

Company registration number 11430772 (England and Wales)

PRMG HOLDINGS LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 NOVEMBER 2024

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PRMG HOLDINGS LIMITED

COMPANY INFORMATION

Directors	D Freear W E Freear
Company number	11430772
Registered office	Unit 3, Links Business Centre Old Woking Road Old Woking Woking Surrey United Kingdom GU22 8BF
Auditor	Azets Audit Services Limited Ashcombe Court Woolsack Way Godalming Surrey United Kingdom GU7 1LQ

PRMG HOLDINGS LIMITED

CONTENTS

	Page
Strategic report	1 - 2
Directors' report	3 - 6
Directors' responsibilities statement	7
Independent auditor's report	8 - 10
Group profit and loss account	11
Group statement of comprehensive income	12
Group balance sheet	13
Company balance sheet	14
Group statement of changes in equity	15
Company statement of changes in equity	16
Group statement of cash flows	17
Notes to the financial statements	18 - 32

PRMG HOLDINGS LIMITED

STRATEGIC REPORT

FOR THE YEAR ENDED 30 NOVEMBER 2024

The directors present the strategic report for the year ended 30 November 2024.

Fair review of the business

PRMG Holdings Limited's group ("the Group") has set standards across the industry and provides premium quality services that exceed clients' requirements to ensure their people, assets, data and reputation are safe guarded and future proofed against the constant changing of threats and risks global and national that businesses face.

The year saw turnover of £29.0m (2023: £38.6m). The gross profit margin for the year was 12.1% (2023: 12.4%).

The directors are satisfied with the overall performance of the Group. Despite the fall in turnover, due to clients changing security requirements, the Group was able to control costs to maintain a healthy level of profitability. The profit and loss for the period is set out on page 11.

Revenues and profit margins will continue to be the key performance indicators for the Group with strategic objectives being set across the business in order to achieve overall Group performance targets.

Principal risks and uncertainties

FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a number of financial risks including price risk, credit risk, liquidity risk and cash flow risk. Through the recognition of the value of diversity, the Group aims to manage these risks to a minimum level. The Group's policies on price risk, credit risk, liquidity risk and cash flow risk, and its exposure to these risks, are set out below.

PRICE RISK

Careful planning and development around clients and service offerings positions the Group to address the competitive price pressures that exist in its marketplace. The Group will continue to concentrate on the signing of new clients, cross selling of products and the development of new partner relationships. The Group will also continue to look at investment opportunities that complement the Group's strategy and invest in technology that will enhance core services, drive efficiencies and improve service experience.

CREDIT RISK

The Group's principal financial assets are bank balances and trade receivables. The Group's credit risk is primarily attributable to its trade receivables and as such the Group operates a collections function that focuses on timely collection. The amounts presented in the balance sheet are net of allowances for doubtful receivables. An allowance is made where there is an identified loss event which, based on experience, is evidence of a reduction in the recoverability. Credit risk has been strategically managed through maintaining a balanced portfolio of customers spreading risk exposure over a wide range of industry size and segments. The portfolio proudly combines both SME and multi-national corporate clients together with a variety of sovereign agencies.

LIQUIDITY RISK

The Group maintains sufficient cash balances as demonstrated in the financial statements. The risk on liquid funds is limited as the main counterparty is a bank with a good credit-rating assigned by international rating agencies. Cash balances held in financial institutions in hostile or semi-hostile areas are kept low to minimise risk of loss.

CASH FLOW RISK

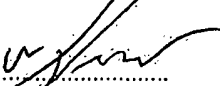
The Group endeavours to mitigate dependency on cash, and thus minimise cash flow risk, through sustained focus on controls such as day-to-day cash flow management and reporting and operational forecasting. The vast majority of the Group's transactions are in home currency or US Dollar. The Group maintains bank accounts in the predominant transactional currencies to minimise operational foreign exchange rate risk.

PRMG HOLDINGS LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 30 NOVEMBER 2024

On behalf of the Board



W. Freear
Director

Date: 9/9/25

PRMG HOLDINGS LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 30 NOVEMBER 2024

The directors present their annual report and financial statements for the year ended 30 November 2024.

Principal activities

The principal activity of the company continued to be that of a holding company. The principal activity of the Group is that of independent global security, risk management and service support that identifies and manages risk.

The Group delivers bespoke service solutions backed by a commitment to the highest levels of quality. Carefully selected consultants, from a wide range of specialist backgrounds, provide expertise to deliver robust, practical and scalable cost-effective solutions.

