, considering the sustainability of the goods and services we procure, and looking at how we work with our value chain partners to drive sustainability. We prefer to work with organisations that share our values and commitments to Doing the Right Thing and have laid out a comprehensive Supplier Code of Conduct sharing our expectations of our suppliers.

We work to established international standards and provide annual reporting to provide transparency to our stakeholders.

In addition to the environmental efforts, PIB recognises the critical importance of social responsibility and fostering a diverse and inclusive workplace. We will be rolling out our new Diversity, Equity & Inclusion (DEI) strategy, called PIB Belonging, throughout FY24. Moreover, the Group firmly believe that its success is intricately tied to the well-being of its employees and actively supports and works on enhancing the overall welfare of its workforce. We are an accredited Living Wage Employer in the UK meaning that we pay all our UK employees at least the real living wage. We have an Employee Assistance Program in place for all our people across the UK, Ireland and Europe to provide additional support wherever it's required.

PIB is proud of its track record and commitment to serving and supporting our communities and continues to foster a strong relationship with local and national charities through the PIB Community trust which has donated over £500,000 to charitable causes. By investing in and uplifting these communities, PIB strive to make a meaningful difference in the lives of those it has the privilege to serve. During FY23 PIB became a sponsor of the Insurance Cultural Awareness Network (ICAN) and we are working in partnership with them to raise awareness within PIB and across the industry.

Talent is the core of our business and we launched our inaugural apprenticeship scheme in September 2023 bringing in a cohort of apprentices allowing us to support people at the early stages of their career. We also have the Next Generation program in place to support our people as they begin to develop their careers.

Together, the Group is forging a path towards a brighter, more sustainable future, driven by its belief in responsible business practices and the power of collective action.

Environmental Matters

The PIB ESG Committee continues to develop a comprehensive environmental plan that includes reducing its carbon footprint. PIB has a Group Environmental Policy and a defined environmental strategy that targets carbon net zero by 2040 covering all of Scope 1, 2 and the relevant aspects of Scope 3 for our business.

As part of the Group's strategy, it complies with all applicable environmental regulations and reporting requirements. We have developed our inventory to cover all significant aspects of our group and all material emissions categories across Scope 1, 2 & 3. The most significant emissions for us come from our site portfolio, vehicle fleet, supply chain, business travel and employee commuting. Examples of our environmental activities include:

- Energy efficiency investments across our site portfolio including installation of LED lighting and boiler replacements
- We are rationalising our site portfolio reducing our environmental impact
- We have an efficiency requirement in place across our UK vehicle fleet as part of our fleet policy
- We are expanding the proportion of the fleet comprising hybrid and electric vehicles
- We have created a Supplier Code of Conduct laying out our expectations of our suppliers including environmental activities
- We work collaboratively with value chain partners to improve the sustainability of the goods and services we procure
- We consider the necessity of travel undertaken on the business's behalf
- We support hybrid working arrangements allowing our employees greater flexibility in their lives and reducing our commuting footprint
- Supporting our people with information on how they can reduce their own carbon footprints

We work collaboratively and transparently with our stakeholders providing information upon request. We have a partnership with a third party, Auditel, to offer services to our customers in understanding their own carbon footprints and provide support with meeting the requirements of their stakeholders.

Climate change

Climate change continues to pose one of the greatest global challenges, affecting countries, governments, and organisations worldwide and represents both a short-term acute and longer-term macro-level risk. PIB acknowledges its responsibility and the significant role it must play in reducing its environmental impact and addressing the underlying causes of climate change. This commitment is outlined in PIB's Code of Conduct, Environment Policy, and broader ESG Policy.

Furthermore, PIB recognises the need to assess and respond to the risks posed by climate change to safeguard the interests of investors, employees, customers, and the Group's assets and reputation. PIB has embraced a pragmatic and targeted approach to Climate Change risk management that focuses on factors within its control. This encompasses potential adverse outcomes stemming from climate-related events and the failure to adapt or transition to a lower carbon economy, ensuring compliance with relevant legal and regulatory requirements. Climate change risk is considered through the Group's Risk Management Framework, forms part of the Group's Risk Profile and is reviewed on a quarterly basis, or more frequently if significant developments occur. Refer to the principal risks section for more information on ESG as a risk and to our CFD report for a deeper disclosure of our strategy, governance, risk management and metrics.

Streamlined energy and carbon reporting

The tables below set out GHG Emissions and Energy Use Data in the UK for the year ending 31 December 2023 calculated according to the GHG protocol with an operational control boundary and location-based emissions. Revenue is provided for the same time periods for the UK only and refers to statutory revenue.

		2023		2022	
Scope	**Category**	**MWh**	**tCO2e**	**MWh**	**tCO2e**
1	**Natural Gas**	747	137	1,087	198
	Fleet	370	90	599	138
	Sub-total	1,118	226	1,686	336
2	**Electricity**	994	206	1,656	320
	Electric Vehicles	15	3	14	3
3	**Personal Vehicles**	2,400	582	2,119	491
Total	**Total Scope 1, 2 & 3**	4,527	1,017	5,475	1,150

The table below sets out our intensity metric using tCO2e and revenue in tCO2e / £M Revenue. This metric was chosen to best represent the year over year changes in our business.

	UK Revenue (£000)	**tCO2e**	**tCO2e / £M Revenue**
FY22	£242,116	1,150	4.75
FY23	£304,748	1,017	3.34

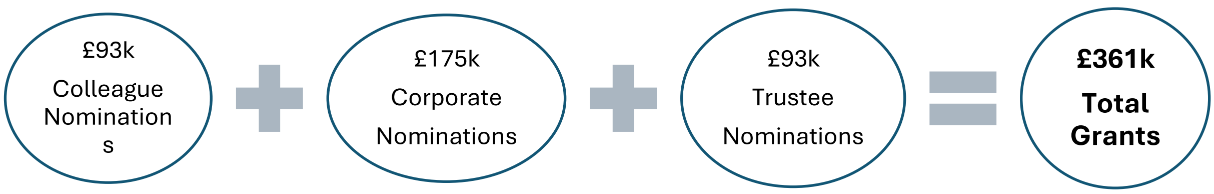
Our UK business has grown throughout FY23 leading to an increase in mileage expenses from personal vehicles. We have carried out site rationalisation activities throughout the year and continued to invest in energy efficiency including LED lighting and boiler replacements. We have also moved some of our employees from fleet vehicles to car allowances and we seek to improve the efficiency of our vehicle fleet. This has led to a decrease in in our fleet, natural gas and electricity consumption. The significant change to our intensity metric is driven by this but also by the significant increase in revenue between FY22 and FY23.

Social Matters

The PIB Community Trust ("The Trust") was set up following a commitment by our Board to contribute a share of revenues to charitable causes. While established as a fund rather than a formally constituted charity, it operates at arm's length from the business under a board of trustees, assisted by a team of employee volunteers, and with support from the Charities Aid Foundation. 2023 was The Trust's third year of operation and it now forms a key part of our approach to community engagement as reflected in our Code of Conduct: Doing the Right Thing.

2023 was The Trust's third year of operation and it now operates broadly across the geographic footprint of our businesses and forming a key part of our approach to community engagement as reflected in its Code of Conduct: Doing the Right Thing.

In 2023, the PIB Community Trust increased its charitable giving to £361k, up from £271k in 2022, including £93k worth of grants nominated directly by colleagues in the UK and overseas. Breakdown of overall grant giving is as set out below:



Charitable objectives remain to provide grants:

- In support of colleagues' own charitable endeavours.
- To charities and charitable causes nominated by colleagues.
- In support of charitable initiatives undertaken by its customers and business partners.
- To charities and charitable causes in the communities in which the Group operates.
- To charitable causes related to the insurance industry.
- As otherwise determined by the trustees.

The Trust plays a significant role in our ESG approach and supports both the "volunteering" and "give as you earn" schemes.

Modern slavery

As a service-based insurance broking and employee benefits business PIB Group believes the risk of modern slavery and/or human trafficking in our business and supply chain is low. We respect and uphold the human rights and principles and has a zero tolerance for modern slavery and human trafficking in our organisation and supply chain. Our supply chains include providers of professional services.

Furthermore, when it comes to employing individuals directly within the Group, we consistently make efforts to guarantee a safe and secure working environment for all employees. This commitment extends to areas with higher instances of improper compensation and working conditions, where we operate.

Anti-corruption and anti-bribery matters

PIB Group is committed to conducting our business in an ethical, honest and transparent manner. Bribery and corruption are not consistent with our values and present significant risks to our business. We have a zero-tolerance approach towards bribery and corruption, and are committed to the prevention, deterrence and detection of bribery, corruption and related offences.

We have a whistleblowing policy and dedicated hotline. This provides an alternative channel for those colleagues who might feel unable to report wrongdoing, or suspicions of wrongdoing, through their normal line management channels. The hotline allows employees to report issues or concerns online or by phone with complete confidence and without fear of dismissal or retaliation.

Customers and suppliers

One of the key tenants of PIB Group is our ability to leverage economies of scale and drive collaboration between our companies to deliver integrated solutions for our customers. This collaborative approach extends to providing commercial customers with expert advice on insurance, employee benefits, and risk management. Additionally, we offer third-party brokers access to our wholesale broking and MGA expertise.

In line with our commitment to transparency, we closely monitor our suppliers, evaluating the value of their offerings from both financial and market development perspectives. We consistently benchmark product suppliers to ensure they actively work with us to maximise customer and shareholder value.

To maintain the integrity of the broker network, we have a thorough vetting process for new brokers, and sanctions are carefully considered in alignment with compliance policies. In line with good practice, we also exercise a range of vetting of customers, including international sanction monitoring.

People

People are at the heart of PIB Group's focus on specialist customer solutions. Our ongoing prosperity hinges on our employees and our ability to attract, motivate, develop, and retain top-notch talent. We strive to foster an environment that enables individuals to thrive, while also ensuring our collective values and guide our conduct to achieve our objectives in an ethical manner.

To fulfil these objectives, regular engagement with our employees is of utmost importance. Our independent non-executive directors actively visit offices and listen to the perspectives of the workforce. Furthermore, senior managers lead working groups aimed at supporting operational resilience and promoting the wellbeing of colleagues. To attract the most exceptional talent, a dedicated team of internal recruiters use a diverse range of channels, targeting individuals ranging from industry newcomers to seasoned professionals, technical experts, managers, and leaders. Our recruitment practices continually adapt to reflect market conditions, cost considerations, and most importantly, our ambitious growth plans, with staff retention and wellbeing as primary focus in our business continuity strategy.

The Group Equality At Work Policy is designed to ensure fairness and equality in our work environment, prohibiting discrimination on any grounds, including age, disability, ethnic origin, gender, gender reassignment, marital status and civil partnership, nationality, pregnancy and maternity, race, religion and belief, and sexual orientation.

We aspire to be a learning organisation, and as such, has established key pillars that underpin growth and operational plans. These pillars encompass management and leadership, technical expertise, sales and growth, and a focus on "growing our own" through the apprenticeship scheme.

Engaged Employees

PIB Group fosters an open and transparent culture, where everyone's voice is valued in shaping our direction and contributing to a great workplace culture. Throughout the year, we provide various channels and forums for this purpose, including focus groups and an online suggestion box. The annual engagement survey serves as a crucial tool for the executive team, offering valuable insights into the sentiments and perspectives of our people. This enables us to identify areas of achievement and areas that warrant improvement.

In 2022, we conducted our sixth annual survey, with a commendable 76% participation rate among colleagues. The consistently high scores, with an overall favourable score of 74%, reflect the alignment of individuals' views with the survey questions. The survey highlighted several key strengths, including the supportive nature of line managers, the ability of individuals to authentically express themselves at work and a shared commitment to P our long-term success. A new addition to ensure the momentum continued after the survey, was the introduction of 'Big Conversations' in 2023. Colleagues in all countries of operation volunteered to take part in small group discussions to share deeper insights into what's been going well, or where improvements could be made.

We strategically leverage a diverse range of bonus and incentive schemes across the Group to drive performance. Other new engagement milestones and activities in 2023, included:

- Inaugural International Trading conference: This first meeting of this nature brought together senior leaders from across our businesses to connect and develop commercial relationships and help shape writing the next chapter of our evolution. The conference saw the launch of six PIB Principles, to emphasise the elements our culture that were important in the very early days and will remain so for many years to come. The messages were cascaded by those leaders following the conference, via their own team sessions to engage and inform people.
- Launch of a new PIB TV channel: the TV magazine show features colleagues and client case-studies to inform and inspire.
- Launch of a new international social intranet with a brand-new technology platform, easy to-use search function to help colleagues find specialists around the group to support client risks, auto-translation, fresh branding, engaging content and trading stories written by a trained journalist.
- Launch of PIB TV Live: an international live broadcast connecting 4,000 colleagues around the Group, hearing from members of the Executive team, a live Q&A session, and a follow-up online chat

Health and Safety

PIB Group prioritises the health and safety of our employees, customers, and stakeholders. Our commitment to health and safety regulations is ingrained in our company policy, which is designed to ensure a safe working environment across all operations. Our policy includes robust risk assessments, proactive safety measures and regular training and communication, and a culture of accountability. By prioritising health and safety, we aim to create a secure and productive workplace, foster truth with our customers and stakeholders and comply with the highest standards of governance set out by the regulatory bodies.

Spotlight on Learning and Development

PIB Group recognises the benefits and importance of continuous learning and development ("L&D") and we believe it is essential for our employees to not only achieve our long-term growth plans, but also their individual goals. We are committed to providing our employees with opportunities to enhance their competence and advance their careers through our robust L&D framework.

Our L&D framework is built on key principles:

- Motivating and Engaging Our People: we believe in offering learning opportunities to keep our employees motivated and engaged, enabling them to achieve their individual goals and contribute to our long-term growth plans.
- Attracting and Retaining Talent: we offer development opportunities at every career stage, attracting and retaining talented individuals who are driven to grow and succeed with us.
- Cultivating a Culture of Continuous Learning: we foster a culture of continues learning and improvement, focussing on delivering excellent customers advice and service through ongoing professional development.

- Alignment with Business Goals: our L&D activities are closely aligned with our business plan, ensuring employees possess the skills necessary to drive growth and achieve our strategic objectives.

Our L&D efforts primarily focus on:

- Developing our people's niche and specialist knowledge and expertise.
- Building skills which provide customer excellence and a customer centric approach.
- Driving growth through technical and sales capability.
- Collaboration across business specialisms, capabilities, and networks.
- Commitment to Training & Competence regulatory requirements.

We are proud to announce the launch of our inaugural formal apprenticeship programme, which reflects our commitment to nurturing and "growing our own talent". This programme not only creates a strong talent pipeline for the future, but also aligns our ambitious growth objectives. We firmly believe that apprenticeships play a vital role in shaping our organisation, while also demonstrating our dedication to supporting society and the local communities in which we operate. As of January 2024, we had 19 apprentices that had joined us on the formal apprenticeship programme mentioned, and an additional 35 existing employees 'upskilling' via an apprenticeship.

Diversity and Inclusion

PIB Group is committed to being an equal opportunity employer, making decisions based on individual abilities without discrimination related to race, religion, gender, age, sexual orientation, or disability. In line with government policies, hawse have published our UK gender pay gap report for 2023. The gender pay gap report for 2023 outlined the progress made over the past 12 months and our continued dedication to closing the gender pay gap. We are busy developing a broader diversity and equality policy and strategy to complement other people policies. Due to the dynamic and evolving nature of our structure, the diversity and gender pay gap is likely to fluctuate. However, we recognise the long-term commitment required to address this gap and take pride in our accomplishments so far.

	Male						Female						Total		
	Number			%			Number			%			Number		
	2023	2022	diff	2023	2022	diff	2023	2022	diff	2023	2022	diff	2023	2022	diff
Directors	4	4	0	100%	100%	0%	0	0	0	0%	0%	0%	4	4	0
Senior Managers	58	75	-17	67%	72%	-5%	29	29	0	33%	28%	5%	87	104	-17
All Others	1165	1100	65	47%	48%	-1%	1322	1203	119	53%	52%	1%	2487	2303	184
Total	1227	1179	48	48%	49%	-1%	1351	1232	119	52%	51%	1%	2578	2411	167

Governance

The Board

The PIB Group Board is composed of the following individuals:

Brendan McManus, CEO and Chair of PIB Group

Brendan boasts a distinguished career in the insurance sector, culminating in the founding of PIB Group in 2015. Prior to this venture, he held a series of senior leadership positions, including Managing Director of Commercial for RSA and CEO roles at Willis Ltd, Willis UK, and Giles Insurance Brokers. His extensive experience is further complemented by his past involvement in key industry bodies like the Chartered Insurance Institute (CII), the British Insurance Brokers' Association (BIBA), and the Association of British Insurers (ABI).

Ryan Brown, Deputy CEO of PIB Group

Ryan brings a wealth of investment banking expertise, particularly focused on the insurance industry, to PIB Group. Before co-founding the company with Brendan, Ryan held leadership positions at Keefe Bruyette & Woods and Fox-Pitt, Kelton. Most recently, he served as both Group M&A Director and Finance Director of Towergate Underwriting, demonstrating his well-rounded financial and strategic capabilities.

David Winkett, CFO of PIB Group

David Winkett is a seasoned financial professional with over three decades of experience in the international non-life and Lloyd's (re) insurance sector. He began his career with a solid foundation at Coopers & Lybrand/PwC for ten years before transitioning to QBE. At QBE, he held various senior finance roles, most notably serving as CFO across their UK, European and other international locations.

Non-Executive Directors

Andrew Waidhofer, a Principal in the Services team of Apax Partners

Andrew brings a wealth of experience in financial and business services, particularly within the insurance sector, to the board. He has served as a non-executive director since March 2021. At Apax Partners, Andrew is a Principal in the Services team, focusing on the Financial and Business Services subsector. He leverages his deep understanding of the insurance industry through his board position at GamaLife, a European life insurance consolidator. Andrew's expertise extends beyond insurance, as evidenced by his board seats at Palex Medical, Toitoi Dixi and EcoOnline. His prior investment experience at Apax, in addition to his board seat roles, includes leading investments in Azelis, Safetykleen, and Alcumus. Before joining Apax in 2014, Andrew honed his financial acumen as an Associate in HSBC's Financial Sponsors Group. He also demonstrates a commitment to social responsibility through his role as a trustee of Breaking Barriers.

Forrest Wilkinson, a Principal in the Services team of Apax Partners

Forrest a non-executive director since March 2021, contributes extensive knowledge in insurance distribution and financial services. Based in Apax Partners' New York office, Forrest is a Principal within the Services team, specialising in the Financial and Business Services subsector. He brings a proven track record of success, having served on the boards of five companies across the US and UK, including the prominent P&C insurance brokerage AssuredPartners, boasting over $2 billion in annual revenue. Forrest's investment expertise at Apax is evident in his involvement with leading investments in AssuredPartners, Paycor, Quality Distribution, and PIB Group. Prior to joining Apax in 2014, Forrest gained valuable experience as an Analyst in the M&A Group at Evercore and in Global Industrials investment banking at Bank of America Merrill Lynch. Beyond his professional pursuits, Forrest is actively involved with the New York Public Theatre, serving on their Young Partner Board as Co-Chair.

Roy Clark

Roy Clark, a non-executive director since June 2024, sits on all regulated PIB Group subsidiary boards and chairs both Barbon Insurance Services Limited (subject to FCA approval) and the Audit, Risk, and Compliance Committee.

Roy's extensive international insurance experience across various locations makes him a valuable asset. Roy has led audits for major insurance organisations and provided advisory services in governance, regulation, and other areas. Since retiring from PwC in 2021, Roy's consulting work with PwC and a major UK insurer demonstrates his continued industry expertise. His proven ability to navigate complex issues and contribute to board-level decisions makes him a strong addition to the PIB Group.

The Board's Approach

The role of the chair

The Board Chair plays a pivotal role in PIB's governance framework. The Chair leads the Board in establishing the strategic direction and risk appetite for the Group, while also overseeing day-to-day management activities. This leadership is achieved through regular Board meetings that incorporate contributions from key stakeholders, including investors. To further inform these sessions, the generation of monthly and quarterly Management Information (MI) reports for stakeholders facilitates well-informed discussions. The Chair fosters a collaborative environment that encourages open dialogue and critical analysis. They dedicate sufficient time to explore strategic imperatives, both within Board meetings and in separate in-depth sessions with management, ensuring a comprehensive understanding of all relevant factors.

