

2023

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# ANNUAL REPORT & ACCOUNTS

Year ended 30 April 2023



**BLUEFRIARS**  
GROUP

# DIRECTORS REPORT

The directors present their report and the unaudited financial statements of the group for the year ended 30 April 2023.



**DAVID PLUMMER**  
GROUP CEO



**DAVID OWEN**  
GROUP CHAIRMAN

**Bluefriars Limited**, the parent company of the Bluefriars Group was established in January 2013, with its Lloyd's Broker subsidiary following shortly after in April. This year's consolidated accounts reflect the conclusion of a decade of trading in which the Group has:

- Established a Lloyd's broker to act as broker principal and advisor to London market and United Kingdom brokers and underwriters, either with start-ups, or ongoing ventures.
- Established a specialist management consultancy to assist insurers and intermediaries.
- Established a specialist mergers and acquisitions advisor to assist the birth, growth, and sale of London market, United Kingdom, and EU firms.
- Established in the Czech Republic
- Established in Belgium.
- Launched 2 joint venture companies.
- Incubated over 30 financial services firms.
- Assisted in the purchase, and /or sale of over 100 financial services firms.

The stated aims of Bluefriars' founders are to encourage market choice and innovation in the London and United Kingdom markets alongside enhancing opportunity for market members. We are pleased to have exceeded those expectations, working with firms and market participants from as far afield as the Middle East, North and South America, and Australasia.

We are pleased to report a 21% increase in group turnover, with a near doubling of retained earnings, thus strengthening our group balance sheet.

This improved performance has enabled the group and its subsidiaries to build on its already-successful team, and continue investment in its European subsidiaries in the Czech Republic and Belgium as well its UK broking, consulting, regulatory hosting, and training activities.

In 2024, we plan to expand on this success, delivering a wider, more responsive range of services to our clients and counterparties worldwide. This is the result of listening to and learning from market needs since Bluefriars' foundation.

## REPORT ON OPERATING ACTIVITIES

This year has seen Bluefriars' operational performance and delivery improve as its mix of partners and their specific requirements have altered and matured. Both our Appointed Representatives and consulting partners trade in jurisdictions across the world. Their activities include a variety of different trading models, including MGAs, MGUs, Brokers, Intermediaries, and Lloyds / London Market firms.

To ensure we continue to provide all Bluefriars' hosted ARs and consulting partners with consistent service that meets their varied needs, we have diversified the skills of our staff. Our team has expanded to be proficient on all Lloyds platforms and systems necessary to transact both new policies, renewals and claims. We have also expanded Bluefriars' team to meet both current and future needs in our network.

## BROKING

Having established Bluefriars specifically to assist with the incubation of new market offers, our broking arm initially resisted being involved in direct broking efforts, to ensure it was clear to our clients and counterparties that its activities were not in conflict with theirs. Over time and particularly during the Covid-19 lockdown, it became clear that many of our incubation partners needed specialist help in locating the right risk transfer to grow their offer.

Bluefriars Brokers has now established itself as a specialist delegated underwriting, insurance, and reinsurance broker, working to grow income opportunities both for our hosted Appointed Representative service and our consulting partners.

## REGULATORY HOSTING

The FCA continues to scrutinise the regulatory hosting market and has limited the permissions of many firms. Bluefriars has cautiously expanded our AR hosting in recent years, carefully recycling our portfolio by directly authorising firms that have reached readiness. We continue our focus on primarily commercial lines offers, limiting our retail exposure to new-to-market products, where our incubation expertise increases the chances of commercial success.

Additionally, Bluefriars has diversified the classes of business, products, and services it provides as well as increasing the spread of jurisdictions, thus improving our overall risk exposure.

Bluefriars has found increasing success with Insurtech's, either via their proprietary IT systems or their innovative products as we help them move to market.

The Group's shareholders established Bluefriars to work to the highest market standard. Our firm continues to expect the highest standards of governance and daily activity from its ARs.