Operating throughout the UK, US, EMEA and Asia, the Group prides itself on meticulous procedures, advice and systems developed from a comprehensive experience and knowledge base. Our level of accreditation is foremost in the industry including full implementation of SIA ACS regulation, ISO 18788 (PSC.1) throughout the business and multiple, consecutive audit conformance for ISO 9001, ISO 27001, ISO 45001 and ISO 14001.

The Group's highly integrated services address all potential vulnerabilities, beginning with fundamentals like manned guarding and extending to advanced risk consultancy and management for special risk situations. The Group's services include:

- Risk consultancy and planning
- Operational consultancy
- Journey/fleet management
- Marine protection
- Aviation security
- Life support
- Manned guarding
- Training
- Information and intelligence systems and products
- Technical systems and equipment
- Specialist forensic, government, military and police services

We bring together expert knowledge and experience from a cross-section of risk management disciplines to help assess organisations' exposure to risk across their operations. Our teams are hand-picked from the industry elite including: government security services, special forces, military and police. We help clients plan and deploy measured and sustainable security systems, processes and resources to comprehensively address specific risks.

The Group is proud to serve a broad range of clients with experience working with sovereign states and multinational corporations in the oil & gas, technology, defence, healthcare, media, energy, telecoms, professional and financial services sectors. Our extensive client portfolio includes some of the world's largest and most influential organisations.

Results and dividends

The results for the year are set out on page 11.

No interim dividends were paid. The directors do not recommend payment of a final dividend.

Directors

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

D Freear
W E Freear

PRMG HOLDINGS LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 NOVEMBER 2024

Future developments

The ever-changing political and economic pressures in the main geographic markets continue to present their own individual challenges. However, as always, the Group continues to make detailed strategic assessments of the markets to ensure it is well positioned to react to opportunities and threats alike.

As part of those assessments, the Group has invested into new systems that have yielded efficiency in administrative support areas, new technology and equipment to ensure continuity and improvement in service delivery as well as adding to staffing levels in critical business support areas.

The breadth of services offered by Pilgrims has expanded in 2024/2025 with operations in global conflict zones demanding the capability and capacity of the Group's expert services in varying and flexible form.

The business remains fully committed to growth, both in the UK and overseas, by continuing to uphold the highest level of pride and professionalism in servicing clients.

Statement of disclosure to auditor

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

PRMG HOLDINGS LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 NOVEMBER 2024

Employees

The Group has shares a wide range of policies relating to employees that support hire and retention; these include creating the right working environment and offering attractive reward mechanisms and opportunities for personal development. The Company is committed to promoting policies to ensure that those who are employed are treated equally regardless of status, sex, age, colour, race or ethnic origin.

The Group is committed to ensuring that people with disabilities are supported and encouraged to apply for employment and to achieve progress. They will be treated so that they have an equal opportunity, so far as is justifiable, to be selected, trained and promoted. Every reasonable effort will be made to enable disabled persons to be retained in employment by investigating the possibility of making reasonable adjustments to the role.

The Group is committed to maintaining the highest level of compliance with Health and Safety standards at all times and regarding the safety of its employees, subcontractors, clients, customers and visitors as a key priority. The Group maintains a Health and Safety Policy that is communicated throughout the organisation.

During the year the Group has continued to ensure employees are systematically kept informed of the key matters affecting them in their roles and across the business. The majority of employees work at client locations so communications are conducted through online engagement software that all staff have access to and receive push-notifications from. Furthermore, the software is two-way so employees are also able to submit questions directly to designated management/support teams.

The Employee Engagement Software is not the sole source of communication, the Group's management team attend all work locations on a regular basis, typically weekly as a formality but often more frequently for day-to-day matters.

Communications at the Group's head office are conducted through monthly senior management meetings followed by a cascade of information into the various respective head office teams through team meetings. This process is a 360-degree endeavour, which returns individual/ team commentary back to senior management in a continuous cycle that helps to shape decisions at an operational, tactical and strategic level throughout the year.

Furthermore, the Group operates in an environment that provides easy access to directors and the business owners alike. Regular chair-siding takes place at all levels (including with directors and owners) and employees are encouraged to work openly and collaboratively across functions to ensure day-to-day information flows effortlessly through the organization keeping all employees informed of relevant information.

