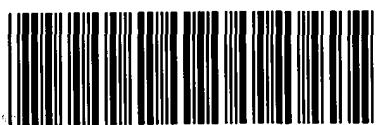


A. BILBROUGH & CO. LIMITED
REPORT AND FINANCIAL STATEMENTS
20TH FEBRUARY 2024

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A. BILBROUGH & CO. LIMITED

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A. BILBROUGH & CO. LIMITED

Directors

J. Bean (appointed 04.November 2024)
I. E. Gooch (resigned on 04 November 2024)
A.G. Jones
I. Paul
S. Roberts (resigned on 7 April 2024)
I.W. Barr
R. Toggwiler
C.J. Hamman

(All Directors served throughout the financial year and are still Directors as at the date of the signing of this Report & Financial Statements, except S Roberts who retired on 7 April 2024 and I Gooch who resigned on 4 November 2024)

Company Secretary

A.G. Jones

Registered Office

50 Leman Street
London
E1 8HQ

Bankers

Barclays Bank Plc
1 Churchill Place
London E14 5HP

Auditors

BDO LLP
55 Baker Street
London
W1U 7EU

A. BILBROUGH & CO. LIMITED

STRATEGIC REPORT

The Directors present their Strategic Report for the year ended 20 February 2024.

Review of Business

The sole activity of the Company is the management of the London P & I Club ("the Club"), a Protection and Indemnity Club providing third party liability insurance on a mutual and fixed premium basis to shipowners, ship operators and charterers. The Company has its head office in London where its senior management team is located but it also has claims handling/liaison offices in Hong Kong and Piraeus, Greece, and a subsidiary in Cyprus. The Company's turnover for the year to 20 February 2024 was £16,745,350 (2023: £15,971,020), an increase of 4.85%, and its retained profit for the year was £1,535,028 (2023: £676,545). At the year end, retained reserves were £234,994 (2023: £32,034) and total capital and reserves were (£5,295,515) (2023: (£6,889,545)) as a consequence of the reduction in the defined benefit pensions scheme liability. The ratio of staff costs to turnover was 71.45% (2023: 75.32%) and is the key performance indicator used by management.

The increase in turnover is entirely due to the increased costs of managing the affairs of the Club, rather than any new sources of income. The increase in retained profit has arisen mainly as a result of Pension related accounting transactions.

The Directors do not presently anticipate any significant future developments in the Company's business and expect to remain focussed on providing a high quality service to the Club and its Members.

Principal Risks and Uncertainties

The principal risk facing the Company is its reliance on its single client. Whilst the Directors recognise this fact, given the very longstanding business connection with the Club and the close working relationship which exists with its governing Board, they do not feel the need to reduce this reliance at the present time, particularly if in taking steps to do so, the quality of service provision to the Club might suffer.

A. BILBROUGH & CO. LIMITED
STRATEGIC REPORT (continued)

The second major risk facing the Company is its financial obligation towards the defined benefit pension scheme, membership of which remained open to its longer-standing UK staff until 31 July 2016. In common with a large number of such schemes, it currently has an actuarial deficit. Since full implementation of Financial Reporting Standard 17 became a requirement in 2006 (now replaced by FRS102), it has been necessary for the Company to reflect this deficit in the Company's Financial Statements, and the impact has been very significant, as well as obscuring the underlying trading performance of the Company. During the financial year reported in these Financial Statements, the net deficit, after making allowance for deferred taxation, decreased from £7,127,511 to £5,800,509 due to deficit reduction contributions paid by the Company and an increase in the yield on corporate bonds which is used to set the discount rate applied to scheme liabilities.

On 28 November 2023 the Company agreed a Recovery Plan with the Scheme Trustees under which the deficit is expected to be eliminated by 2027, provided the assumptions set out in the Statement of Funding Principles are met. The Recovery Plan period is likely to have shortened further due to an expected reduction in the scheme deficit since the 2023 Triennial Valuation with sign-off.

BY ORDER OF THE BOARD



A.G. JONES
Director

50 Leaman Street
London E1 8HQ

12 November 2024

A. BILBROUGH & CO. LIMITED

DIRECTORS' REPORT

REGISTERED NUMBER 116377

The Directors present their Annual Report and the Financial Statements for the year ended 20 February 2024.

Principal Activity

The principal activity is the management function of the London Steam Ship Owners' Mutual Insurance Association Limited ("the Club"). There has not been any significant change in the principal activities of the Company over the year under review and the Directors are unaware, at the date of this report, of any major changes in the Company's principal activity in the coming year.

Review of business and future developments

The review of the business and future developments is detailed in the Strategic Report.

Results

The retained profit for the financial year is shown on page 11. The Directors do not recommend the payment of a dividend on the Management shares.

Going Concern

After making enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the going concern basis continues to be adopted in the preparation of these Financial Statements.

Directors

The Directors listed on page 1 served throughout the financial year. As permitted by the Companies Act 2006, the Company has insurance cover for Directors and Officers of the Company.

A. BILBROUGH & CO. LIMITED
DIRECTORS' REPORT (continued)

Political and Charitable Donations

During the year the Company made charitable donations of £2,000 (2023:£2,000) to maritime-related charities. There were no political contributions.

Foreign Operations

The Company is headquartered in London and has branch offices in Greece and Hong Kong. These offices are segments of the Company and are not separately incorporated legal entities. The company does, however, have a 100% owned subsidiary in Cyprus, A Bilbrough & Co. (Europe) Ltd, which is incorporated within these financial statements.