Strategy and Decision-Making

PIB's Board is steadfastly committed to ensuring the Group's long-term prosperity. This unwavering commitment is achieved through a two-pronged approach: generating sustainable value for shareholders and contributing positively to society. Underpinning the Board's strategy is a comprehensive, rolling three-year plan. This forward-looking document outlines not only the pathways for value creation but also emphasises the Group's unwavering commitment to fostering a diversified and resilient organisational structure. This structure benefits all stakeholders, including customers, investors, employees, and others, by ensuring a robust and adaptable foundation for future growth.

Performance Oversight

The Board's oversight extends beyond regular Board meetings. Monthly and quarterly MI reports provide the Board with essential historical and forward-looking performance and risk data. These reports undergo a rigorous examination by both internal and external stakeholders, including investors. This thorough process empowers the Board to make informed decisions that are not only strategically sound but also mitigate potential risks.

Governance Structures and Practices

PIB adheres to the highest standards of corporate governance, maintaining a robust framework of formal committee boards and management working groups. All of these entities are aligned with industry best practices, ensuring PIB operates with the utmost transparency and accountability. Each committee and working group operates with clearly defined terms of reference, which are reviewed at appropriate intervals to maintain ongoing alignment with evolving business needs. This ensures that the Board receives the most up-to-date and relevant information for effective decision-making.

Key committees and working groups include:

- Audit, Risk & Compliance Committee: Oversees the Group's internal control framework, risk management practices, and financial reporting processes.
- Underwriting Committee: Provides guidance and oversight on underwriting policies and practices to ensure profitability and risk mitigation.
- Insurer Security Committee: Safeguards the Group's interests by overseeing insurance arrangements and mitigating potential exposures.
- Client Money Committee: Manages client money in accordance with regulatory requirements and best practices.
- ESG Committee: Integrates environmental, social, and governance considerations into the Group's strategy and operations.
- Entity Rationalisation & Integration Committee: Oversees the efficient integration of acquired businesses to maximise value creation.
- Group Change Board & IT Committee: Manages large-scale change initiatives and IT strategy to ensure operational efficiency and alignment with business goals.

Furthermore, the establishment of the inaugural Remunerations Committee (Remco) in 2023 underscores PIB's unwavering commitment to transparent, fair, and accountable executive compensation practices. Remco ensures that executive compensation is firmly aligned with shareholder interests and reflects the Group's overall performance.

Operational Oversight

Operational Delegated Authority (DA) matrices govern expenditure, recruitment, and other resource commitments. These matrices ensure strict alignment with organisational objectives, preventing resource misallocation and maximising operational efficiency. Regular reviews of these matrices and committee memberships are conducted, coupled with assessments of decision outcomes. This ongoing evaluation process guarantees continued congruence with the evolving scope and scale of PIB's operations, ensuring the Group remains adaptable and responsive to a dynamic market landscape.

Detailed information regarding the Company's Enterprise Risk Management Framework can be found on page 20.

Training

The Board's effectiveness is directly linked to the collective experience and expertise of its members. To ensure the Board maintains its competency in a dynamic business environment, a comprehensive competency assessment is conducted periodically. This assessment, led by the Chief People Officer in collaboration with the Chief Compliance offer and the Group Company Secretary, delves beyond a simple skills gap analysis. It delves into emerging industry trends, regulatory changes, and evolving stakeholder expectations to identify areas for potential enhancement of the Board's expertise. Identified needs, such as a deeper understanding of the Senior Managers and Certification Regime (SMCR), are addressed through the development and delivery of tailored training programs. These programs leverage a variety of learning methods, including presentations by industry experts, interactive workshops, and self-directed online modules, to equip all relevant individuals with the necessary knowledge and expertise to confidently fulfil their roles and comply with relevant regulations.

Culture, values and standards

A company's culture, values, and standards are the cornerstones of its long-term value creation and reputation for ethical business conduct. They serve as guiding principles for decision-making, fostering a collaborative and innovative work environment for employees. By emphasising long-term consequences and the interests of all stakeholders – including customers, employees, communities, and the environment – the

Board's established standards contribute to the company's reputation for responsible business practices. This, in turn, fosters trust and loyalty with stakeholders, ultimately contributing to the company's sustainable growth and profitability. Things, the likely consequences of any decision in the long term and wider stakeholder considerations. The standards set by a Board mandate certain requirements and behaviours with regards to the activities of its Directors, employees and other associated with it.

Walker guidance for disclosure and transparency in private equity

As a member of the Apax investment family, PIB Group is committed to transparency and fairness of reporting. As such, these Financial Statements have been produced in line with the Walker Guidelines and reported to the British Private Equity and Venture Capital Association (the "BVCA"). This is monitored for the BVCA for the Private Equity Reporting Group (PERG)

Section 172 (1) Statement

In accordance with Section 172(1) of the Companies Act 2006, the directors of PIB Group have prepared a statement that sets out how they have considered the interests of various stakeholders and the wider impact of their decisions during the financial year 2023.

The directors have fulfilled their duties by:

1. Promoting the success of the Group: The directors have diligently pursued the best interests of PIB, considering the long-term sustainability and profitability of the business. They have carefully assessed opportunities, risks, and the overall strategy to ensure the Group's success.

2. Considering the impact on employees: The directors have recognised the importance of the Group's employees and have taken their interests into account when making decisions. They have provided fair employment practices, supported employee well-being, and fostered a positive and inclusive working environment.

3. Taking into account the interests of customers: The directors have prioritised delivering value to customers by providing high-quality products/services, addressing their needs and concerns, and maintaining excellent customer relationships. They have also strived to ensure transparency and fair treatment throughout the customer journey.

4. Engaging with suppliers, regulators, and business partners: The Directors have maintained constructive relationships with suppliers, regulators and business partners, considering their interests and working collaboratively to achieve mutually beneficial outcomes. They have upheld ethical standards and promoted responsible sourcing practices.

5. Considering the impact on the community and the environment: The Directors have recognised their responsibility towards the communities in which they operate and have considered the impact of their activities on the environment. They have implemented sustainable practices, minimised environmental footprint, and supported community initiatives.

6. Upholding high standards of governance: The Directors have maintained effective governance structures and processes, ensuring compliance with legal and regulatory requirements. They have promoted integrity, transparency, and accountability throughout the organisation.

For more detailed insights into how the Directors executed their duties and further information on their considerations of stakeholders, we recommend referring to earlier sections of this report which provides a comprehensive overview of the Group's performance, strategy, and governance, outlining the specific actions taken to fulfil the requirements of Section 172(1) of the Companies Act 2006.

Section 172 Duties	Reference	Page
1. Promoting the success of the Group	At A Glance Business Performance	Pg 3 Pg 12
2. Considering the impact on employees	People	Pg 36
3. Taking into account the interests of customers	Risk Management Other Matters - Customers and Suppliers	Pg 18 Pg 36
4. Engaging with suppliers, regulators and business partners:	Other Matters - Customers and Suppliers	Pg 36
5. Considering the impact on the community and the environment:	Responsible Business	Pg 32
6. Upholding high standards of governance:	Risk Management	Pg 18

The Strategic Report was approved by the Board and is signed on its behalf by:

DocuSigned by:
Ryan Brown
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R Brown
Director
20 June 2024

PIB GROUP LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2023

The Directors present their report together with the audited financial statements of the Group for the year ended 31 December 2023.

Directors
The current Directors' biographies are set out on pages 39-40 of the Strategic Report.

Future development
Likely future developments in the business of the Group are discussed on page 7 in the Strategic Report.

Research and development
The Group does have a number of business lines that undertake development both in respect of software and product design for the benefit of its customer base.

Results and dividends
The results for the year are set out on page 53. The Directors do not recommend the payment of a dividend for the year (2022: £nil).

Political donations
The Group made no political donations during the year (2022: £nil).

Employees
The Group’s policy concerning employment of disabled persons is set out on page 36 in the Governance Report.

Qualifying indemnity provision
PIB Group Limited guarantees the subsidiaries detailed in note 18 under section 479C of the Companies Act 2006 in respect of the year ended 31 December 2023.

The Group has made qualifying third-party indemnity provisions for the benefit of all Directors of the Company and its subsidiaries remain in force at the reporting date.

Financial instruments
PIB Group utilises financial instruments in respect of interest rate movements. Hedge accounting has not been adopted in respect of these instrument and is detailed within notes 23 and 27 of the financial statements.
The overall risk of the Group from credit risk, liquidity risk and cash flow risk are summarised within the Strategic Report.

Statement of engagement with employees
Details of engagement with employees is included on page 36 in the Governance Report.

Statement of engagement with suppliers, customers and others in a business relationship with the Group

Details of engagement with suppliers, customers and other stakeholders is discussed on page 36 in the Governance Report.

Streamlined energy and carbon reporting
Details of the streamlined energy and carbon reporting is included on pages 33 in the Governance Report.

Going concern

The Directors evaluate at each annual period whether there are conditions or events, considered in the aggregate, that raise a material uncertainty about the Group's ability to continue as a going concern within one year after the date that the financial statements are issued. The Directors' evaluation is based on relevant conditions and events that are known and reasonably knowable at the date that the financial statements are issued.

The Group has considered several downside scenarios, including adjustments to the base forecast, profitability and cash flows. Consistent with our principal risks and uncertainties, these downside scenarios included, but were not limited to recession, declining insurance market conditions and increases in interest rates. The Directors have considered the impact of climate-related matters on the going concern assessment and they are not expected to have a significant impact on the Group's going concern.

The Group has conducted stress testing around current and future performance to demonstrate it has sufficient cash resources and has no concerns over the ability to meet its current and future commitments. The Group also has access to short term funding on its revolving credit facility. Additional finance secured after the year end and detailed in note 38 further strengthens the Group funding position. There is also the ability to postpone capital projects in order to manage cash flow. Well established business continuity plans have been used and the Group is able to continue to support its clients and expects to be able to do so for the foreseeable future. As such, the directors have no reason to believe there is a material uncertainty that would prevent them from continuing to adopt a going concern basis of accounting in preparing the financial statements.

Directors' responsibilities

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 IFRS as adopted by the European Union and Article 4 of the IAS Regulation. 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 of the profit or loss of the Group for that period. In preparing these financial statements, International Accounting Standard 1 requires that directors:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the Group's ability to continue as a going concern.

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

The Directors are responsible for the maintenance and integrity of the Group website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Statement on disclosure to auditors

The Directors who held office at the date of approval of this Directors’ Report confirm that:

- so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware

- each Director has taken all the steps that they ought to have taken as a Director to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information

Auditor
The auditor, Deloitte LLP, have expressed their willingness to continue in office as auditors and appropriate arrangements have been put into place for them to be deemed to be reappointed as auditors in the absence of an Annual General Meeting. The auditor is deemed to be reappointed under section 487(2) of the Companies Act 2006.

Matters covered in the Strategic Report
As permitted by Paragraph 1A of Schedule 7 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 certain matters (including events subsequent to the reporting date, future developments, use of financial instruments) which are required to be disclosed in the Directors' Report have been omitted as they are included in the Strategic Report on pages 1 to 30.

Events subsequent to the reporting date
Since 31st December 2023, the Group has completed the acquisition of a further 13 businesses and also secured additional funding at the date of signing the accounts. These are detailed within the post balance sheet events note 38 within the financial statements.

This report was approved by the Board and signed on its behalf by:

DocuSigned by:
Ryan Brown
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R Brown
Director
20 June 2024

Audited consolidated financial statements

For year ended 31 December 2023

PIB GROUP LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF PIB GROUP LIMITED

Report on the audit of the financial statements

Opinion

In our opinion:

- the financial statements of PIB Group Limited (the 'Parent Company') and its subsidiaries (the 'Group') give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 31 December 2023 and of the Group's loss for the year then ended;
- the Group financial statements have been properly prepared in accordance with United Kingdom adopted international accounting standards, the International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board (IASB);
- the Parent Company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the consolidated statement of profit or loss
- the consolidated statement of comprehensive income;
- the consolidated and Parent Company statement of financial position;
- the consolidated and Parent Company statements of changes in equity;
- the consolidated statement of cash flows; and
- the related notes 1 to 38 of the consolidated financial statements and related notes 1 to 13 on the Parent Company financial statements

The financial reporting framework that has been applied in the preparation of the Group financial statements is applicable law and United Kingdom adopted international accounting standards and IFRSs as issued by the IASB. The financial reporting framework that has been applied in the preparation of the Parent Company financial statements is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the Group and the Parent Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (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.

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 Group's and the Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or the Parent Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Extent to which the audit was 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 considered the nature of the Group's industry and its control environment and reviewed the Group's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also inquired of management, internal audit and the directors about their own identification and assessment of the risks of irregularities, including those that are specific to the Group's business sector.

We obtained an understanding of the legal and regulatory frameworks that the Group operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included UK Companies Act, pensions legislation and tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the Group's ability to operate or to avoid a material penalty. These included the regulatory authorities applicable to the Group within the jurisdictions that it operates.

We discussed among the audit engagement team including relevant internal specialists such as tax, valuations, and IT specialists regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

As a result of performing the above, we identified the greatest potential for fraud or non-compliance with laws and regulations in the following area, and our procedures performed to address them are described below.

The Group earns fees and commissions from its insurance broking activities and there is a fraud risk that brokerage is inappropriately accelerated or deferred between accounting periods. We have performed the following:

- Performed a detailed risk assessment, including data analytics, across the Group to identify significant trends and fluctuations in the revenue population throughout 2023 and January 2024;
- Obtained and inspected the revenue reconciliations between the broking systems and the general ledger and have tested material reconciling items;
- Tested a sample of transactions based on the risk assessment, by agreeing these to third party evidence in order to confirm that these are accounted for in the correct accounting period; and
- Tested the appropriateness of journal entries with large debits and credits impacting the profit or loss around the year end period.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- inquiring of management and in-house legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance, reviewing internal audit reports and reviewing correspondence with relevant regulatory authorities.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the strategic report and the directors’ report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors’ report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Group and of the Parent Company and their environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors’ report.

PIB GROUP LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF PIB GROUP LIMITED

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters 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.

We have nothing to report in respect of these matters.

Use of our report

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

DocuSigned by:
Claire Clough
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Claire Clough, FCA (Senior Statutory Auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom
20 June 2024

PIB GROUP LIMITED

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

FOR THE YEAR ENDED 31 DECEMBER 2023

	Notes	2023 £000	*Restated 2022 £000
Revenue	**3**	463,804	323,822
Cost of sales		(50,774)	(35,932)
Gross profit		413,030	287,890
Salaries and associated costs		(207,292)	(147,742)
Other operating expenses		(128,791)	(94,196)
Amortisation of intangible fixed assets	**12**	(87,602)	(62,515)
Depreciation of property, plant and equipment	**13**	(3,717)	(2,586)
Depreciation of right-of-use assets	**14**	(5,474)	(3,588)
Profit on disposal of fixed assets		(413)	(2)
Operating loss	**4**	(20,259)	(22,739)
Finance income	**8**	3,637	261
Share of profit of associated undertaking	**16**	88	46
Finance costs	**9**	(75,619)	(39,761)
Other gains and losses	**10**	(4,050)	(18,073)
Loss before tax		(96,203)	(80,266)
Income tax	**11**	9,074	6,353
Loss for the year		(87,129)	(73,913)

The Consolidated Statement of Profit or Loss has been prepared on the basis that all operations are continuing operations.

The loss for the year is attributable to the ultimate parent.

The accompanying notes are an integral part of the financial statements.

* Revenue and cost of sales for 31 December 2022 have been restated, see note 37 for detail. The prior year adjustment has nil impact on the loss for the year.

PIB GROUP LIMITED

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2023

	2023 £000	2022 £000
Loss for the year	(87,129)	(73,913)
Other comprehensive income:		
Items that may be reclassified subsequently to profit or loss		
Foreign exchange differences on translation of foreign operations	(6,295)	13,325
Total items that may be reclassified subsequently to profit or loss	(6,295)	13,325
Total comprehensive loss for the year	(93,424)	(60,588)

The comprehensive loss for the year is attributable to the owners of the parent.

PIB GROUP LIMITED

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2023

	Notes	2023 £000	2022 £000
Non-current assets			
Goodwill	**12**	643,463	382,921
Intangible assets	**12**	600,303	611,786
Property, plant and equipment	**13**	9,251	7,341
Right-of-use assets	**14**	24,870	17,909
Financial assets	**15**	320	123
Investments in associates	**16**	244	176
Contract assets	**21**	8,193	221
		1,286,644	1,020,477
Current assets			
Trade and other receivables	**19**	85,832	80,206
Contract assets	**21**	13,478	14,768
Cash and cash equivalents	**20**	335,094	394,386
		434,404	489,360
Total assets		1,721,048	1,509,837
Current liabilities			
Trade and other payables	**24**	255,578	378,103
Current tax liabilities		4,817	1,119
Lease liabilities	**14**	7,654	4,814
Contract liabilities	**21**	7,605	8,298
Provisions	**26**	119	37
Derivative financial instruments	**22**	-	190
		275,773	392,561
Net current assets		158,631	96,799
Non-current liabilities			
Trade and other payables	**24**	7,984	10,102
Lease liabilities	**14**	18,796	14,148
Borrowings	**23**	891,481	926,125
Provisions	**26**	704	679
Deferred taxation	**25**	124,006	131,517
		1,042,971	1,082,571
Total liabilities		1,318,744	1,475,132
Net assets		402,304	34,705

PIB GROUP LIMITED

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

AS AT 31 DECEMBER 2023

	Notes	2023 £000	2022 £000
Equity			
Called up share capital	**29**	436	301
Share premium account		336,161	201,595
Other reserves		7,101	13,396
Capital contribution reserve		329,243	-
Retained earnings		(270,637)	(180,587)
Total equity		402,304	34,705

The accompanying notes are an integral part of the financial statements.

The financial statements were approved by the Board of Directors and authorised for issue on 20 June 2024 and are signed on its behalf by:

DocuSigned by:
David Winkett
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D Winkett
Director

Company Registration No. 09900466

PIB GROUP LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2023

	Notes	Called up share capital £000	Share premium account £000	Capital contribution reserve £000	Other reserves £000	Retained earnings £000	Total equity £000
Balance at 1 January 2022		301	201,595	-	71	(106,674)	95,293
Loss for the year		-	-	-	-	(73,913)	(73,913)
Other comprehensive income		-	-	-	13,325	-	13,325
Total comprehensive income for the year		301	201,595	-	13,396	(180,587)	34,705
Balance at 31 December 2022		301	201,595	-	13,396	(180,587)	34,705
Balance at 1 January 2023		301	201,595	-	13,396	(180,587)	34,705
Loss for the year		-	-	-	-	(87,129)	(87,129)
Other comprehensive income		-	-	-	(6,295)	-	(6,295)
Total comprehensive income for the year		301	201,595	-	7,101	(267,716)	(58,719)
Issue of share capital	**29**	135	134,566	-	-	-	134,701
Capital contribution	**30**	-	-	329,243	-	-	329,243
Capital distributions	**30**	-	-	-	-	(2,921)	(2,921)
Balance at 31 December 2023		436	336,161	329,243	7,101	(270,637)	402,304

There were no dividends recognised as distributions to the owners during the year (2022: £nil). No dividends have been proposed or declared before the financial statements have been authorised for issue.

The other reserves relate to foreign exchange differences on translation of foreign operations.