The Group's efforts to ensure employees views are heard and taken into account in making decisions which affect them or the wider business does not stop with the aforementioned engagement software and general business good practice. In particular, our largest commercial engagements have specific structures in place that ensure site visits and weekly/monthly employee meetings follow a structured process for purposes of consistency and comprehensiveness in employee engagement. This includes working with union or employee representatives in some instances affording conveyance of a collective voice where appropriate.

The Group's operational and human resource teams ensure specific matters, such as pay, are communicated on a timely basis, typically annually in accordance with well-established/contracted budgetary review processes.

Pilgrims has also recently introduced anonymous employee surveys on critical welfare matters such as diversity and development needs in the workplace. The Group has commenced a wider Environmental, Social and Corporate Governance (ESG) programme that will also draw on feedback through employment surveys and direct employee engagement.

As noted above, many of Pilgrims employees work at client locations under specific commercial terms and conditions. Under those commercial arrangements, Pilgrims works in partnership with clients to ensure employees' pay and conditions are wholly compliant with employment legislation and commensurate for the work undertaken. In many instances, commercial arrangements provide for pay above minimum legislative requirements and additionally provide for specific reward schemes that benefit the employees based on performance in the workplace.

Finally, the conveyance of the Group's own performance is conducted through the publishing of Statutory Accounts on an annual basis. These are available in the public domain and thus accessible to all employees.

PRMG HOLDINGS LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 NOVEMBER 2024

Going concern

The directors believe that the Group is well placed to manage its business risks successfully. The financial statements detail the liquidity position of the Group.

After making necessary enquiries, the directors have a reasonable expectation that the Company and the Group can continue in operational existence for the foreseeable future and at least 12 months from the date of signing of these financial statements. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

On behalf of the board


.....
WE Freear
Director

Date: 
.....

PRMG HOLDINGS LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 30 NOVEMBER 2024

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

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

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

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

PRMG HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF PRMG HOLDINGS LIMITED

Opinion

We have audited the financial statements of PRMG Holdings (the 'parent company') and its subsidiaries (the 'group') for the year ended 30 November 2024 which comprise the group profit and loss account, the group statement of comprehensive income, the group balance sheet, the company balance sheet, the group statement of changes in equity, the company statement of changes in equity, the group statement of cash flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the group's and the parent company's affairs as at 30 November 2024 and of the group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to going concern

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

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's and parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

PRMG HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF PRMG HOLDINGS LIMITED

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. In preparing the financial statements, the directors are responsible for assessing the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the 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 is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

PRMG HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF PRMG HOLDINGS LIMITED

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 and on the Financial Reporting Council's website, to detect material misstatements in respect of irregularities, including fraud.

We obtain and update our understanding of the entity, its activities, its control environment, and likely future developments, including in relation to the legal and regulatory framework applicable and how the entity is complying with that framework. Based on this understanding, we identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. This includes consideration of the risk of acts by the entity that were contrary to applicable laws and regulations, including fraud.

In response to the risk of irregularities and non-compliance with laws and regulations, including fraud, we designed procedures which included:

- Enquiry of management and those charged with governance around actual and potential litigation and claims as well as actual, suspected and alleged fraud;
- Assessing the extent of compliance with the laws and regulations considered to have a direct material effect on the financial statements or the operations of the entity through enquiry and inspection;
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations; and
- Performing audit work over the risk of management bias and override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business and reviewing accounting estimates for indicators of potential bias.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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.



Alex Temlett CA ACA CTA (Senior Statutory Auditor)
For and on behalf of Azets Audit Services Limited

Date: 9 September 2025

Chartered Accountants
Statutory Auditor

Ashcombe Court
Woolsack Way
Godalming
Surrey
United Kingdom
GU7 1LQ

PRMG HOLDINGS LIMITED

GROUP PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 30 NOVEMBER 2024

		2024	2023
	Notes	£	as restated £
Turnover	3	29,036,679	38,558,431
Cost of sales		(25,549,728)	(33,770,252)
Gross profit		3,486,951	4,788,179
Distribution costs		(240,896)	-
Administrative expenses		(2,759,503)	(3,162,497)
Other operating income		-	680,165
Operating profit	4	486,552	2,305,847
Interest receivable and similar income	7	184,551	67,697
Interest payable and similar expenses	8	(25,135)	(79,573)
Profit before taxation		645,968	2,293,971
Tax on profit	9	(608,554)	(793,306)
Profit after taxation		37,414	1,500,665
Profit for the financial year		37,414	1,500,665
Profit for the financial year is attributable to:			
- Owners of the parent company		325,895	1,402,214
- Non-controlling interests		(288,481)	98,451
		37,414	1,500,665