## CONSULTING

### Business as usual

Bluefriars continues to push for growth for both existing partners and new customers, including:

- Achieving direct authorisation;
- Achieving Lloyd's registration;
- Achieving variations of their regulatory permissions;
- Building sustainable governance platforms;
- Entering new markets;
- Entering new territories;
- Forming strategic alliances to assist growth;
- Managing changes of control; and
- Sourcing new capacity via our broking arm.

Bluefriars has helped an existing Appointed Representative gain direct authorisation within a timeframe much quicker than the current service level agreements (SLAs) and market turnaround times. We also continue to help this firm build its governance platform during a time of enhanced FCA scrutiny of new-to-market firms.

Bluefriars continues to help directly authorised firms to register at Lloyd's as both brokers and coverholders, giving them the benefit of Lloyd's international reach for minimal expenditure.

### Mergers and Acquisitions

Bluefriars Acquisition Services has enjoyed another successful year providing sale and purchase advice to a range of clients in the financial services arena. We have expanded our range of introducers and participated in the evolution of new acquisition methodologies. We have assisted clients to negotiate the increasingly rigorous requirements of the Financial Conduct Authority. We have guided retiring financial advisers in finding the most appropriate home for their clients. We continue to seek a suitable succession path and hope to establish such in the year to come.

### TRAINING

Bluefriars training offerings includes both e-learning and face-to-face solutions in a wide variety of subjects, including topics outside of the world of insurance. Whilst the directors have focused primarily on hosting and consulting over the last financial year, we look forward to expanding the Group's training range in 2025.

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## OFFICERS & PROFESSIONAL ADVISERS

The board of directors:

**David Gwynn Owen**  
**David Plummer**

Company secretary:

**David Plummer**

Registered office:

Suncrest,  
Throcking Lane,  
Buntingford,  
Hertfordshire  
SG9 9RP

Company registration number: 08355483

Accountants:

Daw White Murrall  
Chartered accountants  
1 George Street  
Snow Hill  
Wolverhampton  
WV2 4DG

## CHARTERED ACCOUNTANT'S REPORT

Chartered Accountant's Report to the Board of Directors on the Preparation of the Unaudited Statutory Financial Statements of Bluefriars Limited

As described on the consolidated statement of financial position, the directors of the company are responsible for the preparation of the financial statements for the year ended 30 April 2023, which comprise the consolidated statement of income and retained earnings, company statement of income and retained earnings, consolidated statement of financial position, company statement of financial position and the related notes.

You consider that the company is exempt from an audit under the Companies Act 2006.

In accordance with your instructions we have compiled these financial statements in order to assist you to fulfil your statutory responsibilities, from the accounting records and from information and explanations supplied to us.

**DAW WHITE MURRALL**  
 Chartered accountants  
 1 George Street  
 Snow Hill  
 Wolverhampton  
 WV2 4DG

**"WE HAVE A DEEP  
 UNDERSTANDING OF  
 THE BUSINESS LANDSCAPE  
 OVER ALL POINTS IN THE  
 COMMERCIAL CYCLE"**

## CONSOLIDATED STATEMENT OF INCOME AND RETAINED EARNINGS

	2023	2022
Note	£	£
<b>Turnover</b>	2,216,812	1,822,116
Cost of sales	6,994	30,104
<b>Gross profit</b>	2,209,818	1,792,012
Distribution costs	1,352,457	1,295,033
Administrative expenses	550,208	389,756
<b>Operating profit</b>	307,153	107,223
Other interest receivable and similar income	1,063	52
Interest payable and similar expenses	1,914	1,098
<b>Profit before taxation</b>	5	306,302
Tax on profit	53,366	19,612
<b>Profit for the financial year and total comprehensive income</b>	252,936	86,565
Dividends paid and payable	(175,889)	(118,000)
<b>Retained earnings at the start of the year</b>	78,637	110,072
<b>Retained earnings at the end of the year</b>	155,684	78,637

All the activities of the group are from continuing operations.