PIB GROUP LIMITED

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2023

	Notes	2023 £000	2023 £000	2022 £000	2022 £000
Cash flows from operating activities					
Cash generated from operations	**36**		58,795		49,295
Income taxes paid			(9,804)		(5,866)
Net cash inflow from operating activities			48,991		43,429
Investing activities					
Acquisition of businesses	**31**	(251,179)		(347,673)	
Cash acquired on acquisitions	**31**	45,580		61,754	
Proceeds of disposal of other investments		401		182	
Payment of deferred consideration		(15,875)		(24,652)	
Payment of contingent consideration		(90,789)		(6,549)	
Purchase of intangible assets	**12**	(12,989)		(7,726)	
Purchase of property, plant and equipment	**13**	(4,181)		(4,015)	
Proceeds on disposal of fixed assets		627		49	
Dividend received from associate		20		53	
Interest received		3,637		261	
Net cash used in investing activities			(324,748)		(328,316)
Financing activities					
Proceeds from related company loan		320,836		470,854	
Repayment of debt		(23,205)		(19,232)	
Repayment of lease liabilities		(6,789)		(4,641)	
Payment of deferred consideration - financing element		(673)		-	
Payment of contingent consideration - financing element		(2,520)		-	
Interest paid		(69,343)		(34,650)	
Net cash generated from financing activities			218,306		412,331
Net (decrease)/increase in cash and cash equivalents			(57,451)		127,444
Cash and cash equivalents at beginning of year			394,386		264,498
Effect of foreign exchange rates			(1,841)		2,444
Cash and cash equivalents at end of year	**20**		335,094		394,386

1 Accounting policies

Company information

PIB Group Limited is a private company limited by shares incorporated in England and Wales. The registered office is Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW.

The principal activities of the Group and the nature of the Group's operations are set out in the Strategic Report.

1.1 Basis of accounting

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted for use in the United Kingdom and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS (except as otherwise stated).

The financial statements are prepared in sterling, which is the currency of the primary economic environment in which the Group operates. Monetary amounts in these financial statements are rounded to the nearest £'000. Foreign operations are included in accordance with the policies set out in note 1.22.

The financial statements have been prepared on the historical cost basis, except for the revaluation of financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

1.2 Basis of consolidation

The Group's financial statements consolidate the financial statements of the Company and its subsidiary undertakings for the year ended 31 December 2023. The results of acquired businesses are consolidated from the date on which the Group obtains effective control of the subsidiary.

Subsidiaries are entities controlled by the Group. Control exists where the Group is exposed to or has the rights to variable returns from its involvement with the investee and has the ability to use its power over the investee to affect its returns. Unrealised gains and losses on transactions with subsidiaries or associates are eliminated. Transactions with associates are eliminated to the extent of the Group's interest in those entities in preparing the consolidated financial statements.

1.3 Business combinations

The acquisitions of subsidiaries are accounted for using the acquisition method. The consideration transferred is measured as the fair value of assets given, liabilities incurred or assumed and equity instruments issued by the Group at the date of exchange. Any costs directly attributable to the business combination are booked to the profit or loss as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed, meeting the conditions for recognition under IFRS 3 "Business Combinations", are recognised at their fair value at the acquisition date, irrespective of the extent of any non-controlling interest. The excess of the consideration transferred over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. Subsequent changes in the fair value of consideration transferred or identifiable assets, liabilities and contingent liabilities assumed are adjusted where they qualify as measurement period adjustments. The measurement period is the period from the date of acquisition to the date the Group obtains complete information about facts and circumstances that existed as of the acquisition date and is subject to a maximum of one year. All other subsequent changes in the fair value of contingent consideration classified as an asset or liability are accounted for in accordance with relevant IFRSs.

1 Accounting policies

1.4 Investments in associates

Associates are those entities over which the Group has the power to exercise significant influence but not control. The Group's investment in associated undertakings is accounted for under the equity method of accounting whereby associated undertakings are carried in the Statement of Financial Position at cost plus post-acquisition changes in the Group's share of net assets of the associate, less any impairment in value. The Statement of Profit or Loss reflects the Group's share of the post-acquisition results of operations of the associated undertaking and the Statement of Comprehensive Income reflects the Group's share of the associated undertaking. The financial statements of associated undertakings are prepared up to 31 December each year.

1.5 Adoption of new and revised standards

The Group has not adopted any new standards or amendments to standards, for the first time in the current year which have a material effect on the amounts recognised in these financial statements.

In April 2024 the IASB published its new standard IFRS 18 'Presentation and Disclosures in Financial Statements' that will be effective for the first time in the financial statements for the year ended 31 December 2027. Initial work to assess the impact of this standard on the financial statements indicates that the impact will be immaterial.

1.6 Going concern

The Directors evaluate at each annual period whether there are conditions or events, considered in the aggregate, that raise a material uncertainty about the Group's ability to continue as a going concern within one year after the date that the financial statements are issued. The Directors' evaluation is based on relevant conditions and events that are known and reasonably knowable at the date that the financial statements are issued.

The Group has considered several downside scenarios, including adjustments to the base forecast, profitability and cash flows. Consistent with our principal risks and uncertainties, these downside scenarios included, but were not limited to recession, declining insurance market conditions and increases in interest rates. The Directors have considered the impact of climate-related matters on the going concern assessment and they are not expected to have a significant impact on the Group's going concern.

The Group has conducted stress testing around current and future performance to demonstrate it has sufficient cash resources and has no concerns over the ability to meet its current and future commitments. The Group also has access to short term funding on its revolving credit facility. Additional finance secured after the year end and detailed in note 38 further strengthens the Groups funding position. There is also the ability to postpone capital projects in order to manage cash flow. Well established business continuity plans have been used and the Group is able to continue to support its clients and expects to be able to do so for the foreseeable future. As such, the Directors have no reason to believe there is a material uncertainty that would prevent them from continuing to adopt a going concern basis of accounting in preparing the financial statements.

1.7 Revenue

Revenue is recognised at the fair value of the consideration received or receivable for goods and services provided in the normal course of business and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

When cash inflows are deferred and represent a financing arrangement, the fair value of the consideration is the present value of the future receipts. The difference between the fair value of the consideration and the nominal amount received is recognised as interest income.

Revenue from insurance broking is recognised when the significant risks and rewards of the policy have been passed to the buyer, the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

PIB GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

1 Accounting policies

Revenue is recognised in the period the performance obligation was delivered e.g. a policy placed was incepted. Where a service has a performance obligation that spans beyond a single event, that revenue will be deferred over the period of the performance obligation to extent it can be reasonably forecasted. This may include both directly contracted elements e.g. fixed number of customer visits, or reactive activity such processing customer insurance claims.

Where a performance obligation period spans a financial period end, the associated revenue and costs will be deferred into the following period in proportion to the balance of the remaining obligation period. This reflects the most reasonable approach given the variability of forecasting when a single contract performance obligation will be met in the following period.

Where an element of revenue has variable consideration such as annual profit commissions, this will be recognised in the reporting period to which the performance obligations relate to. The transaction price is determined using either the expected value or most likely amount approach which is then constrained to the extent it is highly probable that a significant reversal will not occur based on historical patterns and current market conditions. The assumptions used in determining the transaction price in variable consideration arrangements are reviewed each reporting period.

In line with revenue recognition in accordance with paragraphs 91 and 95 of IFRS15, the business has established an estimate of costs to obtain and costs to fulfil the contract. Costs to fulfil a contract are capitalised on the balance sheet if they meet all the following criteria:

- Relate directly to a contract or anticipated contract
- Costs generate or enhance resources which will be used to satisfying the performance obligation
- Costs are expected to be recoverable

These costs relate to placement services for a renewal of a policy or first-time placement and primarily relate to staff costs incurred in placement of the policy. These are reviewed annually to establish the associated amortisation, additions or impairments in the contract asset.

The Group utilises the practical expedient to recognise the incremental costs of obtaining a contract as an expense when incurred if the amortisation period of the asset that the entity otherwise would have recognised is one year or less. The Group also utilises the practical expedient to not adjust the promised amount of consideration for the effects of a significant financing component if the Group expects, at contract inception, that the period between when the Group transfers a promised good or service to a customer and when the customer pays for that good or service will be one year or less.

1.8 Cost of sales

Cost of sales relate to fees paid to agents for the introduction of clients. They are recognised at the later of the inception date or transaction date of the underlying policy to which they relate. The amounts recognised are the amounts owed to the introducer.

PIB GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

1 Accounting policies

1.9 Goodwill

Goodwill represents the excess of the cost of acquisition of businesses over the fair value of net assets acquired. It is initially recognised as an asset at cost and is subsequently measured at cost less impairment losses.

The gain on a bargain purchase is recognised in profit or loss in the period of the acquisition.

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. An impairment loss recognised for goodwill is not subsequently reversed. On disposal of a cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

1.10 Intangible assets other than goodwill

Intangible assets with finite useful lives acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses. Intangible assets acquired on business combinations are recognised separately from goodwill at the acquisition date if the fair value can be measured reliably.

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately. An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

Intangible assets relate to computer software, licenses and customer relationships. Customer relationships relate to assets such as customer lists and access to distribution networks that arise on the acquisition of businesses.

Software	3 years on a straight-line basis
Patents and licenses	5 years on a straight-line basis
Customer relationships	10 years on a straight-line basis

1.11 Property, plant and equipment

Property, plant and equipment 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:

Leasehold improvements	Over the term of the lease
Office equipment	4 years on a straight-line basis
Computer hardware	3 years on a straight-line basis
Motor vehicles	4 years on a straight-line basis

1 Accounting policies

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 Statement of Profit or Loss.

1.12 Leases

The Group has entered into contracts as a lessee. It assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate.

Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs. In calculating the present value of lease payments, the Group uses the interest rate implicit in the lease and where that is not readily determinable, its incremental borrowing rate at the lease commencement date. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset. The Group did not make any such adjustments during the periods presented.

Short-term leases and leases of low-value assets

As a practical expedient, IFRS 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement. The Group has used this practical expedient for car leases. The Group applies the short-term lease recognition exemption to its short-term leases which are those leases that have a lease term of 12 months or less from the commencement date. It also applies the lease of low-value assets recognition exemption to leases that are considered to be low-value. Lease payments on short-term leases and leases of low-value assets are recognised as an expense in the Statement of Profit or Loss on a straight-line basis over the lease term.

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under IAS 37. To the extent that the costs relate to a right-of-use asset, the costs are included in the related right-of-use asset.

1 Accounting policies

1.13 Impairment of tangible and intangible assets

At each reporting 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 Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually, and whenever there is an indication that the asset may be impaired.

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 profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

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 profit or loss, 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.

1.14 Cash and cash equivalents

Cash and cash equivalents in the Statement of Financial Position comprise cash at banks and in hand and short-term deposits with an original maturity date of three months or less.

Whilst held in the Group's regulatory trust accounts under appropriate client money regulation, fiduciary funds held are controlled by the Group as are the economic benefits that are derived from them. As such these funds are recognised as an asset on the Group's Statement of Financial Position.

1.15 Financial assets

Financial assets are recognised in the Group's Statement of Financial Position when the Group becomes party to the contractual provisions of the instrument.

On initial recognition, financial assets are measured at fair value and either classified as financial assets at fair value through profit or loss or loans and receivables.

Financial assets at fair value through profit or loss

Equity instruments and derivative assets have been classified as fair value through profit or loss.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial recognition these are measured at amortised cost using the effective interest method, less provision for impairment based on lifetime credit loss model. Discounting is omitted where the effect of discounting is immaterial. The Group's trade receivables and other debtors, profit commission, amounts due from related parties and cash and cash equivalents fall into this category of financial instruments.

1 Accounting policies

Impairment of financial assets

Financial assets, other than those at fair value through profit or loss (FVTPL), are assessed for impairment at each reporting end date. Expected credit losses are recognised on initial recognition and subsequent period ends which reflect an unbiased and probability weighted amount that is determined by evaluating a range of possible outcomes, the time value of money, reasonable information about past events, current conditions and forecasts of future economic conditions.

The lifetime credit loss model has been applied to trade receivables, other debtors and profit commissions.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership to another entity.

1.16 Financial liabilities

Financial liabilities are recognised in the Group's Statement of Financial Position when the Group becomes party to the contractual provisions of the instrument.

On initial recognition, financial liabilities are measured at fair value and classified as either subsequently measured at amortised cost or as financial liabilities at fair value through profit or loss.

Financial liabilities measured at amortised cost

Trade payables and other creditors, loans from related parties, deferred consideration, loan notes and lease liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability to the net carrying amount on initial recognition.

Financial liabilities at fair value through profit or loss

Derivative liabilities are mandatorily classified as fair value through profit or loss. Contingent consideration is subsequently measured at fair value through profit or loss in accordance with IFRS 3 Business Combinations.

Derecognition of financial liabilities

Financial liabilities are derecognised when, and only when, the Group’s obligations are discharged, cancelled, or they expire.

1.17 Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the Group.

1.18 Taxation

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

1 Accounting policies

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the Statement of Profit or Loss 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 is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary 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 Statement of Profit or Loss, 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 when the Group has 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.

1.19 Provisions

Provisions are recognised when the Group has a legal or constructive present obligation as a result of a past event, it is probable that the Group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting end date, taking into account the risks and uncertainties surrounding the obligation.

Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received, and the amount of the receivable can be measured reliably.

Provisions for the costs to restore leased assets to their original condition, as required by the terms and conditions of the lease, are recognised when the obligation is incurred, either at the commencement date or as a consequence of having used the underlying asset during a particular period of the lease, at the Directors' best estimate of the expenditure that would be required to restore the assets. Estimates are regularly reviewed and adjusted as appropriate for new circumstances.

1 Accounting policies

1.20 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 inventories or non-current assets.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service. Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.
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 Group is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.21 Retirement benefits

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

1.22 Foreign exchange

The Group's consolidated financial statements are presented in Pounds Sterling, which is also the parent company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured in that functional currency.

Transactions in foreign currencies are initially recognised by the Group entities at their respective functional currency rates prevailing at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency spot rate of exchange at the balance sheet date. All differences arising on settlement or translation are taken to the statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

The assets and liabilities of foreign operations are translated into Pounds Sterling at the rate of exchange ruling at the balance sheet date. Income and expenses are translated at the average exchange rates prevailing. The resulting exchange differences are recognised in other comprehensive income.

1.23 Common control transactions

Where there is an exchange of equity interests under the same parent's control, the Group uses merger accounting. Under this method, assets and liabilities of the merging entity are recognised in the Consolidated Financial Statements at their previous carrying amount.

2 Critical accounting 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.

Critical judgements

There were no critical judgements made that had a significant effect on the amounts recognised in the financial statements.

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.

Impairment of assets

The Group tests annually whether goodwill and other assets that have indefinite useful lives suffered any impairment. Other assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset exceeds its recoverable amount.

The recoverable amount of an asset or a cash-generating unit is the higher of its fair value less costs to sell and its value in use, where its value in use is the present value of future cash flows. An impairment test requires the application of significant judgement because it relies on key assumptions, including board approved forecasts, long term growth rates beyond the approved forecast period, discount rates and trading multiples.

Following this assessment, no impairment losses were recognised in the year (see note 12).

3 Revenue

An analysis of the Group's revenue is as follows:

	2023 £000	Restated 2022 £000
Brokerage fees and commission	458,324	319,685
Risk management and consultancy fees	5,480	4,137
	463,804	323,822

3 Revenue

Revenue analysed by geographical market

	2023 £000	Restated 2022 £000
United Kingdom	304,748	242,116
Rest of World	26	378
Rest of Europe	102,788	45,940
Ireland	56,242	35,388
	463,804	323,822

4 Operating loss

	2023 £000	2022 £000
Operating loss for the year is stated after charging:		
Foreign exchange (gains)/losses	(5,769)	13,951
Depreciation of property, plant and equipment	3,717	2,586
Profit on disposal of fixed assets	413	2
Amortisation of intangible assets	87,602	62,515
Depreciation of right-of-use assets	5,474	3,588

5 Auditor's remuneration

Fees payable to the Company's auditor and their associates for the audit of the Group and Company financial statements and for other services provided to the Group.

	2023 £000	2022 £000
For audit services		
Audit of the financial statements of the Group and Company	530	160
Audit of the financial statements of Group subsidiaries	1,131	1,100
Total audit fees	1,661	1,260
For other services		
Audit-related client money assurance services	70	72
Taxation compliance services	150	48
Corporate finance services	472	801
Total non-audit fees	692	921

PIB GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

6 Employees

The average monthly number of persons (including Directors) employed by the Group during the year was:

	2023 Number	2022 Number
Directors	5	4
Employees	3,665	2,371
	3,670	2,375

Their aggregate remuneration comprised:

	2023 £000	2022 £000
Wages and salaries	185,739	130,329
Social security costs	13,787	10,848
Pension costs	4,662	4,196
	204,188	145,373

7 Directors' remuneration

	2023 £000	2022 £000
Remuneration for qualifying services	1,064	863

No pension contributions were made on behalf of any Directors during the year (2022: £nil).

Remuneration disclosed above include the following amounts paid to the highest paid Director:

	2023 £000	2022 £000
Remuneration for qualifying services	404	458

8 Finance income

	2023 £000	2022 £000
Financial assets measured at amortised cost:		
Interest receivable and similar income	3,637	261

Interest receivable and similar income relates to interest on bank deposits.

9 Finance costs

	2023	2022
	£000	£000
Financial liabilities measured at amortised cost:		
Interest on bank overdrafts and loans	627	233
Interest on loan notes	1,833	1,794
Interest on loan from related parties	68,716	34,417
Interest on lease liabilities	1,940	1,279
Total interest expense	73,116	37,723
Unwinding of discount on contingent consideration	2,447	2,011
Unwinding of discount on deferred consideration	56	27
Total unwinding of discount	2,503	2,038
Total finance costs	75,619	39,761

10 Other gains and losses

	2023	2022
	£000	£000
Net gain/(loss) on financial liabilities mandatorily measured at fair value through profit or loss:		
Contingent consideration	(9,819)	(4,122)
Foreign exchange gains/(losses)	5,769	(13,951)
	(4,050)	(18,073)

11 Income tax

	2023 £000	2022 £000
Current tax		
UK corporation tax on profits for the current period	-	351
Adjustments in respect of prior periods	1,653	(2,154)
Overseas tax	9,167	4,361
Total current tax charge	10,820	2,558
Deferred tax		
Origination and reversal of temporary differences	(21,217)	(8,193)
Adjustment in respect of prior periods	1,323	(718)
Total deferred tax (credit)/charge	(19,894)	(8,911)
Total tax (credit)/charge	(9,074)	(6,353)

The (credit)/charge for the year can be reconciled to the loss per the Statement of Profit or Loss as follows:

	2023 £000	2022 £000
Loss before taxation	(96,023)	(80,266)
Expected tax (credit)/charge based on a corporation tax rate of 23.52% (2022: 19.0%)	(22,627)	(15,251)
Expenses not deductible in determining taxable profit	17,438	12,300
Loss brought forward utilised	(2)	(163)
Adjustment in respect of prior years	1,653	(2,154)
Group relief	(12,731)	(1,537)
Permanent capital allowances in excess of depreciation	1,582	992
Other timing differences	56	(3)
Deferred tax adjustments in respect of prior years	1,323	(718)
Remeasurement of deferred tax for changes in tax rates	(169)	201
Deferred tax not recognised	4,883	(299)
Higher taxes on overseas earnings	577	(303)
Effects of income taxed at rates other than the UK corporation tax rate	(1,057)	582
Tax (credit)/charge for the year	(9,074)	(6,353)

The Finance Act 2021 enacted legislation to increase the main UK corporation tax rate to 25%, effective from 1 April 2023. The corporation tax rate applied above has been pro-rated accordingly.

PIB GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

12 Goodwill and intangible assets

	Goodwill	Software	Patents & licences	Customer relationships	Total
	£000	£000	£000	£000	£000
Cost					
At 1 January 2022	208,686	33,911	43	357,503	600,143
Additions	-	7,726	-	-	7,726
Acquired on acquisition of business	185,827	1,726	-	400,196	587,749
Disposals	-	-	(14)	-	(14)
Foreign exchange adjustments	4,816	-	-	11,336	16,152
At 31 December 2022	399,329	43,363	29	769,035	1,211,756
Additions	-	11,354	-	3,785	15,139
Acquired on acquisition of business	262,209	4,688	-	63,649	330,546
Disposals	-	(1,362)	-	-	(1,362)
Reclassifications	-	345	-	-	345
Foreign exchange adjustments	(1,667)	(81)	-	(5,164)	(6,912)
At 31 December 2023	659,871	58,307	29	831,305	1,549,512
Amortisation					
At 1 January 2022	16,408	19,618	29	117,497	153,552
Charge for the year	-	7,178	-	55,337	62,515
Acquired on acquisition of business	-	392	-	-	392
Foreign exchange adjustments	-	-	-	590	590
At 31 December 2022	16,408	27,188	29	173,424	217,049
Charge for the year	-	7,858	-	79,744	87,602
Acquired on acquisition of business	-	1,518	-	-	1,518
Disposals	-	(1,045)	-	-	(1,045)
Reclassifications	-	345	-	-	345
Foreign exchange adjustments	-	(9)	-	286	277
At 31 December 2023	16,408	35,855	29	253,454	305,746
Carrying amount					
At 31 December 2023	643,463	22,452	-	577,851	1,243,766
At 31 December 2022	382,921	16,175	-	595,611	994,707

There are no accumulated impairment losses recognised in respect of goodwill as at 31 December 2023 (2022: £nil).