PRMG HOLDINGS LIMITED

GROUP STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 NOVEMBER 2024

	2024	2023 as restated
	£	£
Profit for the year	37,414	1,500,665
Other comprehensive income		
Currency translation loss taken to retained earnings	(1,029,510)	(1,327,896)
Total comprehensive income for the year	<u>(992,096)</u>	<u>172,769</u>
 Total comprehensive income for the year is attributable to:		
- Owners of the parent company	(446,237)	497,592
- Non-controlling interests	(545,859)	(324,823)
	<u>(992,096)</u>	<u>172,769</u>

PRMG HOLDINGS LIMITED

GROUP BALANCE SHEET

AS AT 30 NOVEMBER 2024

		2024		2023 as restated	
	Notes	£	£	£	£
Fixed assets					
Tangible assets	11		495,892		771,552
Current assets					
Stocks	14	38,479		36,708	
Debtors	15	7,935,217		11,578,558	
Cash at bank and in hand		5,289,932		5,361,405	
		13,263,628		16,976,671	
Creditors: amounts falling due within one year	16	(10,582,709)		(13,506,963)	
Net current assets			2,680,919		3,469,708
Total assets less current liabilities			3,176,811		4,241,260
Creditors: amounts falling due after more than one year	17		(57,882)		(95,405)
Provisions for liabilities					
Deferred tax liability	19	37,134	(37,134)	71,964	(71,964)
Net assets			3,081,795		4,073,891
Capital and reserves					
Called up share capital	21		100		100
Profit and loss reserves			2,799,369		3,245,606
Equity attributable to owners of the parent company			2,799,469		3,245,706
Non-controlling interests			282,326		828,185
			3,081,795		4,073,891

The financial statements were approved by the board of directors and authorised for issue on 9 Sep 2025 and are signed on its behalf by:


W.E Freear
Director

Company registration number 11430772 (England and Wales)

PRMG HOLDINGS LIMITED

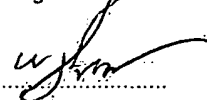
COMPANY BALANCE SHEET

AS AT 30 NOVEMBER 2024

		2024		2023 as restated	
	Notes	£	£	£	£
Fixed assets					
Investments	12		2,053,604		2,053,604
Current assets					
Debtors	15	1,122,505		1,122,505	
Cash at bank and in hand		116,502		121,726	
		<u>1,239,007</u>		<u>1,244,231</u>	
Creditors: amounts falling due within one year	16	<u>(2,987,962)</u>		<u>(2,975,462)</u>	
Net current liabilities			<u>(1,748,955)</u>		<u>(1,731,231)</u>
Net assets			<u>304,649</u>		<u>322,373</u>
Capital and reserves					
Called up share capital	21		100		100
Profit and loss reserves			304,549		322,273
Total equity			<u>304,649</u>		<u>322,373</u>

As permitted by s408 Companies Act 2006, the company has not presented its own profit and loss account and related notes. The company's loss for the year was £17,724 (2023 - profit of £219,573).

The financial statements were approved by the board of directors and authorised for issue on 9 Sep 2025 and are signed on its behalf by:


 W E Freear
 Director

Company registration number 11430772 (England and Wales)

PRMG HOLDINGS LIMITED

GROUP STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 NOVEMBER 2024

	Notes	Share capital £	Profit and loss reserves £	Total controlling interest £	Non-controlling interest £	Total £
As restated for the period ended 30 November 2023:						
Balance at 1 December 2022		100	2,395,598	3,259,110	863,412	4,122,522
Prior year restatement		-	(289,596)	(289,596)	289,596	-
Balance at 1 December 2022		100	2,969,414	2,969,514	1,153,008	4,122,522
Year ended 30 November 2023:						
Profit for the year		-	1,402,214	1,402,214	98,451	1,500,665
Other comprehensive income:						
Currency translation differences		-	(1,327,896)	(1,327,896)	-	(1,327,896)
Amounts attributable to non-controlling interests		-	331,975	331,975	(331,975)	-
Prior year adjustment		-	91,299	91,299	(91,299)	-
Total comprehensive income		-	497,592	497,592	(324,823)	172,769
Dividends	10	-	(221,400)	(221,400)	-	(221,400)
Balance at 30 November 2023		100	3,245,606	3,245,706	828,185	4,073,891
Year ended 30 November 2024:						
Profit for the year		-	325,895	325,895	(288,481)	37,414
Other comprehensive income:						
Currency translation differences		-	(1,029,510)	(1,029,510)	-	(1,029,510)
Amounts attributable to non-controlling interests		-	257,378	257,378	(257,378)	-
Total comprehensive income		-	(446,237)	(446,237)	(545,859)	(992,096)
Balance at 30 November 2024		100	2,799,369	2,799,469	282,326	3,081,795