## COMPANY STATEMENT OF INCOME AND RETAINED EARNINGS

	2023	2022
Note	£	£
Profit for the financial year and total comprehensive income	(88,699)	58,102
Dividends paid and payable	(175,889)	(57,000)
Retained earnings at the start of the year	2,916	1,814
Retained (losses)/earnings at the end of the year	(261,672)	2,916

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		2023	2022
	Note	£	£
<b>FIXED ASSETS</b>			
Tangible assets	6	3,138	2,547
<b>Current assets</b>			
Debtors	7	248,970	185,663
Cash at bank and in hand		585,299	298,022
		834,269	483,685
Creditors: amounts falling due within one year	8	660,804	376,847
Net current assets		173,465	106,838
Total assets less current liabilities		176,603	109,385
Creditors: amounts falling due after more than one year	9	20,819	30,648
<b>NET ASSETS</b>		155,784	78,737
<b>Capital and reserves</b>			
Called up share capital		100	100
Profit and loss account		155,684	78,637
<b>Shareholders funds</b>		155,784	78,737

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with Section 1A of FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

For the year ending 30 April 2023 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

#### Directors' responsibilities:

- \* The members have not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476;
- \* The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of financial statements.

**"WE HELP BUSINESS CREATORS ACHIEVE THEIR FULL COMMERCIAL POTENTIAL WITHIN THE FINANCIAL SERVICES INDUSTRY"**

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		2023	2022
	Note	£	£
<b>FIXED ASSETS</b>			
Tangible assets	6	647	1,133
<b>CURRENT ASSETS</b>			
Debtors	7	20,170	59,412
Cash at bank and in hand		7,724	6,180
		27,894	65,592
Creditors: amounts falling due within one year	8	269,294	33,061
Net current (liabilities)/assets		241,400	32,531
Total assets less current liabilities		240,753	33,664
Creditors: amounts falling due after more than one year	9	20,819	30,648
Net (liabilities)/assets		261,572	3,016
<b>Capital and reserves</b>			
Called up share capital		100	100
Profit and loss account		261,672	2,916
Shareholders (deficit)/funds		261,572	3,016

# NOTES TO THE FINANCIAL STATEMENTS

## 1. GENERAL INFORMATION

The company is a private company limited by shares, registered in England and Wales. The address of the registered office is Suncrest, Throcking Lane, Buntingford, Hertfordshire, SG9 9RP.

## 2. STATEMENT OF COMPLIANCE

These financial statements have been prepared in compliance with Section 1A of FRS 102, 'The Financial Reporting Standard applicable in the UK and the Republic of Ireland'.

## 3. ACCOUNTING POLICIES

### Basis of preparation

The financial statements have been prepared on the historical cost basis, as modified by the revaluation of certain financial assets and liabilities and investment properties measured at fair value through profit or loss.

The financial statements are prepared in sterling, which is the functional currency of the entity.

### Disclosure exemptions

The parent company satisfies the criteria of being a qualifying entity as defined in FRS 102. As such, advantage has been taken of the following reduced disclosures available under FRS 102:

- (a) Disclosures in respect of each class of share capital have not been presented.
- (b) No cash flow statement has been presented for the company.
- (c) Disclosures in respect of financial instruments have not been presented.
- (d) No disclosure has been given for the aggregate remuneration of key management personnel.

### Consolidation

The financial statements consolidate the financial statements of Bluefriars Limited and all of its subsidiary undertakings.

The results of subsidiaries acquired or disposed of during the year are included from or to the date that control passes.

The parent company has applied the exemption contained in section 408 of the Companies Act 2006 and has not presented its individual profit and loss account.

### Judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported. These estimates and judgements are continually reviewed and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

### Revenue recognition

Turnover is measured at the fair value of the consideration received or receivable for goods supplied and services rendered, net of discounts and Value Added Tax.