12 Goodwill and intangible assets

Impairment tests for goodwill

Goodwill is allocated to the Group's identified cash-generating units (CGUs) according to how acquired businesses have been integrated into the Group.

An analysis of the carrying value of goodwill by CGU for impairment testing is as follows. 2022 has been restated where there has been a change in CGU for testing purposes.

	2023 £000	Restated 2022 £000
Specialty	178,538	84,918
S&A	35,572	19,141
Barbon	27,132	27,132
Underwriting	38,146	38,146
London	94,018	94,182
Ireland	96,184	47,082
Poland	30,981	6,679
Spain	52,665	21,563
Germany	24,763	23,724
Netherlands	19,810	20,354
Italy	45,654	-
Total	643,463	382,921

Annual impairment review

The annual impairment review of goodwill is based on an assessment of each CGUs recoverable amount which is the higher of value in use or fair value less costs to sell. Value in use is calculated from cash flow projections based on the medium-term business plan which have been approved by management covering a five-year period. Fair value less costs to sell is based on a multiple of EBITDA based on recent transactions observed in the market price.

The value in use calculation is based on the following key assumptions used in the cash flow projections:

- Future revenue growth based on historical experience and market intelligence
- Operating margin based on historical experience and known cost optimisation initiative
- The projections exclude any estimated future cash flows expected to arise from restructuring not yet committed to

Cash flows beyond the five-year period are extrapolated by using the estimated long-term growth rates stated below. The long-term growth rates do not exceed the long-term growth rate for the countries in which the CGU operates in. Management has assessed the appropriate discount rate for each individual CGU. This has been assessed using a weighted average cost of capital for comparable companies and adjusted for risks specific to each CGU:

PIB GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

12 Goodwill and intangible assets

CGU	2023 Long-term growth rate	2022 long-term growth rate	2023 pre-tax discount rate	2022 pre-tax discount rate
Specialty	2%	2%	10.5%	8.1%
S&A	2%	2%	10.5%	8.1%
Barbon	2%	2%	10.5%	8.1%
Underwriting	2%	2%	10.5%	8.1%
London	2%	2%	10.5%	8.1%
Ireland	2%	2%	11.1%	8.1%
Poland	2.5%	2%	11.6%	8.1%
Spain	2%	2%	12.8%	8.1%
Germany	2%	2%	10.2%	8.1%
Netherlands	2%	2%	10.5%	8.1%
Italy	2%	-	13.7%	-

Impairment review

Following the Group's annual impairment review, no impairment was identified.

Sensitivity analysis

Sensitivity analysis was performed whereby certain key assumptions were subjected to reasonable changes, whilst other assumptions were held constant.

For CGUs where the value in use was used as the recoverable amount, the sensitivity was tested for the following three scenarios:

- Scenario one: Increase discount rate by 1%
- Scenario two: Reduction of perpetual growth rate to 0%
- Scenario three: Reduction of forecasted EBITDA growth rates for 2027 and 2028 to 0%

In all three scenarios there are no CGUs identified as being impaired, with the exception of Poland. In Poland an impairment charge on goodwill and intangible assets would arise under scenario 1 (£2,716k) and scenario 2 (£6,646k).

For CGUs where the fair value less costs to sell was used as the recoverable amount, the sensitivity was tested for the following two scenarios:

12 Goodwill and intangible assets

- Scenario one: Decrease in forecasted EBITDA by 10%
- Scenario two: Decrease in multiple used by 10%

The table below summarises the impairment charge on goodwill and intangible assets that would arise in each of the sensitised scenarios following from the reduction in fair value less cost to sell.

CGU	**Scenario 1**	**Scenario 2**
	£000	**£000**
Spain	4,676	6,848
Germany	5,634	5,634
Netherlands	4,584	4,584
Italy	2,754	4,395

There were no impairments arising for other CGUs in the sensitised scenarios.

While the sensitised scenarios indicated Spain, Germany, Netherlands and Italy could suffer an impairment, management do not consider these CGUs to be impaired based on the results of the base scenario and there are no reasonably possible changes in assumptions that will cause a material impairment. This is based on the likelihood of the sensitised scenarios to occur and the mitigating actions open to management such as further reduction in discretionary costs and other cost optimisation actions.

13 Property, plant and equipment

	Leasehold improvements £000	Office equipment £000	Computer hardware £000	Motor vehicles £000	Total £000
Cost					
At 1 January 2022	5,584	4,659	10,341	145	20,729
Additions	1,166	1,200	1,090	559	4,015
Acquired on acquisition of business	1,064	2,652	1,476	680	5,872
Disposals	-	(13)	(11)	(73)	(97)
Foreign currency adjustments	51	85	54	34	224
At 31 December 2022	7,865	8,583	12,950	1,345	30,743
Additions	1,250	953	1,954	24	4,181
Acquired on acquisition of business	1,312	3,259	1,485	469	6,525
Disposals	(577)	(1,125)	(142)	(574)	(2,418)
Reclassified as ROU assets	-	-	-	(98)	(98)
Foreign exchange adjustments	(37)	(47)	(31)	46	(69)
At 31 December 2023	9,813	11,623	16,216	1,212	38,864
Accumulated depreciation					
At 1 January 2022	4,226	4,013	8,355	122	16,716
Charge for the year	666	411	1,293	216	2,586
Acquired on acquisition of business	800	1,763	1,120	233	3,916
Disposals	-	(3)	-	(57)	(60)
Foreign currency adjustments	39	94	81	30	244
At 31 December 2022	5,731	6,278	10,849	544	23,402
Charge for the year	1,111	656	1,512	438	3,717
Acquired on acquisition of business	900	2,027	996	297	4,220
Disposals	(306)	(832)	(173)	(384)	(1,695)
Foreign exchange adjustments	(32)	(13)	(16)	30	(31)
At 31 December 2023	7,404	8,116	13,168	925	29,613
Carrying amount					
At 31 December 2023	2,409	3,507	3,048	287	9,251
At 31 December 2022	2,134	2,305	2,101	801	7,341

14 Leases

The material leases held by the Group are for property and motor vehicles. Property leases typically run for a period of five to ten years but can be considerably longer. Motor vehicle leases are typically three years.

Lease payments on properties may be subject to a review every few years. Many of the Group's long-term contracts have an option to terminate the lease prior to its end date. However, in most cases, termination options are not reasonably certain to be exercised so that the lease liability reflects all lease payments through to the ultimate end date of the lease.

Right-of-use assets	**Property**	**Motor vehicles**	**Total**
	£000	**£000**	**£000**
Cost			
At 1 January 2022	19,102	1,550	20,652
Additions	5,972	227	6,199
Acquired on acquisition of business	4,932	-	4,932
Disposals	(5,345)	(647)	(5,992)
At 31 December 2022	24,661	1,130	25,791
Additions	6,867	2,802	9,669
Reclassified from property, plant and equipment	-	98	98
Acquired on acquisition of business	2,989	-	2,989
Disposals	(2,086)	(438)	(2,524)
At 31 December 2023	32,431	3,592	36,023
Accumulated depreciation			
At 1 January 2022	6,697	885	7,582
Charge for the year	3,193	395	3,588
Disposals	(2,655)	(633)	(3,288)
At 31 December 2022	7,235	647	7,882
Charge for the year	4,781	693	5,474
Disposals	(1,765)	(438)	(2,203)
At 31 December 2023	10,251	902	11,153
Carrying amount			
At 31 December 2023	22,180	2,690	24,870
At 31 December 2022	17,426	483	17,909

14 Leases

Lease liabilities

The maturity analysis of lease liabilities is shown below:	**2023 £000**	**2022 £000**
Within one year	7,890	4,985
In one to five years	17,995	12,630
In over five years	8,665	6,867
	34,550	24,482
Less: unearned interest	(8,100)	(5,520)
	26,450	18,962
Analysed as:		
Current	7,654	4,814
Non-current	18,796	14,148
	26,450	18,962

The Group does not face a significant liquidity risk with regard to its lease liabilities. The total cash outflow for leases, including short-term leases and leases of low-value assets was £12,699k (2022: £9,470k).

Amounts recognised in the Statement of Profit or Loss	**2023 £000**	**2022 £000**
Depreciation of right-of-use assets	5,474	3,588
Interest expense on lease liabilities	1,940	1,279
Expense relating to short-term leases	4,439	3,557
Expense relating to leases of low-value assets	326	259
Expenses relating to variable lease payments	981	961

The variable lease payments relate to service charges. The expenses relating to short-term leases, low-value leases and variable lease payments are presented within other operating expenses.

15 Financial assets

	2023	2022
	£000	£000
Financial assets mandatorily measured at fair value through profit or loss		
Other investments	320	123

The other investments relate to a number of immaterial minority non-quoted equity holdings.

Movements in financial assets

	Other investments
	£000
Cost or valuation	
At 1 January 2023	123
Additions	51
Acquired on acquisition of business	598
Disposals	(452)
At 31 December 2023	320
Carrying amount	
At 31 December 2023	320
At 31 December 2022	123

Management have considered that there has not been a significant rise in credit risk since these assets were initially recognised. This follows an assessment of growth, ability to raise finance and the stability of the markets in which they operate.

There has been no change in the estimation techniques or significant assumptions made during the current reporting period in assessing the fair value for these financial assets.

16 Investments in associates

The Group owns 42.5% of the share capital of TransBrokers.eu. The principal place of business of TransBrokers.eu is Poland and the registered office is ul. Fiołkowa 3, 52-200 Wysoka, Polska. It is an insurance broker in the transport, shipping and logistics sector.

The summary statement of financial position of TransBrokers.eu as at 31 December 2023 is set out below:

	2023 £000	2022 £000
Non-current assets	118	117
Current assets	648	509
Total assets	766	626
Non-current liabilities	(10)	(5)
Current liabilities	(182)	(206)
Total liabilities	(192)	(211)
Net assets	574	415
57.5% not owned by the Group	(330)	(239)
Carrying value	244	176

The following is a summary of the movement during the year:

	£000
At 1 January 2023	176
Share of profit after tax	88
Dividend received from associate	(20)
At 31 December 2023	244

17 Subsidiaries

The following were the principal subsidiary and associate entities at 31 December 2023. Unless otherwise shown, the capital of each company is wholly owned, is in ordinary shares and the principal country of operation is the country of incorporation.

Subsidiary	Country of incorporation	%	Address
Acquinex A/S	Denmark	100	Bredgade 30, 1260 Copenhagen K
Acquinex GmbH	Germany	100	Kaiserhofstr. 10, 60313 Frankfurt am Main
Acquinex Limited	England	100	6 Lloyds Avenue, London, EC3N 3AX
Acquinex SP.Z.O.O	Poland	100	Skylight Building ul. Złota 59 00-120 Warsaw Poland
Acquinity Partners Agencia de Suscripción, S.L.	Spain	100	WeWork Glories Calle Tànger 86 08018 Barcelona Spain
AGRAVIS Versicherungsservice Geschäftsführungs GmbH	Germany	100	Industrieweg 110, 48155 Muenster
AGRAVIS Versicherungsservice GmbH & Co. KG	Germany	100	Plathnerstrasse 4a, 30175 Hanover
Aguirre Vila-Coro Correduría De	Spain	100	calle Clara del Rey nº 22, 28002, Madrid
Alan Tierney & Partners Ltd	Republic of Ireland	100	2nd Floor Otter House Modern Plant Naas Road Dublin 22 D22 CR92
Alto Insurance Group Ltd	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
Area Brokers Industria S.p.A.	Italy	100	Milano (MI) Viale Bianca Maria, 28, CAP 20129 Milan
Arlington Insurance Services Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
Ashbourne Insurance Services Limited	Republic of Ireland	100	2nd Floor Otter House Modern Plant Naas Road Dublin 22 D22 CR92
Asist SP.Z.O.O.	Poland	100	ul. Gen. Józefa Hallera 30, Starogard Gdański, 83-200 Starogard Gdański
Baily Garner (Health & Safety) Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
Balens Europe B.V.	Netherlands	100	Prins Henrikkade 169 1, 1011 Tc Amsterdam, Netherlands
Balens Insurance Finance Services Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
Balens Limited	England	100	Rossington's Business Park West Carr Road Retford Nottinghamshire DN22 7SW
Barbeck Midco 1 Limited	Jersey	100	44 Esplanade, Helier, Jersey, JE4 9WG
Barbeck Midco 2 Limited	Jersey	100	44 Esplanade, Helier, Jersey, JE4 9WG
Barbeck Midco 3 Limited	Jersey	100	44 Esplanade, Helier, Jersey, JE4 9WG
Barbeck Topco Limited	Jersey	100	44 Esplanade, Helier, Jersey, JE4 9WG
Barbon Holdings Limited	England	100	Hestia House, Edgewest Road, Lincoln, LN6 7EL
Barbon Insurance Group Limited	England	100	Hestia House, Edgewest Road, Lincoln, LN6 7EL
Barbon Legal Services Limited	England	100	Hestia House, Edgewest Road, Lincoln, LN6 7EL
Bartleet Enterprises Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW

17 Subsidiaries

Beck Bidco Limited	England	100	Hestia House, Edgewest Road, Lincoln, LN6 7EL
BHP Community Limited	Republic of Ireland	100	2nd Floor Otter House Modern Plant Naas Road Dublin 22 D22 CR92
Bloom Broking (Number 2) Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
Campion Insurances Limited	Republic of Ireland	100	2nd Floor Otter House Modern Plant Naas Road Dublin 22 D22 CR92
Campos Y Rial S.A.	Spain	100	Calle Colón 33-35, 2º, 36201, Vigo, Pontevedra, Spain
Catalonia Bidco GmbH	Germany	100	Leopoldstraße46, 80802 München, Germany
Channel Insurance Brokers (Jersey) Limited	Jersey	100	Ground Floor 7 Esplanade St Helier Jersey JE2 3QA
Channel Insurance Brokers Limited	Guernsey	100	PO Box 664, No 4 South Esplanade, St Peter Port, Guernsey, GY1 1AN
Cicor Internacional Correduria De seguros Y Reaseguros, S.L.U.	Spain	100	Calle Muntaner, 292, principal 1, Barcelona (08021)
Citynet Insurance Brokers Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
Citynet London Holdings Ltd	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
Cobra GAL (Holdings) Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
Cobra Holdings Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
Cobra Insurance Brokers Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
Cobra Network Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
Conbenefits Previsión Empresarial, S.L.U.	Spain	100	Calle de Aribau, número 200, 3º Planta, 08036, Barcelona
Conbenefits, S.L.U.	Spain	100	Calle de Aribau, número 200, 3º Planta, 08036, Barcelona
Confide Internacional Correduria De seguros Y Reaseguros, S.A.U.	Spain	100	c/ d'Aribau, 200, 3a Planta, 08036 Barcelona, Spain
Cooper Solutions Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
Cover4Pets Limited	England	100	4th Floor Clarendon House, Victoria Avenue, Harrogate, North Yorkshire, HG1 1JD
Creane & Creane Limited	Republic of Ireland	100	2nd Floor Otter House Modern Plant Naas Road Dublin 22 D22 CR92
Creane & Creane Life & Pensions	Republic of Ireland	100	2nd Floor Otter House Modern Plant Naas Road Dublin 22 D22 CR92
D. E. Ford (Insurance Brokers) Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
D. E. Ford Holdings Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
Damus Acquisitions Holdings Limited	Republic of Ireland	100	2nd Floor Otter House Modern Plant Naas Road Dublin 22 D22 CR92
Damus Acquisitions Limited	Republic of Ireland	100	2nd Floor Otter House Modern Plant Naas Road Dublin 22 D22 CR92

17 Subsidiaries

Delbrook Investment Holdings Limited	Republic of Ireland	100	2nd Floor Otter House Modern Plant Naas Road Dublin 22 D22 CR92
Eko Broker SP.Z.O.O.	Poland	100	Ul. Twarda 18, 00-105 Warszawa
Element Hinton (Insurance Brokers) Ltd	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
Emprocom Limited	England	100	Hestia House, Edgewest Road, Lincoln, Lincolnshire, England, LN6 7EL
Erskine Murray Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
Exito Broker SP.Z.O.O.	Poland	100	Ul. Twarda 18, 00-105 Warszawa
Exito Consulting SP. Z.O.O.	Poland	100	Ul. Twarda 18, 00-105 Warszawa
Farloe Holdings Limited	Republic of Ireland	100	84 Northumberland Road, Dublin
Fingal Insurance Group Designated Activity	Republic of Ireland	100	2nd Floor Otter House Modern Plant Naas Road Dublin 22 D22 CR92
Fish Administration Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
Gleeson Curtin Limited	Republic of Ireland	100	2nd Floor Otter House Modern Plant Naas Road Dublin 22 D22 CR92
Global Marine Services, S.A.	Spain	100	Calle Jose Lazaro Galdiano, nº 4, 7º derecha A, Madrid (28036)
Grupo VG Europe Correduria de Seguros, S.A.	Spain	100	Calle Vía Augusta 238, 08021 Barcelona
Guest Krieger Europe S.R.L.	Italy	100	6 Via Frencesco Ferrucci Milano 20145
Guest Krieger Limited	England	100	68 Cornhill, London, EC3V 3QX
Halligan Life & Pensions Limited	Republic of Ireland	100	2nd Floor Otter House Modern Plant Naas Road Dublin 22 D22 CR92
Houghton Insurance Bureau Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
i2 Healthcare Limited	England	100	C/O Mazars Llp, 30 Old Bailey, London EC4M 7AU
Iccuris Credit Solutions Correduría De Seguros, S.L.U.	Spain	100	C/ Claudio Coello, 19, 1º, 28001, Madrid
INS Broker Consultang Agencia Financiera, S.L.U.	Spain	100	Calle Carrera Zaragoza, 7, Tarazona, 50500, Zaragoza
Instituto de Desarrollo Asegurador, S.L.	Spain	100	Avenida de Alberto Alcocer, nº 5, 1º D, 28036, Madrid
Internet Insurance Holdings Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
Internet Insurance Services UK Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
Jigsaw Insurance Services Limited	England	100	4th Floor Clarendon House, Victoria Avenue, Harrogate, North Yorkshire, HG1 1JD
JMC Correduria de Seguros Manero, S.L.U.	Spain	100	Carrera de Zaragoza, Local No. 7 Zaragoza, 50500 Spain
JRT Insurance Brokers Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
Keegan and Meredith Finances (Ireland) Limited	Republic of Ireland	100	2nd Floor Otter House Modern Plant Naas Road Dublin 22 D22 CR92
Keegan Meredith & Williams Insurances Limited	Republic of Ireland	100	2nd Floor Otter House Modern Plant Naas Road Dublin 22 D22 CR92