PRMG HOLDINGS LIMITED

COMPANY STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 NOVEMBER 2024

	Notes	Share capital £	Profit and loss reserves £	Total £
As restated for the period ended 30 November 2023:				
Balance at 1 December 2022		100	324,100	324,200
Year ended 30 November 2023:				
Profit and total comprehensive income for the year		-	219,573	219,573
Dividends	10	-	(221,400)	(221,400)
Balance at 30 November 2023		100	322,273	322,373
Year ended 30 November 2024:				
Profit and total comprehensive income		-	(17,724)	(17,724)
Balance at 30 November 2024		100	304,549	304,649

PRMG HOLDINGS LIMITED

GROUP STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 NOVEMBER 2024

		2024		2023 as restated	
	Notes	£	£	£	£
Cash flows from operating activities					
Cash generated from operations	25	1,520,000		2,838,528	
Interest paid		(25,135)		(79,573)	
Income taxes paid		(720,985)		(152,728)	
Net cash inflow from operating activities		773,880		2,606,227	
Investing activities					
Purchase of tangible fixed assets		(265,451)		(417,494)	
Interest received		184,551		11,473	
Net cash used in investing activities		(80,900)		(406,021)	
Financing activities					
Repayment of bank loans		(50,000)		(55,967)	
Dividends paid to equity shareholders		-		(221,400)	
Net cash used in financing activities		(50,000)		(277,367)	
Net increase in cash and cash equivalents		642,980		1,922,839	
Cash and cash equivalents at beginning of year		5,361,405		4,209,473	
Effect of changes in foreign exchange rates		(714,453)		(770,907)	
Cash and cash equivalents at end of year		5,289,932		5,361,405	

PRMG HOLDINGS LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 NOVEMBER 2024

1 Accounting policies

Company information

PRMG Holdings Limited ("the parent company" or "the company") is a private limited company domiciled and incorporated in England and Wales. The registered office is Unit 3, Links Business Centre, Old Woking Road, Old Woking, Woking, Surrey, United Kingdom, GU22 8BF.

The group consists of PRMG Holdings and all of its subsidiaries.

1.1 Accounting convention

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

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

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

1.2 Business combinations

The cost of a business combination is the fair value at the acquisition date of the assets given, equity instruments issued and liabilities incurred or assumed, plus costs directly attributable to the business combination. The excess of the cost of a business combination over the fair value of the identifiable assets, liabilities and contingent liabilities acquired is recognised as goodwill. The cost of the combination includes the estimated amount of contingent consideration that is probable and can be measured reliably, and is adjusted for changes in contingent consideration after the acquisition date. Provisional fair values recognised for business combinations in previous periods are adjusted retrospectively for final fair values determined in the 12 months following the acquisition date. Investments in subsidiaries, joint ventures and associates are accounted for at cost less impairment.

1.3 Basis of consolidation

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

All financial statements are made up to 30 November 2024. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the group.

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

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

1.4 Going concern

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

The directors have taken into account the effects on the business of the current economic uncertainty and inflationary pressures in assessing the appropriateness of the going concern basis of preparation and have concluded that there is no material uncertainty in this regard based on forecasts prepared which indicate that the Group will have adequate cash resources.

PRMG HOLDINGS LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 NOVEMBER 2024

1 Accounting policies

(Continued)

1.5 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for 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 contracts for the provision of professional services is recognised by reference to the stage of completion when the stage of completion, costs incurred and costs to complete can be estimated reliably. The stage of completion is calculated by comparing costs incurred, mainly in relation to contractual hourly staff rates and materials, as a proportion of total costs. Where the outcome cannot be estimated reliably, revenue is recognised only to the extent of the expenses recognised that it is probable will be recovered.