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership have transferred to the buyer (usually on despatch of the goods); the amount of revenue can be measured reliably; it is probable that the associated economic benefits will flow to the entity; and the costs incurred or to be incurred in respect of the transactions can be measured reliably.

...continued overleaf

# NOTES TO THE FINANCIAL STATEMENTS

### 3. ACCOUNTING POLICIES *(continued from previous page)*

#### Income tax

The taxation expense represents the aggregate amount of current and deferred tax recognised in the reporting period. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, tax is recognised in other comprehensive income or directly in equity, respectively.

Current tax is recognised on taxable profit for the current and past periods. Current tax is measured at the amounts of tax expected to pay or recover using the tax rates and laws that have been enacted or substantively enacted at the reporting date.

Deferred tax is recognised in respect of all timing differences at the reporting date. Unrelieved tax losses and other 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.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing difference.

#### Foreign currencies

Foreign currency transactions are initially recorded in the functional currency, by applying the spot exchange rate as at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate ruling at the reporting date, with any gains or losses being taken to the profit and loss account.

#### Tangible assets

Tangible assets are initially recorded at cost, and subsequently stated at cost less any accumulated depreciation and impairment losses. Any tangible assets carried at revalued amounts are recorded at the fair value at the date of revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

An increase in the carrying amount of an asset as a result of a revaluation, is recognised in other comprehensive income and accumulated in equity, except to the extent it reverses a revaluation decrease of the same asset previously recognised in profit or loss. A decrease in the carrying amount of an asset as a result of revaluation, is recognised in other comprehensive income to the extent of any previously recognised revaluation increase accumulated in equity in respect of that asset. Where a revaluation decrease exceeds the accumulated revaluation gains accumulated in equity in respect of that asset, the excess shall be recognised in profit or loss.

#### Depreciation

Depreciation is calculated so as to write off the cost or valuation of an asset, less its residual value, over the useful economic life of that asset as follows:

Plant and machinery - 33% straight line

Equipment - 33% straight line

#### Impairment of fixed assets

A review for indicators of impairment is carried out at each reporting date, with the recoverable amount being estimated where such indicators exist. Where the carrying value exceeds the recoverable amount, the asset is impaired accordingly. Prior impairments are also reviewed for possible reversal at each reporting date.

For the purposes of impairment testing, when it is not possible to estimate the recoverable amount of an individual asset, an estimate is made of the recoverable amount of the cash-generating unit to which the asset belongs. The cash-generating unit is the smallest identifiable group of assets that includes the asset and generates cash inflows that largely independent of the cash inflows from other assets or groups of assets.

For impairment testing of goodwill, the goodwill acquired in a business combination is, from the acquisition date, allocated to each of the cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the company are assigned to those units.

#### Finance leases and hire purchase contracts

Assets held under finance leases and hire purchase contracts are recognised in the statement of financial position as assets and liabilities at the lower of the fair value of the assets and the present value of the minimum lease payments, which is determined at the inception of the lease term. Any initial direct costs of the lease are added to the amount recognised as an asset.

Lease payments are apportioned between the finance charges and reduction of the outstanding lease liability using the effective interest method. Finance charges are allocated to each period so as to produce a constant rate of interest on the remaining balance of the liability.

#### Financial instruments

A financial asset or a financial liability is recognised only when the entity becomes a party to the contractual provisions of the instrument.

Basic financial instruments are initially recognised at the transaction price, unless the arrangement constitutes a financing transaction, where it is recognised at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Debt instruments are subsequently measured at amortised cost.

#### Defined contribution plans

Contributions to defined contribution plans are recognised as an expense in the period in which the related service is provided. Prepaid contributions are recognised as an asset to the extent that the prepayment will lead to a reduction in future payments or a cash refund.