17 Subsidiaries

Landmark Insbro Limited	Republic of Ireland	100	2nd Floor Otter House Modern Plant Naas Road Dublin 22 D22 CR92
Lansegur Correduría de Seguros S.L.U.	Spain	100	Calle María Díaz de Haro, nº 10 bis, 7º, 48013, Bilbao, Bizkaia
Let Alliance Limited	England	100	Dodleston House, Bell Meadow Business Park, Pulford, Chester, CH4 9EP
Letsure Underwriting Limited	England	100	Hestia House Edgewest Road Lincoln LN6 7EL
Letsure Underwriting Management Limited	England	100	Hestia House Edgewest Road Lincoln LN6 7EL
Light B.V.	Netherlands	100	Olympisch Stadion 12 1076 DE Amsterdam Noord-Holland Netherlands
Marx Re Insurance Brokers GmbH	Germany	100	Leopoldstraße 46 80802 München
McGivern Insurance Limited	Republic of Ireland	100	36 Lad Lane, Dublin
McLaughlin & Greaney Insurances Limited	Republic of Ireland	100	Number 5 Merchants Road, Galway
McLaughlin & Greaney Limited	Republic of Ireland	100	2nd Floor Otter House Modern Plant Naas Road Dublin 22 D22 CR92
Michael Henchy (Insurances) Limerick Limited	Republic of Ireland	100	2nd Floor Otter House Modern Plant Naas Road Dublin 22 D22 CR92
Morton Michel Holdings Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
Morton Michel Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
Munster Insurances and Financial Limited	Republic of Ireland	100	2nd Floor Otter House Modern Plant Naas Road Dublin 22 D22 CR92
Munster Money Matters	Republic of Ireland	100	2nd Floor Otter House Modern Plant Naas Road Dublin 22 D22 CR92
National Insurance Limited	Republic of Ireland	100	2nd Floor Otter House Modern Plant Naas Road Dublin 22 D22 CR92
NCI Biker Rescue Limited	England	100	4th Floor Clarendon House, Victoria Avenue, Harrogate, North Yorkshire, HG1 1JD
NCI Consultants Limited	England	100	4th Floor Clarendon House, Victoria Avenue, Harrogate, North Yorkshire, HG1 1JD
NCI Insurance Services Limited	England	100	4th Floor Clarendon House, Victoria Avenue, Harrogate, North Yorkshire, HG1 1JD
New Sure Life Limited	Republic of Ireland	100	2nd Floor Otter House Modern Plant Naas Road Dublin 22 D22 CR92
Noceda Corredores, S.L	Spain	100	Calle Doctor Rubiños nº 2, 2ºD, 27760, Lourenzá, Lugo
Oliver Murphy Insurance Broker Limited	Republic of Ireland	100	2nd Floor Otter House Modern Plant Naas Road Dublin 22 D22 CR92
Optis Insurances Limited	Republic of Ireland	100	2nd Floor Otter House Modern Plant Naas Road Dublin 22 D22 CR92
Personal and Specialist Insurance Designated Activity Company	Republic of Ireland	100	2nd Floor Otter House Modern Plant Naas Road Dublin 22 D22 CR92
PIB (Group Services) Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
PIB (Legacy EB) Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW

PIB GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

17 Subsidiaries

PIB Agency SP. Z.O.O.	Poland	100	Ul. Fiołkowa 3, 52-200 Wysoka
PIB Broker S.A.	Poland	100	Ul. Fiołkowa 3, 52-200 Wysoka
PIB Employee Benefits Holdings Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
PIB Employee Benefits Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
PIB Group (Holland Bidco) B.V.	Netherlands	100	De Lairessestraat 145 E, 1075HJ Amsterdam
PIB Group (Italy Bidco) S.r.l.	Italy	100	Milano (MI) Viale Bianca Maria, 28, CAP 20129 Milan
PIB Group (Nordic Bidco) AS	Norway	100	Nytt Foretak AS, Grundingen 6, 0250 OSLO
PIB Group Benelux (UK) Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
PIB Group BidCo Romania S.r.l	Romania	100	6-8 Corneliu Coposu Blvd Module M39 8th Floor 3rd Disctrict Bucharest Romania
PIB Group CEE (UK) Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
PIB Group España Correduría De Seguros Y Reaseguros, S.A.U.	Spain	100	Calle Aribau, 200, planta tercera, Barcelona (08036)
PIB Group Europe (UK) Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
PIB Group Germany (BidCo) GmbH	Germany	100	Youco24 Business Center, Amelia-Mary-Earhart-Straße 8, 60549 Frankfurt am Main
PIB Group Germany (Holdco) GmbH & Co. KG	Germany	100	Königsallee 19, 40212 Düsseldorf
PIB Group Germany HoldCo GP GmbH	Germany	100	Königsallee 19, 40212 Düsseldorf
PIB Group Germany (UK) Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
PIB Group Poland SP.Z.O.O	Poland	100	Ul. Fiołkowa 3, 52-200 Wysoka
PIB Group Spain (UK) Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
PIB Insurance (Europe) Limited	Republic of Ireland	100	2nd Floor Otter House Modern Plant Naas Road Dublin 22 D22 CR92
PIB RE SP. Z.O.O.	Poland	100	Ul. Twarda 18, 00-105 Warszawa
PIB Risk Management Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
PIB Risk Services Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
PIB Ubezpieczenia SP. Z.O.O. [1]	Poland	100	ul. Fiołkowa 3, 52-200 Wysoka
Premier Business Cost Saving Specialists Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
Privat Asesoramiento Correduría de Seguros, S.LU.	Spain	100	Calle Via augusta 48-54, 3º-1ª, 08006 Barcelona
Propgen Holdings Limited	Malta	100	The Hedge Business Centre, Level 3, Triq ir-Rampa ta' San Giljan, Balluta Bay, St Julians, STJ 1062

PIB GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

17 Subsidiaries

Propgen Limited	Malta	100	The Hedge Business Centre, Level 3, Triq ir-Rampa ta' San Giljan, Balluta Bay, St Julians, STJ 1062
Pure Risks Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
Q Specialty Limited (formerly Acquinity Partners Limited)	England	100	6 Lloyds Avenue London EC3N 3AX
Q Underwriting Services Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
Qui Polizza S.r.l.	Italy	100	Milano (MI), Corso Venezia 37, 20121
Quick Quotes Limited	Republic of Ireland	100	2nd Floor Otter House Modern Plant Naas Road Dublin 22 D22 CR92
R A Back Office Services (India)	India	100	3rd Floor Landmark Building, Race Course Circle, Vadodara, Gujarat - 390007, India
R A Insurance Brokers Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
RBIG Corporate Risk Services Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
RBIG Financial Services Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
RBIG Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
Rent4Sure Limited	England	100	Rossington's Business Park West Carr Road Retford Nottinghamshire DN22 7SW
Resolutions SP.Z.O.O	Poland	100	ul. Migdałowa 4 /28, 02-796 Warszawa
Rigton Insurance Services Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
Risqwise B.V.	Netherlands	100	Van Nelleweg 1, 3044BC Rotterdam
Sebastopol (Ireland) Limited	Republic of Ireland	100	2nd Floor Otter House Modern Plant Naas Road Dublin 22 D22 CR92
SG IFOXX Assekuranzmaklergesellschaft	Germany	100	Galgenbergstr. 2 c, 93053 Regensburg
Simply Insurance Services Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
SSD Insurances Designated Activity Company	Republic of Ireland	100	2nd Floor Otter House Modern Plant Naas Road Dublin 22 D22 CR92
St Giles Holdings (Number 1) Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
St Giles Holdings (Number 2) Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
St Giles International Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
St Luke Underwriting Ltd.	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
St. Giles Insurance & Finance Services Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
Sterling Rock Limited	England	100	4th Floor Clarendon House, Victoria Avenue, Harrogate, North Yorkshire, HG1 1JD
Sullivan Insurances (Limerick) Limited	Ireland	100	2nd Floor Otter House Modern Plant Naas Road Dublin 22 D22 CR92

PIB GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

17 Subsidiaries

Thistle Insurance Services Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
Tim Duggan Insurances Limited	Republic of Ireland	100	17 O'Curry Street Co. Limerick Limerick V94NPY7
Tractio Risk Correduria de Seguros, S.L.U.	Spain	100	Calle Juan Ajuriaguerra 10 - BJ DR 48009 Bilbao Spain
Tractio Risk Solutions, S.L.U.	Spain	100	Paseo de la Castellana 139, 1º (28046 - Madrid)
Transbrokers.EU SP Z.O.O	Poland	42.5	Ul. Fiolkowa 3, 52-200 Wyoska
UK & Ireland holdings Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
UK & Ireland Insurance Services Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW
Vehicle Rescue Network Limited	England	100	4th Floor Clarendon House, Victoria Avenue, Harrogate, North Yorkshire, HG1 1JD
Vimmerby Holdings Limited	Republic of Ireland	100	84 Northumberland Road, Dublin
WDB Consulting SP.Z O.O.	Poland	100	3 Fiołkowa Street, 52-200 Wysoka
WDB SA	Poland	100	3 Fiołkowa Street, 52-200 Wysoka
Zorab Insurance Services Limited	England	100	Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW

All subsidiaries above are 100% owned with the exception of Transbrokers.EU SP Z.O.O. (see note 16) and have been included within these consolidated financial statements.

[1] On the 1st February 2024 ,Ubezpieczaj.pl SP.Z.O.O. merged with Netins Insurance SP. Z.O.O. and became PIB Ubezpieczenia SP.Z.O.O.

18 Subsidiary guarantees

As a parent company established under the law of the UK (an EEA state) for the 12 month period ended 31 December 2023, PIB Group Limited took advantage of the exemption from audit under section 479A of the Companies Act 2006 for the following subsidiary undertakings:

Acquinex Limited (10637152)
Alto Insurance Group Ltd (07903709)
Arlington Insurance Services Limited (05356494)
Baily Garner (Health & Safety) Ltd (02703372)
Balens Insurance Finance Services Limited (06508297)
Balens Limited (04931050)
Barbon Holdings Limited (07435517)
Barbon Legal Services Limited (13839828)
Bartleet Enterprises Limited (07892872)
Beck Bidco Limited (09475437)
Bloom Broking (Number 2) Limited (12338461)
Citynet London Holdings Limited (08218863)
Cobra GAL (Holdings) Limited (05074528)
Cobra Holdings Limited (05548507)
Cobra Insurance Brokers Limited (03233679)
Cobra Network Limited (04628555)
Cooper Solutions Limited (05168547)
Cover4Pets Limited (08984511)

PIB GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

18 Subsidiary guarantees

D. E. Ford (Insurance Brokers) Limited (01282731)
D. E. Ford Holdings Limited (08038956)
Element Hinton (Insurance Brokers) Limited (07568517)
Emprocom Limited (06485706)
Erskine Murray Limited (09564100)
Fish Administration Limited (04214119)
Guest Krieger Limited (01203847)
Houghton Insurance Bureau Limited (01517422)
Internet Insurance (Holdings) Limited (08541798)
Internet Insurance Services UK Limited (03928028)
Jigsaw Insurance Services Limited (05052874)
JRT Insurance Brokers Limited (09213670)
Let Alliance Limited (07338620)
Letsure Underwriting Limited (03115130)
Letsure Underwriting Management Limited (03115069)
Morton Michel Holdings Limited (07837994)
Morton Michel Limited (05120835)
NCI Biker Rescue Limited (04741148)
NCI Consultants Limited (03976374)
NCI Insurance Services Limited (04741145)
PIB (Group Services) Limited (10315628)
PIB (Legacy EB) Limited (10315612)
PIB Employee Benefits Holdings Limited (03702198)
PIB Employee Benefits Limited (02026964)
PIB Group Benelux (UK) Limited (13771029)
PIB Group CEE (UK) Limited (06920259)
PIB Group Europe (UK) Limited (07834330)
PIB Group Germany (UK) Limited (13532211)
PIB Group Limited (09900466)
PIB Group Spain (UK) Limited (13533012)
PIB Risk Management Limited (07473310)
Premier Business Cost Saving Specialists Limited (07966466)
Pure Risks Limited (08086019)
Q Specialty Limited (formerly Acquinity Partners Limited) (11018914)
Q Underwriting Services Limited (08946569)
R A Insurance Brokers Limited (03248029)
RBIG Corporate Risk Services Limited (02340607)
RBIG Financial Services Limited (02363947)
RBIG Limited (06872359)
Rent4Sure Limited (06988086)
Rigton Insurance Services Limited (01159640)
Simply Insurance Services Limited (03904070)
St Giles Holdings (Number 1) Limited (04177988)
St Giles Holdings (Number 2) Limited (12057439)
St Giles International Limited (01743505)
St Luke Underwriting Ltd. (10498147)
St. Giles Insurance & Finance Services Limited (01040641)
Sterling Rock Limited (06791488)

PIB GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

18 Subsidiary guarantees

Thistle Insurance Services Limited (0338645)
UK & Ireland Holdings Limited (09761677)
UK & Ireland Insurance Services Limited (02793327)
Vehicle Rescue Network Limited (06700278)
Zorab Insurance Services Ltd (02550599)

PIB Group Limited guarantees the subsidiaries above under section 479C of the Companies Act 2006 in respect of the year ended 31 December 2023. The aggregate carrying value of liabilities guaranteed by the Company under the use of this exemption at the end of the reporting date was £225,944k (2022: £160,163k).

19 Trade and other receivables

	2023 £000	2022 £000
Trade receivables	49,494	57,948
Other debtors	6,695	4,757
Amounts owed from Group undertakings	882	2,915
Prepayments	28,761	14,586
	85,832	80,206

Amounts owed from Group undertakings are unsecured, interest free and repayable on demand.

20 Cash and cash equivalents

	2023 £'000	2022 £'000
Office cash	186,356	276,418
Insurance cash and cash equivalents	148,738	117,968
	335,094	394,386

21 Contract balances

	2023 £'000	2022 £'000
Current contract assets		
Cost of fulfilment asset	1,808	1,514
Profit commission	11,670	13,254
	13,478	14,768

	2023 £'000	2022 £'000
Non-current contract assets		
Profit commission	8,193	221

The cost of fulfilment asset relates to the time spent by staff in the placement of new and renewed policies in a reporting period prior to the recognition of the related revenue.

As the period of time over which these placement activities take place is typically only up to two months, the full balance at the end of each reporting period has been released to the Statement of Profit or Loss in the following year.

No impairment loss has been recognised in respect of the cost of fulfilment asset either in 2022 or 2023.

There has been no change in the estimation techniques or significant assumptions made during the current reporting period in assessing the fair value for profit commission.

	2023 £'000	2022 £'000
Contract liabilities		
Claims handling obligations	2,457	3,094
Other deferred revenue	5,148	5,204
	7,605	8,298

All contract liabilities are due within 12 months.

PIB GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

22 Derivative financial instruments

There were no open forward contracts at 31 December 2023. As at 31 December 2022, there were US$12,075 of open forward contracts for sale at £9,557 as set out below.

As at 31 December 2022	**Amount**	**Committed exchange rate**	**Contracted value**	**Fair value**
Expires	**US$000**	**%**	**£000**	**£000**
03 January 2023	200	1.2065	166	-
17 January 2023	100	1.2194	82	1
23 January 2023	75	1.3055	57	5
25 January 2023	150	1.1834	127	(2)
16 February 2023	100	1.2204	82	1
21 February 2023	75	1.3062	57	5
27 February 2023	150	1.1837	127	(2)
16 March 2023	100	1.2213	82	1
21 March 2023	75	1.3070	57	5
27 March 2023	150	1.1839	127	(2)
31 March 2023	2,400	1.2775	1,879	27
17 April 2023	100	1.2226	82	1
25 April 2023	150	1.1842	127	(2)
28 April 2023	2,200	1.2650	1,739	25
16 May 2023	100	1.2235	82	1
25 May 2023	150	1.1843	127	(3)
31 May 2023	1,800	1.3000	1,385	44
16 June 2023	100	1.2244	82	1
26 June 2023	150	1.1843	127	(3)
17 July 2023	1,800	1.2950	1,390	59
25 July 2023	150	1.1845	127	(3)
31 July 2023	1,650	1.2500	1,320	34
25 August 2023	150	1.1845	127	(3)
	12,075		9,557	190

All derivatives are measured at fair value. Fair value has been calculated from data sources from an independent financial market data provider.

23 Borrowings

	2023	**2022**
	£000	**£000**
Unsecured borrowings at amortised cost		
Loans from related parties	891,481	909,382
Loan notes	-	16,743
	891,481	926,125

23 Borrowings

The Company's intermediate parent company, Paisley Bidco Limited, entered a credit facility on 17 March 2021 and a further ACF 3 on the 3 February 2023, which it draws down on and lends to the Group on similar terms. As at the year end, the facility consisted of a £1,312m long term loan due to mature in 2028 with an initial margin of either 5.5% or 6% on the original facility and 6.75% or 7% on the ACF 3. The margin is dependent on the currency of the drawdown and the tranche of the facility. There is also a commitment fee on any undrawn amount of the facility of 30% of margin. In addition, there is a £95m revolving facility due to mature in 2027 with an initial margin of 2.75% plus a commitment fee on any undrawn amount of the facility of 35% of margin. All are subject to a ratchet that would result in margins between 4.75% and 6.25% on the original facility, 6.50% and 7.25% on ACF 3 and between 2.25% and 2.75% on the revolving facility. In addition to these respective margins, each loan attracts an interest charge equivalent to SONIA (Sterling Overnight Interbank Average Rates) (previously GBP LIBOR, London Interbank Offered Rate) or EURIBOR (Euro Interbank Offered Rate) on euro denominated draw downs.

The loan notes represented a principal of £7,826k (2022: £7,826k) plus accrued interest which was compounded annually on 31 December. The loan notes carried an interest rate of 12% and were redeemable in 2026. The loan notes were settled on 30 November 2023.

24 Trade and other payables

	2023 £000	2022 £000
Current		
Trade payables	122,928	125,964
Amounts owed to Group undertakings	-	101,497
Accruals	49,041	32,804
Deferred consideration	3,915	4,846
Social security and other taxation	7,587	5,045
Contingent consideration	34,428	77,372
Other creditors	37,679	30,575
	255,578	378,103

	2023 £000	2022 £000
Non-current		
Contingent consideration	7,984	10,102

The Group has financial risk management policies in place to ensure that all payables are paid within the pre-agreed credit terms.

Management consider that the carrying amount of trade payables approximates to their fair value.

Other creditors include £26,444k (2022: £20,908k) of performance-based consideration owed to vendors on acquisitions.

Amounts owed to Group undertakings in 2022 were unsecured, interest free and repayable on demand.

25 Deferred taxation

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis. The following is the analysis of the deferred tax balances (after offset) for financial reporting purposes:

	2023 £000	2022 £000
On acquisition of customer relationships	(132,564)	(138,749)
Accelerated tax depreciation	(1,644)	1,033
Short term timing differences	514	83
Unutilised losses	9,688	6,116
	(124,006)	(131,517)

Movements in the year:	**£000**
Net liability as at 1 January 2023	(131,517)
Charge to Statement of Profit or Loss	19,894
On acquisition of business combinations	58
On acquisition of customer relationships	(12,762)
Foreign exchange adjustments	321
Net liability as at 31 December 2023	(124,006)

In April 2023 the UK Corporation Tax Rate increased from 19% to 25%. UK deferred tax balances as at 31 December 2023 and 31 December 2022 are measured at the rate that the respective assets and liabilities will reverse.

26 Provisions for liabilities

	2023	2022
	£000	£000
Dilapidations provision	704	679
Other provisions	119	37
	823	716

Analysis of provisions

Provisions are classified based on the amounts that are due within the next 12 months and after more than 12 months from the reporting date, as follows:

	2023	2022
	£000	£000
Current liabilities	119	37
Non-current liabilities	704	679
	823	716

Movements on provisions:

	Dilapidations provision	Other provisions	Total
	£000	£000	£000
At 1 January 2023	679	37	716
Acquired on acquisition of business	25	-	25
Additional provisions in the year	-	82	82
At 31 December 2023	704	119	823

Provisions have not been discounted as the effect of the time value of money is immaterial.

The following information describes how the best estimate for each provision has been calculated.

The Group has dilapidation provisions in respect of premises that it occupies. The provision relates to future reparation costs on these premises. The dilapidation costs have been estimated using the Group's past experience of similar expenses. Dilapidation payments are due at the earlier of the break option or end of the property lease.

The Group makes a service charge provision where the Group vacates a building and is still required to pay the service charge until the end of the contract. The unused rent element of the lease is recognised as an impairment to the associated right-of-use asset.

26 Provisions for liabilities

Other provisions relate to restructuring. The Group recognises a provision for restructuring when it has a legal or constructive obligation to carry out the restructuring. The restructuring may be the sale or termination of a line of business, the closure or relocation of business activities in a particular region, changes in management structure or any other reorganisations with a material effect on the entities operations. The Group only recognises the provision when it has a formal detailed plan and it has raised a valid expectation in those affected that it will carry out the restructuring.

27 Financial instruments

The carrying amounts of the Group's financial assets and liabilities in each measurement category are as follows:

Financial assets	2023 £000	2022 £000
Measured at amortised cost:		
Trade receivables and other debtors	56,189	62,705
Profit commission	19,863	13,475
Amounts owed by Group undertakings	882	2,915
Cash and cash equivalents	335,094	394,386
	412,028	473,481
Mandatorily measured at fair value through profit or loss:		
Other investments	320	123
	412,348	473,604

Financial liabilities		
Measured at amortised cost:		
Loan notes	-	16,743
Deferred consideration	3,915	4,846
Loans from related parties	891,481	909,382
Trade payables and other creditors	160,607	156,539
Lease liabilities	26,450	18,962
	1,082,453	1,106,471
Mandatorily measured at fair value through profit or loss:		
Contingent consideration	42,412	87,474
Derivative financial instruments	-	190
	1,124,865	1,194,136

The carrying value of financial assets and liabilities held at amortised cost approximate to their fair value.