1.6 Tangible fixed assets

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

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

Leasehold improvements	Over the term of the lease
Fixtures and fittings	20% on cost
Computers	33% on cost
Motor vehicles	20% on cost

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

1.7 Fixed asset investments

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

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

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

1.8 Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the stocks to their present location and condition.

Stocks held for distribution at no or nominal consideration are measured at the lower of cost and replacement cost, adjusted where applicable for any loss of service potential.

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

PRMG HOLDINGS LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 NOVEMBER 2024

1 Accounting policies

(Continued)

1.9 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include 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 current liabilities.

1.10 Financial instruments

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

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

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

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Other financial assets

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

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 profit or loss.

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 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 group transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

PRMG HOLDINGS LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 NOVEMBER 2024

1 Accounting policies

(Continued)

Classification of financial liabilities

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

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

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

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

Other financial liabilities

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or finance income as appropriate, unless hedge accounting is applied and the hedge is a cash flow hedge.

Debt instruments that do not meet the conditions in FRS 102 paragraph 11.9 are subsequently measured at fair value through profit or loss. Debt instruments may be designated as being measured at fair value through profit or loss to eliminate or reduce an accounting mismatch or if the instruments are measured and their performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

Derecognition of financial liabilities

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

1.11 Equity instruments

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

1.12 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 and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

PRMG HOLDINGS LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2024

1 Accounting policies

(Continued)

Deferred tax

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

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

1.13 Employee benefits

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

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

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

1.14 Retirement benefits

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

1.15 Leases

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

Rental income from operating leases is recognised on a straight line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight line basis over the lease term.

1.16 Foreign exchange

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

PRMG HOLDINGS LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 NOVEMBER 2024

2 Judgements and key sources of estimation uncertainty

In the application of the group's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

Critical judgements

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

Investment in subsidiaries

An annual impairment review of the investments held in the company only balance sheet is performed by comparing the closing carrying asset value of the subsidiaries in the financial statements against net assets held in those subsidiaries in addition to the future outlook of the investment.

3 Turnover and other revenue

	2024	2023
	£	£
Turnover analysed by class of business		
Services relating to the Group's principal activity	29,036,679	38,558,431
	<u>29,036,679</u>	<u>38,558,431</u>
	2024	2023
	£	£
Turnover analysed by geographical market		
UK	18,834,797	22,438,752
Europe	1,951,127	4,064,553
Nigeria	5,435,369	10,198,361
Rest of world	2,815,386	1,856,765
	<u>29,036,679</u>	<u>38,558,431</u>
	2024	2023
	£	£
Other revenue		
Interest income	184,551	67,697
Management charge	-	635,644
Rent received	-	44,521
	<u>184,551</u>	<u>747,862</u>

PRMG HOLDINGS LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2024

4 Operating profit

	2024 £	2023 £
Operating profit for the year is stated after charging/(crediting):		
Exchange gains	(842,089)	(1,156,286)
Depreciation of owned tangible fixed assets	220,369	224,430
Operating lease charges	102,368	249,940

5 Employees

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

	Group 2024 Number	2023 Number	Company 2024 Number	2023 Number
Head office	46	129	2	2
Guarding	498	482	-	-
Total	544	611	2	2

Their aggregate remuneration comprised:

	Group 2024 £	2023 £	Company 2024 £	2023 £
Wages and salaries	16,684,454	19,468,041	-	-
Social security costs	1,520,388	1,597,335	-	-
Pension costs	362,655	370,556	-	-
	18,567,497	21,435,932	-	-

6 Auditor's remuneration

	2024 £	2023 £
Fees payable to the company's auditor and associates:		
For audit services		
Audit of the consolidated financial statements of the company	12,500	7,000
Audit of the financial statements of the company's subsidiaries	39,500	38,250
	52,000	45,250

PRMG HOLDINGS LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 NOVEMBER 2024

7 Interest receivable and similar income

	2024 £	2023 £
Interest income		
Interest on bank deposits	184,551	67,697

	2024 £	2023 £
Investment income includes the following:		
Interest on financial assets not measured at fair value through profit or loss	184,551	67,697

8 Interest payable and similar expenses

	2024 £	2023 £
Interest on financial liabilities measured at amortised cost:		
Interest on bank overdrafts and loans	-	5,680
Other interest on financial liabilities	25,135	6,501
	25,135	12,181
Other finance costs:		
Interest on finance leases and hire purchase contracts	-	67,392
Total finance costs	25,135	79,573