When contributions are not expected to be settled wholly within 12 months of the end of the reporting date in which the employees render the related service, the liability is measured on a discounted present value basis. The unwinding of the discount is recognised as a finance cost in profit or loss in the period in which it arises.

### 4. EMPLOYEE NUMBERS

The average number of persons employed by the company during the year amounted to 9 (2022: 8).

### 5. PROFIT BEFORE TAXATION

Profit before taxation is stated after charging:

	2023	2022
Note	£	£
Depreciation of tangible assets	2,071	2,455

**“OUR RECORD OF  
SUCCESSFUL MGA GROWTH  
SPEAKS FOR ITSELF”**

# NOTES TO THE FINANCIAL STATEMENTS

## 6. TANGIBLE ASSETS

Profit before taxation is stated after charging:

		2023	2022
<b>GROUP</b>	<b>Plant and Machinery</b>	<b>Equipment</b>	<b>TOTAL</b>
	£	£	£
Cost			
At 1 May 2022	12,653	2,500	15,153
Additions	567	2,095	2,662
At 30 April 2023	13,220	4,595	17,815
Depreciation			
At 1 May 2022	11,520	1,086	12,606
Charge for the year	1,053	1,018	2,071
At 30 April 2023	12,573	2,104	14,677
Carrying amount			
At 30 April 2023	647	2,491	3,138
At 30 April 2022	1,133	1,414	2,547
<b>COMPANY</b>	<b>Plant and machinery</b>	<b>TOTAL</b>	
	£	£	
Cost			
At 1 May 2022	12,653	2,653	
Additions	567	567	
At 30 April 2023	13,220	13,220	
Depreciation			
At 1 May 2022	11,520	11,520	
Charge for the year	1,053	1,053	
At 30 April 2023	12,573	12,573	
Carrying amount			
At 30 April 2023	647	647	
At 30 April 2022	1,133	1,133	

## 7. DEBTORS

	GROUP		COMPANY	
	2023	2022	2023	2022
	£	£	£	£
Trade debtors	39,816	16,788	–	–
Amounts owed by group undertakings and undertakings in which the company has a participating interest	–	–	12,069	55,968
Other debtors	209,154	168,875	8,101	3,444
	248,970	185,663	20,170	59,412

## 8. CREDITORS: amounts falling due within one year

	GROUP		COMPANY	
	2023	2022	2023	2022
	£	£	£	£
Bank loans and overdrafts	10,648	10,648	10,648	10,648
Trade creditors	362,397	13,860	6,930	1,471
Amounts owed to group undertakings and undertakings in which the company has a participating interest	–	–	243,578	17,673
Corporation tax	51,604	19,668	–	–
Social security and other taxes	24,796	14,278	4,966	37
Other creditors	211,359	318,393	3,172	3,232
	660,804	376,847	269,294	33,061

# NOTES TO THE FINANCIAL STATEMENTS

## 9. CREDITORS: amounts falling due after more than one year

	2023	2022	2023	2022
	£	£	£	£
Bank loans and overdrafts	20,819	30,648	20,819	30,648

## 10. FINANCIAL INSTRUMENTS

Financial instruments such as trade debtors, cash and trade creditors arise from the company's operations.

## 11. DIRECTORS' ADVANCES, CREDITS AND GUARANTEES

During the year, the company made interest-free advances to a director amounting to £139,000 (2022: £61,000) received repayments of £120,000 (2022: £53,174). These were repayable on demand.

## 12. RELATED PARTY TRANSACTIONS

### Company

At 30 April 2023 the company had outstanding loans due from directors of £26,826 (2022: £7,826) included within other debtors.

Also at the year end the company had an outstanding loan due from companies with common directors of £4,593 (2022: £1,095) included in other debtors.

All related party loans are interest-free and repayable on demand.



CAPABLE,  
CONFIDENT &  
COMMERCIAL

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[www.bluefriars.co.uk](http://www.bluefriars.co.uk)