27 Financial instruments

Financial instruments held at fair value

The disclosure of fair value measurements by level is assessed using the following fair value measurement hierarchy:

- quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1)
- inputs other than quoted prices included within Level 1 that are observable for the asset or liability (Level 2)

- inputs for the asset or liability that are not based on observable market data (Level 3)

The level 2 instruments are not traded in an active market and therefore their fair value has been determined using forward exchange rates or forward interest rates derived from market sourced data.

The fair value of level 3 instruments have been determined using the probable cash flow profile using management forecast data, with the cash flows discounted back to present value.

The fair value of other investments has been estimated at cost due to insufficient recent available information to determine fair value. There are no indicators that cost is not representative of fair value.

Contingent consideration relates to estimated future earn out payments resulting from business combinations. Earn out payments are linear based on either revenue or EBITDAE (Earnings before interest, taxes, depreciation, amortisation and exceptional costs) and cover a period of one to three years. Estimates of these payments are made by reference to detailed reviews of historical performance, forecasts and expected customer retention. The undiscounted value of contingent consideration is £43,332k (2022: £90,050k). The estimated cashflows are discounted where material. Apart from where the earn out period has been completed, the range of outcomes has not changed during the year.

At 31 December 2023	**Level 1 £000**	**Level 2 £000**	**Level 3 £000**
Other investments	-	-	320
Contingent consideration	-	-	(42,412)

At 31 December 2022	**Level 1 £000**	**Level 2 £000**	**Level 3 £000**
Other investments	-	-	123
Contingent consideration	-	-	(87,474)

27 Financial instruments

Reconciliation of movements in Level 3 financial instruments

	Other investments £000	Contingent consideration £000	Total £000
Balance at 1 January 2023	123	(87,474)	(87,351)
Gains and losses recognised in profit or loss	-	(9,819)	(9,819)
Acquisitions	598	(34,287)	(33,689)
Additions	51	(2,033)	(1,982)
Settlements	-	90,789	90,789
Settlements - financing element	-	2,520	2,520
Disposals	(452)	-	(452)
Unwinding of discount	-	(2,447)	(2,447)
Foreign exchange adjustments	-	339	339
Balance at 31 December 2023	320	(42,412)	(42,092)

	Other investments £000	Contingent consideration £000	Total £000
Balance at 1 January 2022	188	(15,421)	(15,233)
Gains and losses recognised in profit or loss	-	(4,122)	(4,122)
Acquisitions	117	(71,092)	(70,975)
Settlements	-	6,549	6,549
Disposals	(182)	-	(182)
Unwinding of discount	-	(2,011)	(2,011)
Foreign exchange adjustments	-	(1,377)	(1,377)
Balance at 31 December 2022	123	(87,474)	(87,351)

There has been no change in the fair value of these financial instruments that are attributable to changes in credit risk (2022: £nil).

Sensitivity analysis on level 3 instruments

The other investments relate to a number of immaterial minority non-quoted equity holdings.

The contingent consideration is dependent on the future revenue performance of certain historical Group acquisitions. A 10% increase/(decrease) in performance over their remaining respective performance periods would result in a £4,213k/(£9,490k) increase/(decrease) (2022: £3,763k/(£37,843k)) in contingent consideration and a corresponding gain/loss in the Statement of Profit or Loss.

28 Retirement benefit schemes

Defined contribution schemes	2023 £000	2022 £000
Charge to Statement of Profit or Loss in respect of defined contribution schemes	4,662	4,196

The Group operates a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the Group in an independently administered fund.

29 Called up share capital

	2023		2022	
Ordinary share capital	**Number**	**£000**	**Number**	**£000**
Issued and fully paid				
Ordinary A of £0.01 each	431,622,669	432	296,922,439	297
Ordinary B of £1 each	4,000	4	4,000	4
	431,626,669	436	296,926,439	301

The Company has two classes of ordinary shares neither of which carry a right to fixed income, have full voting rights, the right to receive a dividend and the right on a distribution of capital (including on a winding up) to participate equally with the other shares in issue.

Reconciliation of movements in ordinary A shares during the year:

	2023 Number	2022 Number
At 1 January	296,922,439	296,922,439
Issue of fully paid shares	134,700,230	-
At 31 December	431,622,669	296,922,439

For a reconciliation of movements in share premium see the statement of changes in equity.

30 Capital contribution reserve

On 30 November 2023, Ivy Finco Limited, a fellow Group undertaking, waived loans amounting to £305,787k and £23,456k due from PIB Group Limited and Barbeck Midco 3 Limited respectively. These were deemed capital contributions and are not taxable.

On 30 November 2023, a number of loans to fellow Group undertakings amounting to £2,921k were waived by PIB Group Limited. These were deemed capital distributions and are not taxable.

PIB GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

31 Acquisitions of a business

During the year the Group made a number of acquisitions, a summary of which is detailed below:

Summary

	Book Value £000	**Adjustments £000**	**Fair Value £000**
Intangible assets	3,170	63,649	66,819
Property, plant and equipment	2,305	-	2,305
Right-of-use assets	2,989	-	2,989
Other investments	598	-	598
Trade and other receivables	23,494	-	23,494
Cash and cash equivalents	45,580	-	45,580
Trade and other payables	(49,631)	-	(49,631)
Lease liabilities	(2,989)		(2,989)
Provisions	(25)	-	(25)
Borrowings	(4,629)	-	(4,629)
Tax liabilities	(2,149)	-	(2,149)
Deferred tax	58	(12,762)	(12,704)
Total identifiable net assets	18,771	50,887	69,658
Goodwill			262,209
Total consideration			331,867

The consideration was satisfied by:	**£000**
Cash	251,179
Deferred consideration	15,433
Contingent consideration	34,287
Equity	30,968
	331,867

Contribution by the acquired businesses for the reporting period since acquisition:	**£000**
Revenue	54,382
Profit/(loss) before tax	14,421

If all of these acquisitions had completed on the first day of the reporting period, Group revenues would have been reported as £483,504k and loss before tax as £90,331k.

None of the goodwill recognised is expected to be deductible for income tax purposes.

Acquisition costs arising as a result of these transactions amount to a total of £9,000k and has been recognised as part of other operating expenses in the Statement of Profit or Loss.

PIB GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

31 Acquisitions of a business

The business combinations included within the summary above are shown individually below:

On 5 January 2023 the Group acquired 100% of the issued share capital of McGivern Insurance Limited, a retail insurance broker operating from Ireland.

	Book Value £000	Adjustments £000	Fair Value £000
Intangible assets	8	2,101	2,109
Property, plant and equipment	21	-	21
Trade and other receivables	2,410	-	2,410
Cash and cash equivalents	2,083	-	2,083
Trade and other payables	(2,522)	-	(2,522)
Tax liabilities	12	-	12
Deferred tax	-	(263)	(263)
Total identifiable net assets	2,012	1,838	3,850
Goodwill			6,853
Total consideration			10,703

The consideration was satisfied by:	£000
Cash	9,551
Deferred consideration	1,152
	10,703

Contribution by the acquired businesses for the reporting period since acquisition:	£000
Revenue	1,763
Profit/(loss) before tax	559

If this acquisition had completed on the first day of the reporting period, Group revenues would have been reported as £463,804k and loss before tax as £96,203k.

Goodwill represents the assembled workforce, IT synergies and the opportunity to cross-sell Group products. None of the goodwill recognised is expected to be deductible for income tax purposes.

PIB GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

31 Acquisitions of a business

On 11 January 2023 the Group acquired 100% of the issued share capital of Asist SP. Z.O.O., a retail insurance broker operating from Poland.

	Book Value £000	Adjustments £000	Fair Value £000
Intangible assets	-	5,266	5,266
Property, plant and equipment	20	-	20
Trade and other receivables	187	-	187
Cash and cash equivalents	1,410	-	1,410
Trade and other payables	(440)	-	(440)
Tax liabilities	(37)	-	(37)
Deferred tax	-	(1,001)	(1,001)
Total identifiable net assets	1,140	4,265	5,405
Goodwill			19,861
Total consideration			25,266

The consideration was satisfied by:	£000
Cash	14,366
Deferred consideration	1,091
Contingent consideration	4,893
Equity	4,916
	25,266

Contribution by the acquired businesses for the reporting period since acquisition:	£000
Revenue	12,795
Profit before tax	2,332

If this acquisition had completed on the first day of the reporting period, Group revenues would have been reported as £463,804k and loss before tax as £96,203k.

Goodwill represents the assembled workforce, IT synergies and the opportunity to cross-sell Group products. None of the goodwill recognised is expected to be deductible for income tax purposes.

The contingent consideration is linear based on a percentage of revenue and therefore the minimum payment is nil and the maximum is unlimited.

31 Acquisitions of a business

On 1 February 2023 the Group acquired 100% of the issued share capital of Quick Quotes Limited, a retail insurance broker operating from Ireland.

	Book Value £000	Adjustments £000	Fair Value £000
Intangible assets	-	1,005	1,005
Property, plant and equipment	10	-	10
Right-of-use assets	212	-	212
Trade and other receivables	52	-	52
Cash and cash equivalents	359	-	359
Trade and other payables	(287)	-	(287)
Lease liabilities	(212)	-	(212)
Tax liabilities	(5)	-	(5)
Deferred tax	-	(126)	(126)
Total identifiable net assets	129	879	1,008
Goodwill			3,542
Total consideration			4,550

The consideration was satisfied by:	£000
Cash	3,340
Deferred consideration	114
Equity	1,096
	4,550

Contribution by the acquired businesses for the reporting period since acquisition:	£000
Revenue	787
Profit/(loss) before tax	387

If this acquisition had completed on the first day of the reporting period, Group revenues would have been reported as £463,915k and loss before tax as £96,203k.

Goodwill represents the assembled workforce, IT synergies and the opportunity to cross-sell Group products. None of the goodwill recognised is expected to be deductible for income tax purposes.

PIB GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

31 Acquisitions of a business

On 15 February 2023 the Group acquired 100% of the issued share capital of Halligan Life and Pensions Limited, a retail insurance broker operating from Ireland.

	Book Value £000	Adjustments £000	Fair Value £000
Intangible assets	-	2,404	2,404
Property, plant and equipment	10	-	10
Trade and other receivables	393	-	393
Cash and cash equivalents	1,549	-	1,549
Trade and other payables	(1,856)	-	(1,856)
Tax liabilities	(1)	-	(1)
Deferred tax	-	(300)	(300)
Total identifiable net assets	95	2,104	2,199
Goodwill			2,117
Total consideration			4,316

The consideration was satisfied by:	£000
Cash	4,088
Deferred consideration	140
Equity	88
	4,316

Contribution by the acquired businesses for the reporting period since acquisition:	£000
Revenue	1,181
Profit/(loss) before tax	664

If this acquisition had completed on the first day of the reporting period, Group revenues would have been reported as £463,838k and loss before tax as £96,238k.

Goodwill represents the assembled workforce, IT synergies and the opportunity to cross-sell Group products. None of the goodwill recognised is expected to be deductible for income tax purposes.

PIB GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

31 Acquisitions of a business

On 16 February 2023 the Group acquired 100% of the issued share capital of Jigsaw Insurance PLC, a retail insurance broker operating from UK.

	Book Value £000	Adjustments £000	Fair Value £000
Intangible assets	328	1,275	1,603
Property, plant and equipment	376	-	376
Right-of-use assets	398	-	398
Trade and other receivables	4,869	-	4,869
Cash and cash equivalents	7,670	-	7,670
Trade and other payables	(6,782)	-	(6,782)
Lease liabilities	(398)	-	(398)
Provisions	(25)	-	(25)
Tax liabilities	(110)	-	(110)
Deferred tax	(68)	(319)	(387)
Total identifiable net assets	6,258	956	7,214
Goodwill			16,429
Total consideration			23,643

The consideration was satisfied by:	£000
Cash	23,643
	23,643

Contribution by the acquired businesses for the reporting period since acquisition:	£000
Revenue	8,415
Profit/(loss) before tax	1,076

If this acquisition had completed on the first day of the reporting period, Group revenues would have been reported as £463,804k and loss before tax as £96,203k.

Goodwill represents the assembled workforce, IT synergies and the opportunity to cross-sell Group products. None of the goodwill recognised is expected to be deductible for income tax purposes.

PIB GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

31 Acquisitions of a business

On 1 March 2023 the Group acquired 100% of the issued share capital of Campos Y Rial S.A., a retail insurance broker operating from Spain.

	Book Value £000	Adjustments £000	Fair Value £000
Intangible assets	14	1,372	1,386
Property, plant and equipment	118	-	118
Other investments	27	-	27
Trade and other receivables	1,056	-	1,056
Cash and cash equivalents	2,462	-	2,462
Trade and other payables	(1,714)	-	(1,714)
Borrowings	(822)	-	(822)
Tax liabilities	(160)	-	(160)
Deferred tax	-	(343)	(343)
Total identifiable net assets	981	1,029	2,010
Goodwill			5,821
Total consideration			7,831

The consideration was satisfied by:	£000
Cash	5,161
Deferred consideration	649
Contingent consideration	961
Equity	1,060
	7,831

Contribution by the acquired businesses for the reporting period since acquisition:	£000
Revenue	1,413
Profit/(loss) before tax	271

If this acquisition had completed on the first day of the reporting period, Group revenues would have been reported as £464,392k and loss before tax as £96,023k.

Goodwill represents the assembled workforce, IT synergies and the opportunity to cross-sell Group products. None of the goodwill recognised is expected to be deductible for income tax purposes.

The contingent consideration is linear based on a percentage of revenue and therefore the minimum payment is nil and the maximum is unlimited.

PIB GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

31 Acquisitions of a business

On 1 March 2023 the Group acquired 100% of the issued share capital of Area Brokers Industria S.P.A., a retail insurance broker operating from Italy.

	Book Value £000	Adjustments £000	Fair Value £000
Intangible assets	2,788	6,688	9,476
Property, plant and equipment	1,161	-	1,161
Right-of-use assets	657	-	657
Other investments	504	-	504
Trade and other receivables	2,818	-	2,818
Cash and cash equivalents	5,238	-	5,238
Trade and other payables	(3,477)	-	(3,477)
Lease liabilities	(657)	-	(657)
Borrowings	(3,807)	-	(3,807)
Tax liabilities	(850)	-	(850)
Deferred tax	137	(1,605)	(1,468)
Total identifiable net assets	4,512	5,083	9,595
Goodwill			46,298
Total consideration			55,893

The consideration was satisfied by:	£000
Cash	43,920
Deferred consideration	668
Equity	11,305
	55,893

Contribution by the acquired businesses for the reporting period since acquisition:	£000
Revenue	6,850
Profit/(loss) before tax	447

If this acquisition had completed on the first day of the reporting period, Group revenues would have been reported as £465,956k and loss before tax as £95,043k.

Goodwill represents the assembled workforce, IT synergies and the opportunity to cross-sell Group products. None of the goodwill recognised is expected to be deductible for income tax purposes.

31 Acquisitions of a business

On 22 March 2023 the Group acquired 100% of the issued share capital of Privat Asesoramiento Correduria de Seguros, S.L., a retail insurance broker operating from Spain.

	Book Value £000	Adjustments £000	Fair Value £000
Intangible assets	30	756	786
Property, plant and equipment	43	-	43
Right-of-use assets	170	-	170
Trade and other receivables	693	-	693
Cash and cash equivalents	398	-	398
Trade and other payables	(808)	-	(808)
Lease liabilities	(170)	-	(170)
Tax liabilities	(151)	-	(151)
Deferred tax	-	(189)	(189)
Total identifiable net assets	205	567	772
Goodwill			5,787
Total consideration			6,559

The consideration was satisfied by:	£000
Cash	4,192
Deferred consideration	73
Contingent consideration	1,438
Equity	856
	6,559

Contribution by the acquired businesses for the reporting period since acquisition:	£000
Revenue	1,337
Profit/(loss) before tax	207

If this acquisition had completed on the first day of the reporting period, Group revenues would have been reported as £464,163k and loss before tax as £96,203k.

Goodwill represents the assembled workforce, IT synergies and the opportunity to cross-sell Group products. None of the goodwill recognised is expected to be deductible for income tax purposes.

The contingent consideration is linear based on a percentage of EBITDAE and therefore the minimum payment is nil and the maximum is unlimited.

PIB GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

31 Acquisitions of a business

On 4 April 2023 the Group acquired 100% of the issued share capital of Netins Insurance SP. Z.O.O., a retail insurance broker operating from Poland.

	Book Value £000	Adjustments £000	Fair Value £000
Intangible assets	-	107	107
Property, plant and equipment	28	-	28
Trade and other receivables	20	-	20
Cash and cash equivalents	80	-	80
Trade and other payables	(58)	-	(58)
Deferred tax	1	(20)	(19)
Total identifiable net assets	71	87	158
Goodwill			343
Total consideration			501

The consideration was satisfied by:	£000
Cash	421
Deferred consideration	80
	501

Contribution by the acquired businesses for the reporting period since acquisition:	£000
Revenue	171
Profit/(loss) before tax	27

If this acquisition had completed on the first day of the reporting period, Group revenues would have been reported as £463,831k and loss before tax as £96,225k.

Goodwill represents the assembled workforce, IT synergies and the opportunity to cross-sell Group products. None of the goodwill recognised is expected to be deductible for income tax purposes.

PIB GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

31 Acquisitions of a business

On 4 April 2023 the Group acquired 100% of the issued share capital of Creane & Creane Life & Pensions Limited, a retail insurance broker operating from Ireland.

	Book Value £000	Adjustments £000	Fair Value £000
Intangible assets	-	479	479
Property, plant and equipment	19	-	19
Other investments	67	-	67
Trade and other receivables	51	-	51
Cash and cash equivalents	36	-	36
Trade and other payables	(14)	-	(14)
Deferred tax	-	(60)	(60)
Total identifiable net assets	159	419	578
Goodwill			775
Total consideration			1,353

The consideration was satisfied by:	£000
Cash	1,053
Deferred consideration	37
Equity	263
	1,353

Contribution by the acquired businesses for the reporting period since acquisition:	£000
Revenue	48
Profit/(loss) before tax	(27)

If this acquisition had completed on the first day of the reporting period, Group revenues would have been reported as £463,866k and loss before tax as £96,174k.

Goodwill represents the assembled workforce, IT synergies and the opportunity to cross-sell Group products. None of the goodwill recognised is expected to be deductible for income tax purposes.

31 Acquisitions of a business

On 5 April 2023 the Group acquired 100% of the issued share capital of Pure Risks Limited, a retail insurance broker operating from the UK.

	Book Value £000	Adjustments £000	Fair Value £000
Intangible assets	-	964	964
Trade and other receivables	662	-	662
Cash and cash equivalents	508	-	508
Trade and other payables	(17)	-	(17)
Tax liabilities	(94)	-	(94)
Deferred tax	-	(241)	(241)
Total identifiable net assets	1,059	723	1,782
Goodwill			3,666
Total consideration			5,448

The consideration was satisfied by:	£000
Cash	3,850
Deferred consideration	98
Equity	1,500
	5,448

Contribution by the acquired businesses for the reporting period since acquisition:	£000
Revenue	571
Profit/(loss) before tax	388

If this acquisition had completed on the first day of the reporting period, Group revenues would have been reported as £463,949k and loss before tax as £96,108k.

Goodwill represents the assembled workforce, IT synergies and the opportunity to cross-sell Group products. None of the goodwill recognised is expected to be deductible for income tax purposes.

PIB GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

31 Acquisitions of a business

On 5 April 2023 the Group acquired 100% of the issued share capital of Gleeson Curtin Limited, a retail insurance broker operating from Ireland.