9 Taxation

	2024 £	2023 £
Current tax		
UK corporation tax on profits for the current period	177,406	232,376
Adjustments in respect of prior periods	105,009	-
Total UK current tax	282,415	232,376
Foreign current tax on overseas profits for the current period	326,139	560,930
Total current tax	608,554	793,306

PRMG HOLDINGS LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2024

9 Taxation

(Continued)

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

	2024 £	2023 £
Profit before taxation	645,968	2,293,971
Expected tax charge based on the standard rate of corporation tax in the UK of 25.00% (2023: 19.00%)	161,492	435,854
Tax effect of expenses that are not deductible in determining taxable profit	10,312	10,760
Carry forward/ (utilisation) of tax losses	214,299	(439,624)
Adjustments in respect of prior years	105,009	-
Permanent capital allowances in excess of depreciation	(7,640)	(6,990)
Effect of different tax rate on overseas profits	125,082	793,306
Taxation charge	608,554	793,306

10 Dividends

	2024 £	2023 £
Recognised as distributions to equity holders:		
Interim paid	-	221,400

PRMG HOLDINGS LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2024

11 Tangible fixed assets

Group	Leasehold improvements £	Fixtures and fittings £	Computers £	Motor vehicles £	Total £
Cost					
At 1 December 2023	285,607	183,027	165,257	1,601,876	2,235,767
Additions	-	14,254	11,427	239,770	265,451
Disposals	(142,672)	-	-	(9,095)	(151,767)
Exchange adjustments	(70,791)	(55,659)	(26,727)	(783,860)	(937,037)
At 30 November 2024	72,144	141,622	149,957	1,048,691	1,412,414
Depreciation and impairment					
At 1 December 2023	87,411	104,589	149,140	1,123,075	1,464,215
Depreciation charged in the year	111,862	26,728	8,626	73,153	220,369
Eliminated in respect of disposals	(142,672)	-	-	(3,410)	(146,082)
Exchange adjustments	(26,453)	(44,034)	(22,045)	(529,448)	(621,980)
At 30 November 2024	30,148	87,283	135,721	663,370	916,522
Carrying amount					
At 30 November 2024	41,996	54,339	14,236	385,321	495,892
At 30 November 2023	198,196	78,438	16,117	478,801	771,552

The company had no tangible fixed assets at 30 November 2024 or 30 November 2023.

12 Fixed asset investments

	Notes	Group 2024 £	2023 £	Company 2024 £	2023 £
Investments in subsidiaries	13	-	-	2,053,604	2,053,604

Movements in fixed asset investments Company

	Shares in subsidiaries £
Cost or valuation	
At 1 December 2023 and 30 November 2024	2,053,604
Carrying amount	
At 30 November 2024	2,053,604
At 30 November 2023	2,053,604

PRMG HOLDINGS LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2024

13 Subsidiaries

Details of the company's subsidiaries at 30 November 2024 are as follows:

Name of undertaking	Registered office	Class of shares held	% Held	
			Direct	Indirect
Pilgrims Risk Management Group Limited	Unit 3, Links Business Centre, Old Woking Road, Old Woking, Surrey, GU22 8BF	Ordinary	100.00	-
Pilgrims Africa Limited	10 Bendel Close, Off Bishop Aboyade Close, Victoria Island, Lagos, Nigeria	Ordinary	75.00	-
PRMG ISSEE Holdings Limited	Unit 3, Links Business Centre, Old Woking Road, Old Woking, Surrey, GU22 8BF	Ordinary	100.00	-
Sanmarton (Holdings) Limited	Unit 3, Links Business Centre, Old Woking Road, Old Woking, Surrey, GU22 8BF	Ordinary	-	51.40
ISSEE Limited	Unit 3, Links Business Centre, Old Woking Road, Old Woking, Surrey, GU22 8BF	Ordinary	-	51.40

14 Stocks

	Group 2024 £	2023 £	Company 2024 £	2023 £
Finished goods and goods for resale	38,479	36,708	-	-

15 Debtors

	Group 2024 £	2023 £	Company 2024 £	2023 £
Amounts falling due within one year:				
Trade debtors	5,120,906	7,083,281	-	-
Amounts owed by related undertakings	2,283,607	3,518,810	1,122,505	1,122,505
Other debtors	316,894	730,416	-	-
Prepayments and accrued income	213,810	246,051	-	-
	7,935,217	11,578,558	1,122,505	1,122,505