	Book Value £000	Adjustments £000	Fair Value £000
Intangible assets	-	633	633
Property, plant and equipment	2	-	2
Trade and other receivables	3	-	3
Cash and cash equivalents	404	-	404
Trade and other payables	(256)	-	(256)
Tax liabilities	(9)	-	(9)
Deferred tax	-	(79)	(79)
Total identifiable net assets	144	554	698
Goodwill			1,181
Total consideration			1,879

The consideration was satisfied by:	£000
Cash	1,614
Deferred consideration	265
	1,879

Contribution by the acquired businesses for the reporting period since acquisition:	£000
Revenue	316
Profit/(loss) before tax	77

If this acquisition had completed on the first day of the reporting period, Group revenues would have been reported as £463,960k and loss before tax as £96,173k.

Goodwill represents the assembled workforce, IT synergies and the opportunity to cross-sell Group products. None of the goodwill recognised is expected to be deductible for income tax purposes.

31 Acquisitions of a business

On 12 April 2023 the Group acquired 100% of the issued share capital of Ubezpieczaj.pl SP. Z.O.O., a retail insurance broker operating from Poland.

	Book Value £000	Adjustments £000	Fair Value £000
Intangible assets	-	16	16
Trade and other receivables	7	-	7
Cash and cash equivalents	2	-	2
Trade and other payables	(4)	-	(4)
Deferred tax	-	(3)	(3)
Total identifiable net assets	5	13	18
Goodwill			193
Total consideration			211

The consideration was satisfied by:	£000
Cash	206
Deferred consideration	5
	211

Contribution by the acquired businesses for the reporting period since acquisition:	£000
Revenue	264
Profit/(loss) before tax	70

If this acquisition had completed on the first day of the reporting period, Group revenues would have been reported as £463,851k and loss before tax as £96,208k.

Goodwill represents the assembled workforce, IT synergies and the opportunity to cross-sell Group products. None of the goodwill recognised is expected to be deductible for income tax purposes.

PIB GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

31 Acquisitions of a business

On 15 April 2023 the Group acquired 100% of the issued share capital of St Giles Holdings (Number 2) Limited, a retail insurance broker operating from UK.

	Book Value £000	Adjustments £000	Fair Value £000
Intangible assets	-	15,033	15,033
Property, plant and equipment	224	-	224
Right-of-use assets	1,004	-	1,004
Trade and other receivables	4,652	-	4,652
Cash and cash equivalents	12,806	-	12,806
Trade and other payables	(20,731)	-	(20,731)
Lease liabilities	(1,004)	-	(1,004)
Tax liabilities	(211)	-	(211)
Deferred tax	(14)	(3,758)	(3,772)
Total identifiable net assets	(3,274)	11,275	8,001
Goodwill			82,890
Total consideration			90,891

The consideration was satisfied by:	£000
Cash	57,950
Deferred consideration	8,014
Contingent consideration	17,777
Equity	7,150
	90,891

Contribution by the acquired businesses for the reporting period since acquisition:	£000
Revenue	12,635
Profit/(loss) before tax	6,054

If this acquisition had completed on the first day of the reporting period, Group revenues would have been reported as £467,514k and loss before tax as £96,183k.

Goodwill represents the assembled workforce, IT synergies and the opportunity to cross-sell Group products. None of the goodwill recognised is expected to be deductible for income tax purposes.

The contingent consideration is linear based on a percentage of EBITDAE and therefore the minimum payment is nil and the maximum is unlimited.

PIB GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

31 Acquisitions of a business

On 2 June 2023 the Group acquired 100% of the issued share capital of Tim Duggan Insurance Limited, a retail insurance broker operating from Ireland.

	Book Value £000	Adjustments £000	Fair Value £000
Intangible assets	-	544	544
Property, plant and equipment	4	-	4
Trade and other receivables	193	-	193
Cash and cash equivalents	168	-	168
Trade and other payables	(131)	-	(131)
Tax liabilities	(7)	-	(7)
Deferred tax	-	(68)	(68)
Total identifiable net assets	227	476	703
Goodwill			3,069
Total consideration			3,772

The consideration was satisfied by:	£000
Cash	2,757
Deferred consideration	345
Contingent consideration	325
Equity	345
	3,772

Contribution by the acquired businesses for the reporting period since acquisition:	£000
Revenue	373
Profit/(loss) before tax	166

If this acquisition had completed on the first day of the reporting period, Group revenues would have been reported as £464,058k and loss before tax as £96,161k.

Goodwill represents the assembled workforce, IT synergies and the opportunity to cross-sell Group products. None of the goodwill recognised is expected to be deductible for income tax purposes.

The contingent consideration is linear based on a percentage of EBITDAE and therefore the minimum payment is nil and the maximum is unlimited.

PIB GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

31 Acquisitions of a business

On 2 June 2023 the Group acquired 100% of the issued share capital of Resolutions SP. Z.O.O., a retail insurance broker operating from Poland.

	Book Value £000	Adjustments £000	Fair Value £000
Intangible assets	-	615	615
Trade and other receivables	2	-	2
Cash and cash equivalents	180	-	180
Trade and other payables	(133)	-	(133)
Deferred tax	-	(117)	(117)
Total identifiable net assets	49	498	547
Goodwill			2,023
Total consideration			2,570

The consideration was satisfied by:	£000
Cash	1,337
Deferred consideration	193
Contingent consideration	672
Equity	368
	2,570

Contribution by the acquired businesses for the reporting period since acquisition:	£000
Revenue	278
Profit/(loss) before tax	147

If this acquisition had completed on the first day of the reporting period, Group revenues would have been reported as £463,897k and loss before tax as £96,181k.

Goodwill represents the assembled workforce, IT synergies and the opportunity to cross-sell Group products. None of the goodwill recognised is expected to be deductible for income tax purposes.

The contingent consideration is linear based on a percentage of EBITDAE and therefore the minimum payment is nil and the maximum is unlimited.

PIB GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

31 Acquisitions of a business

On 7 June 2023 the Group acquired 100% of the issued share capital of Grupo VG Europe Correduria de Seguros, S.A., a retail insurance broker operating from Spain.

	Book Value £000	Adjustments £000	Fair Value £000
Intangible assets	-	5,126	5,126
Property, plant and equipment	3	-	3
Right-of-use assets	171	-	171
Trade and other receivables	1,461	-	1,461
Cash and cash equivalents	1,629	-	1,629
Trade and other payables	(3,027)	-	(3,027)
Lease liabilities	(171)	-	(171)
Tax liabilities	(2)	-	(2)
Deferred tax	-	(1,281)	(1,281)
Total identifiable net assets	64	3,845	3,909
Goodwill			12,105
Total consideration			16,014

The consideration was satisfied by:	£000
Cash	13,621
Contingent consideration	2,393
	16,014

Contribution by the acquired businesses for the reporting period since acquisition:	£000
Revenue	1,327
Profit/(loss) before tax	503

If this acquisition had completed on the first day of the reporting period, Group revenues would have been reported as £465,019k and loss before tax as £96,178k.

Goodwill represents the assembled workforce, IT synergies and the opportunity to cross-sell Group products. None of the goodwill recognised is expected to be deductible for income tax purposes.

The contingent consideration is linear based on a percentage of EBITDAE and therefore the minimum payment is nil and the maximum is unlimited.

31 Acquisitions of a business

On 18 August 2023 the Group acquired 100% of the issued share capital of National Insurance Limited, a retail insurance broker operating from Ireland.

	Book Value £000	Adjustments £000	Fair Value £000
Intangible assets	-	1,263	1,263
Property, plant and equipment	165	-	165
Trade and other receivables	163	-	163
Cash and cash equivalents	1,473	-	1,473
Trade and other payables	(774)	-	(774)
Tax liabilities	(5)	-	(5)
Deferred tax	(2)	(158)	(160)
Total identifiable net assets	1,020	1,105	2,125
Goodwill			2,888
Total consideration			5,013

The consideration was satisfied by:	£000
Cash	4,055
Deferred consideration	958
	5,013

Contribution by the acquired businesses for the reporting period since acquisition:	£000
Revenue	463
Profit/(loss) before tax	222

If this acquisition had completed on the first day of the reporting period, Group revenues would have been reported as £464,536k and loss before tax as £96,140k.

Goodwill represents the assembled workforce, IT synergies and the opportunity to cross-sell Group products. None of the goodwill recognised is expected to be deductible for income tax purposes.

PIB GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

31 Acquisitions of a business

On 26 September 2023 the Group acquired 100% of the issued share capital of Agravis Versicherungsservice GmbH & Co KG, a retail insurance broker operating from Germany.

	Book Value	Adjustments	Fair Value
	£000	£000	£000
Intangible assets	-	411	411
Property, plant and equipment	2	-	2
Trade and other receivables	2,307	-	2,307
Trade and other payables	(1,595)	-	(1,595)
Tax liabilities	(26)	-	(26)
Deferred tax	-	(65)	(65)
Total identifiable net assets	688	346	1,034
Goodwill			1,546
Total consideration			2,580

The consideration was satisfied by:	£000
Cash	2,580
	2,580

Contribution by the acquired businesses for the reporting period since acquisition:	£000
Revenue	244
Profit/(loss) before tax	(172)

If this acquisition had completed on the first day of the reporting period, Group revenues would have been reported as £464,782k and loss before tax as £95,688k.

Goodwill represents the assembled workforce, IT synergies and the opportunity to cross-sell Group products. None of the goodwill recognised is expected to be deductible for income tax purposes.

31 Acquisitions of a business

On 19 September 2023 the Group acquired 100% of the issued share capital of RBIG Limited, a retail insurance broker operating from the UK.

	Book Value £000	Adjustments £000	Fair Value £000
Intangible assets	-	1,709	1,709
Right-of-use assets	77	-	77
Trade and other receivables	347	-	347
Cash and cash equivalents	1,488	-	1,488
Trade and other payables	(646)	-	(646)
Lease liabilities	(77)	-	(77)
Tax liabilities	(147)	-	(147)
Deferred tax	-	(427)	(427)
Total identifiable net assets	1,042	1,282	2,324
Goodwill			7,064
Total consideration			9,388

The consideration was satisfied by:	£000
Cash	8,093
Deferred consideration	298
Equity	997
	9,388

Contribution by the acquired businesses for the reporting period since acquisition:	£000
Revenue	602
Profit/(loss) before tax	137

If this acquisition had completed on the first day of the reporting period, Group revenues would have been reported as £465,923k and loss before tax as £95,470k.

Goodwill represents the assembled workforce, IT synergies and the opportunity to cross-sell Group products. None of the goodwill recognised is expected to be deductible for income tax purposes.

PIB GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

31 Acquisitions of a business

On 10 October 2023 the Group acquired 100% of the issued share capital of Munster Insurance & Financial Limited, a retail insurance broker operating from Ireland.

	Book Value £000	Adjustments £000	Fair Value £000
Intangible assets	-	13,046	13,046
Trade and other receivables	499	-	499
Cash and cash equivalents	3,767	-	3,767
Trade and other payables	(3,728)	-	(3,728)
Tax liabilities	(410)	-	(410)
Deferred tax	-	(1,631)	(1,631)
Total identifiable net assets	128	11,415	11,543
Goodwill			29,821
Total consideration			41,364

The consideration was satisfied by:	£000
Cash	37,649
Deferred consideration	460
Contingent consideration	3,255
	41,364

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

	£000
Revenue	1,812
Profit/(loss) before tax	743

If this acquisition had completed on the first day of the reporting period, Group revenues would have been reported as £469,422k and loss before tax as £93,610k.

Goodwill represents the assembled workforce, IT synergies and the opportunity to cross-sell Group products. None of the goodwill recognised is expected to be deductible for income tax purposes.

The contingent consideration is linear based on a percentage of EBITDAE and therefore the minimum payment is nil and the maximum is unlimited.

PIB GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

31 Acquisitions of a business

On 22 November 2023 the Group acquired 100% of the issued share capital of IDDEA Group, a retail insurance broker operating from Spain.

	Book Value £000	Adjustments £000	Fair Value £000
Intangible assets	1	1,441	1,442
Property, plant and equipment	89	-	89
Right-of-use assets	300	-	300
Trade and other receivables	648	-	648
Cash and cash equivalents	1,230	-	1,230
Trade and other payables	(42)	-	(42)
Lease liabilities	(300)	-	(300)
Tax liabilities	44	-	44
Deferred tax	-	(360)	(360)
Total identifiable net assets	1,970	1,081	3,051
Goodwill			4,109
Total consideration			7,160

The consideration was satisfied by:	£000
Cash	4,787
Deferred consideration	641
Contingent consideration	1,413
Equity	319
	7,160

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

	£000
Revenue	287
Profit/(loss) before tax	59

If this acquisition had completed on the first day of the reporting period, Group revenues would have been reported as £464,435k and loss before tax as £96,065k.

Goodwill represents the assembled workforce, IT synergies and the opportunity to cross-sell Group products. None of the goodwill recognised is expected to be deductible for income tax purposes.

The contingent consideration is linear based on a percentage of EBITDAE and therefore the minimum payment is nil and the maximum is unlimited.

PIB GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

31 Acquisitions of a business

On 11 December 2023 the Group acquired 100% of the issued share capital of Aguirre Vila-Coro Correduria De Seguros, S.L., a retail insurance broker operating from Spain.

	Book Value £000	Adjustments £000	Fair Value £000
Intangible assets	1	689	690
Property, plant and equipment	10	-	10
Trade and other receivables	1	-	1
Cash and cash equivalents	640	-	640
Trade and other payables	(589)	-	(589)
Tax liabilities	20	-	20
Deferred tax	4	(172)	(168)
Total identifiable net assets	87	517	604
Goodwill			2,790
Total consideration			3,394

The consideration was satisfied by:	£000
Cash	1,752
Deferred consideration	152
Contingent consideration	1,006
Equity	484
	3,394

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

	£000
Revenue	148
Profit/(loss) before tax	24

If this acquisition had completed on the first day of the reporting period, Group revenues would have been reported as £464,454k and loss before tax as £95,912k.

Goodwill represents the assembled workforce, IT synergies and the opportunity to cross-sell Group products. None of the goodwill recognised is expected to be deductible for income tax purposes.

The contingent consideration is linear based on a percentage of EBITDAE and therefore the minimum payment is nil and the maximum is unlimited.

31 Acquisitions of a business

The Group acquired employee benefit books from Fidentia Hispana Correduria de Seguros S.L. on 19 January 2023.

	Book Value £000	Adjustments £000	Fair Value £000
Intangible assets	-	706	706
Deferred tax	-	(176)	(176)
	-	530	530
Goodwill			1,038
Total consideration			1,568

The consideration was satisfied by:	£000
Cash	1,193
Contingent consideration	154
Equity	221
	1,568

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

	£000
Revenue	302
Profit/(loss) before tax	60

If this acquisition had completed on the first day of the reporting period, Group revenues would have been reported as £463,822k and loss before tax as £96,207k.

Goodwill represents the assembled workforce, IT synergies and the opportunity to cross-sell group products. None of the goodwill recognised is expected to be deductible for income tax purposes.

The contingent consideration is linear based on a percentage of EBITDAE and therefore the minimum payment is nil and the maximum is unlimited.

32 Financial risk management

Credit risk

Credit risk is the risk that a counterparty fails to discharge an obligation to the Group.

The Group's maximum exposure to credit risk is limited to the carrying value of financial assets which are set out below:

	2023 £000	2022 £000
Cash and cash equivalents	335,094	394,386
Trade receivables	49,494	57,948
Other debtors	6,695	4,757
Amounts due from related parties	882	2,915
Profit commission	19,863	13,475
Other investments	320	123
	412,348	473,604

The credit risk on cash and cash equivalents, derivative financial instruments and profit commissions is limited as the counterparties are banks or insurance companies with high credit ratings.

Other debtors mainly comprise landlord security deposits, staff loans, overriders and advance payments on the apprenticeship levy, none of which are rated or deemed to have significant credit risk.

The Group's largest credit risk relates to trade receivables. The Group has no significant concentration of credit risk, with exposure spread over a large number of counterparties. The Group applies a lifetime expected credit loss to trade receivables. It estimates the expected credit loss by reference to historical experience, the profile of overdue debt and available information relating to counterparties with a distressed financial situation. The Group mitigates credit losses by maintaining a credit control department that monitors outstanding debt and categorises it as being not past due or the number of days overdue. Management of each of the businesses in the Group provide for expected losses based on prior experience of bad debt unless a specific provision is created due to their being an identified loss. An example of an event triggering a specific bad debt provision would be the counterparty in known financial distress. The main input in determining the lifetime credit loss is the average historical bad debt experience rate based over typically the last three years. The Group applies the 12-month credit loss model to other receivables unless there is a significant increase in credit risk. The main input is the likelihood of a default occurring in the next 12 months based on past experience and current market conditions given the majority of trade receivables are due within 12 months.

The carrying amount of trade receivables is set out below:

	2023 £000	2022 £000
Gross carrying amount	53,526	59,838
Credit loss allowance	(4,032)	(1,890)
Net carrying amount	49,494	57,948

32 Financial risk management

Ageing information of trade receivables is as set out below:

	Not past due	0-3 months	More than 3 months	Total
	£000	£000	£000	£000
As at 31 December 2023				
Trade receivables	16,347	28,157	4,990	49,494

	Not past due	0-3 months	More than 3 months	Total
	£000	£000	£000	£000
As at 31 December 2022				
Trade receivables	17,922	33,943	6,083	57,948

The Group has no significant concentration of credit risk, with exposure spread over a large number of counterparties and customers.

Interest rate risk

Interest rate risk is the risk that future cash flows of a financial instrument will fluctuate because of changes in interest rates.

The Group's largest exposure to interest rate risk is on the loans from related parties set out in note 23 which have variable interest rates linked to SONIA (Sterling Overnight Index Average). A 1% change in SONIA would result in a £8,194k change in profit before tax based on the amount borrowed as at 31 December 2023 (2022: £9,094k).

Liquidity risk

Liquidity risk is the risk that the Group might not be able to meet its obligations.

In order to maintain liquidity to ensure that sufficient funds are available for on-going operations and future developments, the Group uses a mixture of long-term and short-term debt finance.

The Group's approach to managing liquidity is to ensure that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. At 31 December 2023, the Group had unrestricted cash and cash equivalents of £184.5m (2022: £252.3m) and access to undrawn and committed credit facilities of £105.6m (2022: £105.6m) via the Company's immediate parent company, Paisley Bidco Limited.

PIB GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

32 Financial risk management

The following are the Group's remaining undiscounted contractual maturities excluding lease payments and excluding interest payments. The contractual maturities of lease payments are disclosed in note 14. The contractual maturity is based on the earliest date on which the Group may be required to pay the outstanding balance.

	Less than 1 year £000	1-5 years £000	Total £000
As at 31 December 2023			
Loans from related parties	-	891,481	891,481
Trade and other payables	256,791	9,079	265,870
	256,791	900,560	1,157,351

	Less than 1 year £000	1-5 years £000	Total £000
As at 31 December 2022			
Loans from related parties	-	909,382	909,382
Loan notes	-	16,743	16,743
Trade and other payables	378,103	10,102	388,205
	378,103	936,227	1,314,330

Foreign currency risk

Foreign currency risk is the risk that movements in exchange rates impact the financial performance of the Group and arises where assets and liabilities of a subsidiary are denominated in a currency other than the functional currency of that subsidiary.

The Group is broadly matched in terms of assets and liabilities in all currencies except euros. As at 31 December 2023, the Group had euro net assets amounting to €650,482k (2022: €309,242k) including €549,179k (2022: €372,631k) of acquisition related balances arising on consolidation and €50,992k (2022: €7,680k) relating to Euro denominated financial assets. The Group has used currency forwards to sell euros and buy sterling in order to mitigate foreign exchange risk. Details relating to currency forwards can be found in note 22. A 10% change in the euro exchange rate would result in a £4,643k reduction in profit before tax as at 31 December 2023 (2022: £1,056k).

Capital management

The Group manages its capital to ensure that the Group is able to continue to meet its liabilities and sufficient capital is maintained to support the planned growth in the business. The objective is to maintain an optimal capital structure that reduces the cost of capital. The capital structure consists of equity in the form of share capital, share premium and retained earnings. Debt consists of loan notes and a long-term loan from the parent company.

32 Financial risk management

Although the Group is not regulated directly by the FCA, it holds restricted cash in a segregated account to satisfy the FCA's Threshold Condition 2.4. The amount held in this segregated account at the year end amounted to £3.6m (2022: £2.0m). The segregated cash ensures that there are funds available to pay any costs and expenses necessary to achieve an orderly wind down of the Group. All UK regulated entities are able to utilise this ringfenced cash when necessary to facilitate their orderly wind down. In addition, certain subsidiaries have minimum capital levels required by the Financial Conduct Authority and these have been complied with during the year.

33 Guarantees and contingent liabilities

The Company's intermediate parent company, Paisley Bidco Limited, entered a credit facility on 17 March 2021 and a further ACF 3 on the 3 February 2023, which it draws down on and lends to the Group on similar terms. As at the year end, the facility consisted of a £1,312m long term loan due to mature in 2028 with an initial margin of either 5.5% or 6% on the original facility and 6.75% or 7% on the ACF 3. The margin is dependent on the currency of the drawdown and the tranche of the facility. There is also a commitment fee on any undrawn amount of the facility of 30% of margin. In addition, there is a £95m revolving facility due to mature in 2027 with an initial margin of 2.75% plus a commitment fee on any undrawn amount of the facility of 35% of margin. All are subject to a ratchet that would result in margins between 4.75% and 6.25% on the original facility, 6.50% and 7.25% on ACF 3 and between 2.25% and 2.75% on the revolving facility. In addition to these respective margins, each loan attracts an interest charge equivalent to SONIA (Sterling Overnight Interbank Average Rates) (previously GBP LIBOR, London Interbank Offered Rate) or EURIBOR (Euro Interbank Offered Rate) on euro denominated draw downs. The amount drawn by the Group under this onlending agreement as at 31 December 2023 was £891,481k (2022: £618,516k).

As at the year end, certain subsidiaries, including PIB Group Limited, were guarantors to the debt, supported by an English Law debenture, including a fixed and floating charge on the Company's assets in favour of the lender.

The Group may be subject to claims and legal challenges that arise in the ordinary course of business in connection with the placement of insurance and reinsurance. The Group holds professional indemnity insurance to mitigate the financial impacts of this risk. Where an accurate estimate of potential damages based on legal advice is possible, a provision up to and including the excess on the insurance will be created.

34 Related party transactions

Compensation of key management personnel

Compensation awarded to key management, which is defined as the Board of Directors and executive committee, is as follows:

	2023 £000	2022 £000
Short-term employee benefits	3,015	4,151
Post-employment benefits	74	106
	3,089	4,257

34 Related party transactions

Directors shareholdings

As at 31 December 2023, B McManus, R Brown and D Winkett held a total of 80,984 ordinary B shares and 15,296,465 preference shares in the Group's ultimate parent company, Paisley Equityco Limited.

As at 31 December 2022, B McManus and R Brown held a total of 79,817 ordinary B shares and 15,070,183 preference shares in the Group's ultimate parent company, Paisley Equityco Limited.

Transactions with related parties

Paisley Equityco Limited is the Group's ultimate parent company. Paisley Topco Limited, Paisley Holdco Limited and Paisley Midco Limited are intermediate holding companies to the Group. Paisley Bidco Limited is the company's immediate parent company.

As at 31 December, the following balances were held with these related parties which were unsecured, repayable on demand and do not attract interest:

	2023		2022	
	Recharges (from)/to related parties	Amounts due from/(to) related parties	Recharges (from)/to related parties	Amounts due from/(to) related parties
	£000	£000	£000	£000
Balance due (to)/from the Group				
Ivy Topco Limited	(2,674)	-	5	2,674
Ivy Debtco Limited	(35)	-	1	35
Ivy Midco Limited	(171)	-	1	171
Ivy Submidco Limited	(35)	-	-	35
Paisley Bidco Limited	-	-	(90)	-
Ivy Finco Limited	23,456	-	-	(23,456)
Paisley Equityco Limited	78,923	882	(66,591)	(78,041)
	99,464	882	(66,674)	(98,582)

In addition, the Group has loans from Ivy Finco Limited and Paisley Bidco Limited. For further information relating to these loans, refer to note 23.

	2023		2022	
	Loan (advanced)/ repaid	Amounts due from/(to) related parties	Loan (advanced)/ repaid	Amounts due from/(to) related parties
	£000	£000	£000	£000
Balance due (to)/from the Group				
Paisley Bidco Limited	(272,965)	(891,481)	(464,764)	(618,516)
Ivy Finco Limited	290,866	-	(16,349)	(290,866)
	17,901	(891,481)	(481,113)	(909,382)

35 Controlling party

As at 31 December 20223, the Company's immediate parent company was Paisley Bidco Limited (registered company number 68632) registered in Guernsey with a registered office at PO Box 656, East Wing Trafalgar Court, Les Banques, St Peter Port, GY1 3PP.

The largest group company to consolidate these financial statements is Paisley Equityco Limited (registered company number 68633) registered in Guernsey with a registered office at PO Box 656, East Wing Trafalgar Court, Les Banques, St Peter Port, GY1 3PP.

As at 31 December 2023, Paisley Bidco Limited and Paisley Equityco Limited were ultimately owned by entities trading as 'the Apax Funds'.

36 Cash generated from operations

	2023 £000	2022 £000
Loss for the year after tax	(87,129)	(73,913)
Adjustments for:		
Taxation credited	(9,074)	(6,353)
Finance costs	75,619	39,761
Investment income	(3,637)	(261)
Return on associated undertakings	(88)	(46)
Other gains and losses	9,819	4,122
Profit on disposal of fixed assets	413	2
Amortisation of intangible assets	87,602	62,515
Depreciation of property, plant and equipment	3,717	2,586
Depreciation of right-of-use assets	5,474	3,588
Increase/(decrease) in provisions	82	(243)
Effect of foreign exchange rates on cash and cash equivalents	1,841	(2,444)
Effect of foreign exchange rates on borrowings	(8,146)	15,591
Movements in working capital:		
(Increase)/decrease in trade and other receivables	16,651	25,724
Increase/(decrease) in trade and other payables	(26,974)	(25,484)
(Increase)/decrease in contract assets	(6,682)	2,082
Increase/(decrease) in contract liabilities	(693)	2,068
Cash generated from operations	58,795	49,295

37 Prior year adjustment

Revenue and cost of sales were overstated in 2022 by £20,835k as for one entity the revenue was recorded on the basis of written premium instead of commission income. This was caused by an error in mapping balances to the financial statements following implementation of a new accounting system.

An adjustment has been recognised to reflect the fact that the Company was acting as its customers' agent and should have included only the net commission received within turnover. The impact on the December 2022 net assets and profit after tax is £nil.

Changes to Profit and Loss Account

	31 December 2022 As reported £000	Adjustment £000	31 December 2022 Reclassified £000
Revenue	344,657	(20,835)	323,822
Cost of sales	(56,767)	20,835	(35,932)
Gross profit	287,890	-	287,890

38 Events after the reporting date

Following the reporting date, the Group acquired 100% of the share capital of the following companies:

Acquisition	Date
Lir Insurance Limited	12 January 2024
FitzGerald Flynn Insurances Limited	24 January 2024
Javier Sanchez Consultores, S.L.U.	15 February 2024
Inside 2.0 S.R.L.	1 March 2024
Stein Bestasig Insurance Broker S.R.L.	1 April 2024
Youatwork Limited	5 April 2024
Equinum	9 April 2024
Fabroker, S.A.	10 April 2024
AML Insurance Brokers Limited	3 May 2024
J. Mone, Correduria de Seguros, S.L.	16 May 2024
Hector GmbH	21 May 2024
Servicio y Asesoramiento de Riesgos Empresariales, S.L.	27 May 2024
Sarelan, S.L.	27 May 2024

At the time of the issue of the financial statements, the accounting for the acquisitions is incomplete and therefore the fair value of the consideration has not been disclosed.

In January 2024, PIB Group received additional capital totalling £11 million from our investors. This capital supplement comes on top of the £50 million received in December 2023, bolstering our financial resources for strategic initiatives and operational enhancements.

In March 2024, significant progress was made as we successfully secured a new Payment-In-Kind ("PIK") loan facility amounting to £275 million. Of this amount, £200 million was drawn immediately. The loan's tenor was established at seven years, incorporating portability features to afford flexibility in future financial arrangements. A portion of these funds, specifically £86 million, was directed towards repaying the revolving credit facility, resulting in the existing facility of £95 million being fully undrawn.

In May 2024, we successfully recalibrated PIB Group's entire debt structure by engaging both existing and fresh lenders. This involved merging the current drawn facilities into a new B3 facility, while concurrently transitioning the undrawn acquisition facility (ACF3) into an enhanced ACF4 setup, bolstered by an additional £160 million in funding, leaving an undrawn position of £300 million. New terms were negotiated, including a 7-year tenor to align with the PIK, a reduced coupon rate, portability, and other advantageous provisions. These adjustments are poised to strategically position us for future growth opportunities.

Furthermore, in May 2024, we successfully negotiated an increase to our revolving credit facility, resulting in a £66 million augmentation. This enhancement significantly boosts our available undrawn funds to £161 million.

PIB GROUP LIMITED

STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2023

	Notes	2023 £000	2023 £000	2022 £000	2022 £000
Fixed assets					
Investments	4		1,248,135		756,696
Current assets					
Debtors	5	527,532		328,839	
Cash at bank and in hand		107,924		210,989	
		635,456		539,828	
Creditors: amounts falling due within one year	6	(449,031)		(193,127)	
Net current assets			186,425		346,701
Total assets less current liabilities			1,434,560		1,103,397
Creditors: amounts falling due after more than one year	7		(891,481)		(926,125)
Provisions for liabilities	8		(26,920)		(52,055)
Net assets			516,159		125,217
Capital and reserves					
Called up share capital	9		436		301
Share premium account			336,161		201,595
Capital redemption reserve			302,866		-
Profit and loss reserves			(123,304)		(76,679)
Total equity			516,159		125,217

As permitted by S408 Companies Act 2006, the Company has not presented its own statement of profit or loss and related notes. The Company's loss for the year was £46,625k (2022: £27,204k).

The accompanying notes are an integral part of the financial statements.

The financial statements were approved by the Board of Directors and authorised for issue on 20 June 2024 and are signed on its behalf by:

DocuSigned by:
David Winkett
405385C0259343B...

D Winkett
Director

Company Registration No. 09900466

PIB GROUP LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2023

	Called up share capital	Share premium account	Other reserves	Profit and loss reserves	Total equity
	£000	£000	£000	£000	£000
Balance at 1 January 2022	301	201,595	-	(49,475)	152,421
Loss for the year	-	-	-	(27,204)	(27,204)
Total comprehensive income for the year	-	-	-	(27,204)	(27,204)
Balance at 31 December 2022	301	201,595	-	(76,679)	125,217
Loss for the year	-	-	-	(46,625)	(46,625)
Total comprehensive income for the year	-	-	-	(46,625)	(46,625)
Issue of share capital	135	134,566	-	-	134,701
Capital redemption reserve	-	-	305,787	-	305,787
Distributions	-	-	(2,921)	-	(2,921)
Balance at 31 December 2023	436	336,161	302,866	(123,304)	516,159

PIB GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

1 Accounting policies

Company information

PIB Group Limited is a private company limited by shares incorporated in England and Wales. The registered office is Rossington's Business Park, West Carr Road, Retford, Nottinghamshire, DN22 7SW.

The principal activity of the Company is that of a holding company.

These financial statements present information about the Company as an individual undertaking.

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 certain financial instruments at fair value. The principal accounting policies adopted are set out below.

This 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:

- Section 7 ‘Statement of Cash Flows’ – Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments'- Paragraphs 11.42, 11.44, 11.45, 11.47, 11.48 (a) (iii), 11.48 (a) (iv), 11.48 (b), and 11.48 (c).
- Section 33 ‘Related Party Disclosures’ – Compensation for key management personnel.

This information is included in the consolidated financial statements of PIB Group Limited which are available from Registrar of Companies (England and Wales), Companies House, Crown Way, Cardiff CF14 3UZ.

1.2 Going concern

At the time of approving the financial statements, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The assessment of future performance included the collation and review of in-depth annual budgets, review of the Company's structure and detailed cash flow plans.

The Company has sufficient cash resources and has no concerns over the ability to meet its commitments. Well established business continuity plans have been used and the Company is able to continue to support its clients and expects to be able to do so for the foreseeable future. Thus, the Directors continue to adopt the going concern basis of accounting in preparing the financial statements.

1.3 Fixed asset investments

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in the profit or loss.

1 Accounting policies

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

1.4 Cash at bank and in hand

Cash at bank and in hand is a basic financial asset and includes cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in creditors.

1.5 Financial instruments

The Company 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 Company's Statement of Financial Position when the Company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with 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 debtors (except deferred tax) and cash at bank and in hand, 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.

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, 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 income statement.

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 or loss.

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 Company 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 Company after deducting all of its liabilities.

1 Accounting policies

Basic financial liabilities

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

Derecognition of financial liabilities

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

1.6 Equity instruments

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

1.7 Taxation

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

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 or loss 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 Company'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 to the profit or loss, 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 when the Company has 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.

1.8 Provisions

Provisions are recognised when the Company has a legal or constructive present obligation as a result of a past event, it is probable that the Company will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting end date, taking into account the risks and uncertainties surrounding the obligation.

Where the effect of the time value of money is material, the amount expected to be required to settle the obligation is recognised at present value. When a provision in measured at present value the unwinding of the discount is recognised as a finance cost to the profit or loss in the period it arises.

1 Accounting policies

1.9 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 fixed assets.

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.

1.10 Retirement benefits

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

1.11 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 are included in the profit or loss for the period.

2 Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company'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.

Critical judgements

There were no critical judgements made that had a significant effect on the amounts recognised in the financial statements.

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.

Impairment of assets

The Company tests annually whether investments in subsidiaries have suffered any impairment.

The recoverable amount of investments in subsidiaries is determined based on value-in-use calculations prepared on the basis of management's assumptions and estimates. This determination requires significant judgement. In making this judgement, the Company evaluates, among other factors, the duration and extent to which the fair value of a subsidiary is less than its cost; and the financial health of and near-term business outlook for the subsidiary, including factors such as industry and sector performance, changes in regional economies and operational and financing cash flow.

As a result of this assessment, an impairment loss of £nil (2022: £nil) was recognised in the year.

PIB GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

3 Directors' remuneration

	2023 £000	2022 £000
Remuneration for qualifying services	1,064	863

The number of Directors who received remuneration for qualifying services was 3 (2022: 2).

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

	2023 £000	2022 £000
Remuneration for qualifying services	404	405

Pension contributions made to the highest paid director during the year were £nil (2022: £nil).

Apart from the Directors, there were no other employees or staff costs.

4 Fixed asset investments

	2023 £000	2022 £000
Shares in Group undertakings	1,248,135	756,696

Please refer to note 17 in the Group financial statements for a full list of subsidiaries at the reporting date.

Movements in fixed asset investments

	Shares in group undertakings £000
Cost or valuation	
At 1 January 2023	756,696
Additions	491,439
At 31 December 2023	1,248,135
Carrying amount	
At 31 December 2023	1,248,135
At 31 December 2022	756,696

Please refer to note 31 in the Group financial statements for further information relating to additions in the year.

PIB GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

5 Debtors

Amounts falling due within one year:	**2023 £000**	**2022 £000**
Corporation tax recoverable	682	684
Amounts due from subsidiary undertakings	522,319	323,793
Other taxation and social security	304	-
Amounts due from related parties	1,239	2,915
Other debtors	2,113	572
Deferred tax asset	875	875
	527,532	328,839

Amounts due from subsidiary undertakings and related parties are unsecured, interest free and repayable on demand.

The deferred tax asset is in respect of trading losses and is expected to reverse after more than one year. The Finance Act 2021 enacted legislation to increase the main UK corporation tax rate to 25%, effective from 1 April 2023. The deferred tax balances as at 31 December 2023 and 31 December 2022 were measured at 25%.

6 Creditors: amounts falling due within one year

	2023 £000	**2022 £000**
Amounts due to Group undertakings	445,275	153,489
Amounts due to related parties	-	35,977
Deferred consideration	1,999	2,443
Accruals	1,757	1,218
	449,031	193,127

Deferred consideration relates to future non contingent payments resulting from business combinations.

Amounts due to Group undertakings and related parties are unsecured, interest free and repayable on demand.

7 Creditors: amounts falling due after more than one year

	2023 £000	**2022 £000**
Loan notes	-	16,743
Amounts due to related parties	891,481	909,382
	891,481	926,125

The loan notes represent a principal of £nil (2022: £7,826k) plus accrued interest which is compounded annually on 31 December. The loan notes carry an effective interest rate of 12% and are redeemable in 2026 in full.

PIB GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

7 Creditors: amounts falling due after more than one year

Amounts due to related parties relate to loans from Ivy Finco Limited amounting to £nil (2022: £290,866k) and from Paisley Bidco Limited for £891,481k (2022: £618,516k).

As at 30 November 2023 the long term amount owed to group undertakings included £305,787k (2022: £290,872k) relating to a loan to Ivy Finco Limited which was due to expire in 2028 and carried an interest rate of 6.25%. Ivy Finco Limited has waived this amount on 30 November 2023 and deemed this to represent a capital contribution to PIB Group Limited.

Paisley Bidco Limited has a borrowing facility which it draws down on and lends to the Company on similar terms. As at the year end, the facility consisted of a £1,312m long term loan due to mature in 2028 with an initial margin of either 5.5% or 6.0% on the original facility and 6.75% or 7.0% on the ACF 3. The margin is dependent on the currency of the drawdown and the tranche of the facility. There is also a commitment fee on any undrawn amount of the facility of 30% of margin. In addition, there is a £95m revolving facility due to mature in 2027 with an initial margin of 2.75% plus a commitment fee on any undrawn amount of the facility of 35% of margin. All are subject to a ratchet that would result in margins between 4.75% and 6.25% on the original facility, 6.50% and 7.25% on ACF 3 and between 2.25% and 2.75% on the revolving facility. In addition to these respective margins, each loan attracts an interest charge equivalent to SONIA (Sterling Overnight Interbank Average Rates) (previously GBP LIBOR, London Interbank Offered Rate) or EURIBOR (Euro Interbank Offered Rate) on euro denominated draw downs.

8 Provisions for liabilities

	2023 £000	2022 £000
Contingent consideration	26,920	52,055

Contingent consideration relates to estimated future earn out payments resulting from business combinations. Earn out payments are linear based on either revenue or EBITDAE and typically cover a period of one to two years. Estimates of these payments are made by reference to detailed reviews of historical performance, forecasts and expected customer retention.

Reconciliation of movement during the year:

	Contingent consideration £000
At 1 January 2023	52,055
Additional provisions in the year	17,355
Utilisation of provision	(54,185)
Release of provision	9,906
Unwinding of discount	1,573
Other movements	216
At 31 December 2023	26,920

PIB GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2023

9 Called up share capital

	2023 £000	2022 £000
Ordinary share capital		
Issued and fully paid		
296,922,439 Ordinary A of £0.001 each	432	297
4,000 Ordinary B of £1 each	4	4
	436	301

The Company has two classes of ordinary shares neither of which carry a right to fixed income. All share classes have full voting rights, the right to receive a dividend and the right on a distribution of capital (including on a winding up) to participate equally with the other shares in issue.

Reconciliation of movements during the year:

	Ordinary A Number	Ordinary B Number	Total Number
At 1 January 2023	296,922,439	4,000	296,926,439
Issue of fully paid shares	134,701,000	-	134,701,000
At 31 December 2023	431,623,439	4,000	431,627,439

10 Related party transactions

The Company meets the definition of a 'qualifying' entity under FRS 102 and has taken advantage of the exemption permitted by FRS 102 not to disclose transactions with entities that are wholly owned by the Group or total compensation of key management personnel.

11 Controlling party

As at 31 December 2023, the Company's immediate and ultimate parent companies were Paisley Bidco Limited (registered company number 68632) and Paisley Equityco Limited (registered company number 68633) respectively. Both companies are registered in Guernsey with a registered office at PO Box 656, East Wing Trafalgar Court, Les Banques, St Peter Port, GY1 3PP. As at 31 December 2023, those companies were ultimately owned by entities trading as ‘the Apax Funds’.

The smallest set of consolidated financial statements to include the Company are those of PIB Group Limited. The largest consolidated set of financial statements to include the Company are those of Paisley Equityco Limited. These consolidated financial statements are available from the registered offices of PIB Group Limited.

12 Events after the reporting date

The Directors are not aware of any post balance sheet events prior to the financial statements being signed that need to be disclosed or adjusted.