16 Creditors: amounts falling due within one year

	Notes	Group 2024 £	2023 £	Company 2024 £	2023 £
Bank loans	18	50,523	63,000	-	-
Trade creditors		1,134,512	2,175,483	-	-
Amounts owed to related undertakings		3,279,775	3,334,163	635,953	635,953
Corporation tax payable		580,971	658,572	-	-
Other taxation and social security		1,002,046	1,236,461	-	-
Other creditors		3,437,436	4,407,186	2,316,409	2,316,409
Accruals and deferred income		1,097,446	1,632,098	35,600	23,100
		10,582,709	13,506,963	2,987,962	2,975,462

PRMG HOLDINGS LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2024

17 Creditors: amounts falling due after more than one year

	Notes	Group 2024 £	2023 £	Company 2024 £	2023 £
Bank loans and overdrafts	18	57,882	95,405	-	-

18 Loans and overdrafts

	Group 2024 £	2023 £	Company 2024 £	2023 £
Bank loans	108,405	158,405	-	-
Payable within one year	50,523	63,000	-	-
Payable after one year	57,882	95,405	-	-

The bank loans are secured by fixed and floating charges over the assets of ISSEE Limited.

19 Deferred taxation

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

	Liabilities 2024 £	Liabilities 2023 £
Group		
Accelerated capital allowances	37,134	71,964

The company has no deferred tax assets or liabilities.

	Group 2024 £	Company 2024 £
Movements in the year:		
Liability at 1 December 2023	71,964	-
Credit to profit or loss	(34,830)	-
Liability at 30 November 2024	37,134	-

PRMG HOLDINGS LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2024

20 Retirement benefit schemes

	2024	2023
	£	£
Defined contribution schemes		
Charge to profit or loss in respect of defined contribution schemes	362,655	370,556

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

21 Share capital

Group and company	2024	2023	2024	2023
Ordinary share capital	Number	Number	£	£
Issued and fully paid				
Ordinary shares of £1 each	100	100	100	100

22 Operating lease commitments

Lessee

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

	Group	2023	Company	2023
	2024		2024	
	£	£	£	£
Within one year	51,273	120,000	-	-
Between two and five years	160,778	17,425	-	-
	212,051	137,425	-	-

PRMG HOLDINGS LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2024

23 Related party transactions

Transactions with related parties

The following amounts were outstanding at the reporting end date:

Amounts due to related parties	2024 £	2023 £
Group		
Other related parties	3,279,775	3,334,163

Amounts due from related parties	2024 Balance £	2023 Balance £
Group		
Other related parties	2,283,607	3,518,809

24 Controlling party

The ultimate controlling party is Mr William Edward Freear.

25 Cash generated from group operations

	2024 £	2023 £
Profit for the year after tax	37,414	1,500,665
Adjustments for:		
Taxation charged	608,554	793,306
Finance costs	25,135	79,573
Investment income	(184,551)	(11,473)
Loss on disposal of tangible fixed assets	5,685	-
Depreciation and impairment of tangible fixed assets	220,369	232,053
Movements in working capital:		
(Increase)/decrease in stocks	(1,771)	36,306
Decrease in debtors	3,643,341	1,984,530
Decrease in creditors	(2,843,176)	(1,792,454)
Cash generated from operations	1,520,000	2,822,506

PRMG HOLDINGS LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2024

26 Analysis of changes in net funds - group

	1 December 2023 £	Cash flows £	30 November 2024 £
Cash at bank and in hand	5,361,405	(71,473)	5,289,932
Borrowings excluding overdrafts	(158,405)	50,000	(108,405)
	<u>5,203,000</u>	<u>(21,473)</u>	<u>5,181,527</u>

27 Prior period adjustment

The non controlling interest share had previously not been reflected upon the point of ISSEE Limited entering the group in 2021. Further to this, a late adjustment was processed in Pilgrims Africa Limited in the year ended 30 November 2023 for which the non controlling interest share had not been reflected.

Adjustments to equity - group

	1 December 2022 £	30 November 2023 £
Adjustments to prior year		
Non controlling interest	289,596	91,299
Profit and loss reserves	(289,596)	(91,299)
Total adjustments	<u>-</u>	<u>-</u>

Adjustments to equity - company

The prior period adjustments do not give rise to any effect upon equity.