Auditors

The auditors, BDO LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Disclosures to Auditors

So far as each Director is aware at the time the report is approved:

- there is no relevant audit information of which the Company's auditors are unaware, and
- the Directors have taken all the steps they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

BY ORDER OF THE BOARD



A.G. JONES
Director

50 Lemn Street
London E1 8HQ

12 November 2024

A. BILBROUGH & CO. LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 Company and of the profit or loss of the Company 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 accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

A. BILBROUGH & CO. LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS of A BILBROUGH AND COMPANY LIMITED

Opinion on the financial statements

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 20 February 2024 and of its 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.

We have audited the financial statements of A. Bilbrough & Co Limited ("the Company") for the year ended 20 February 2024 which comprise Income Statement, Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity and the Cash Flow Statement and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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 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.

A. BILBROUGH & CO. LIMITED

INDEPENDENT AUDITOR'S REPORT TO MEMBERS OF A BILBROUGH AND COMPANY LIMITED (continued)

Other information

The Directors are responsible for the other information. The other information comprises the information included in the Directors report and Financial statements, other than the financial statements and our auditor's report thereon. 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.

Other Companies Act 2006 reporting

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 Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report or the Directors' report.

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

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

A. BILBROUGH & CO. LIMITED

INDEPENDENT AUDITOR'S REPORT TO MEMBERS OF A BILBROUGH AND COMPANY LIMITED (continued)

Responsibilities of Directors

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

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

Auditor's responsibilities for the audit of the financial statements

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

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

Non-compliance with laws and regulations based on:

- Our understanding of the Company and the industry in which it operates;
- Discussion with management and those charged with governance; and
- Obtaining and understanding of the Company's policies and procedures regarding compliance with laws and regulations.

We considered the legal and regulatory frameworks determined most significant are Companies Act of 2006, Financial Conduct Authority (FCA) and UK adopted international

Our procedures in respect of the above included:

- Review of minutes of meeting of those charged with governance for any instances of non-compliance with laws and regulations;
- Review of financial statement disclosures: and agreeing to supporting documentations; and
- Review of legal expenditure accounts to understand the nature of expenditure incurred.

Fraud

We assessed the susceptibility of the financial statements to material misstatement, including fraud. Our risk assessment procedures include:

- Enquiry with management and those charged with governance regarding any known or suspected instances of fraud;
- Review of minutes of meeting of those charged with governance for any known or suspected instances of fraud;
- Discussion amongst the engagement team as to how and where fraud might occur in the financial statements; and
- Performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud.

Based on our risk assessment, we considered the areas most susceptible to fraud to be management override of control, revenue recognition and valuation of the defined benefit scheme.

Our procedures in respect of the above included:

- Testing a sample of journal entries throughout the year, which met a defined risk criteria, by agreeing to supporting documentation;
- Assessing significant estimates made by management for bias;
- Reviewed the appropriateness of accounting policies, the accuracy of management recharges and the timing of revenue recognition around the year end: and
- Engaged actuarial experts to review the assumptions and methodology applied by the Company in the valuation the defined benefit scheme.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members who were all deemed to have appropriate competence and capabilities and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

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

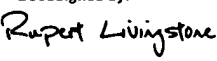
A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>.

This description forms part of our auditor's report.

Use of our report

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

DocuSigned by:



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Rupert Livingstone (Senior Statutory Auditor)

For and on behalf of BDO LLP, statutory auditor

London

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

A. BILBROUGH & CO. LIMITED

INCOME STATEMENT FOR THE YEAR ENDED 20 FEBRUARY 2024

	Note	2024	2023
		£	£
Turnover	3	16,745,350	15,971,020
Operating Expenses		(2,776,900)	(2,364,081)
Administration Expenses		(12,284,474)	(12,632,074)
Other Income		191,769	191,430
Other Interest Receivable and Similar Income		19,406	7,620
Interest Payable and Similar Charges	7	(356,000)	(408,000)
Profit on Ordinary Activities before Taxation	4	1,539,151	765,915
Tax on Profit on Ordinary Activities	8	(4,123)	(89,370)
Profit on Ordinary Activities after Taxation		1,535,028	676,545
Transfer to Cumulative Preference Share Reserve		0	0
Retained Profit for the Financial Year		1,535,028	676,545

All amounts relate to continuing operations.

The notes on pages 16 to 33 form part of these Financial Statements.

A. BILBROUGH & CO. LIMITED

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 20 FEBRUARY 2024

	Note	2024	2023
		£	£
Retained Profit for the Financial Year		1,535,028	676,545
Remeasurement of net defined benefit liability recognised in OCI	16	(470,000)	8,067,000
Movement on Deferred Tax relating to Pensions Liability		529,002	(1,532,730)
		<hr/>	<hr/>
Total other comprehensive (loss)/Income		59,002	6,534,270
		<hr/>	<hr/>
Total comprehensive Income / (loss) for the year		1,594,030	7,210,815
		<hr/> <hr/>	<hr/> <hr/>

The notes on pages 16 to 33 form part of these Financial Statements.

A. BILBROUGH & CO. LIMITED

STATEMENT OF FINANCIAL POSITION AT 20 FEBRUARY 2024

Registered number 116377

ASSETS	Note	2024 £	2023 £
Fixed Assets			
Property Plant and Equipment	9	651,732	724,288
Investments	10	27,691	28,850
Investment in Subsidiary	10	1,017	1,017
Total Fixed Assets		680,440	754,155
Current Assets			
Receivables	11	864,541	360,859
Cash and Cash Equivalents		180,567	439,465
		1,045,108	800,324
Total Assets		1,725,549	1,554,479
LIABILITIES AND RESERVES			
Capital and Reserves			
Called up Share Capital	13	150,000	150,000
Pensions Reserve	16	(5,800,509)	(7,127,511)
Capital Redemption Reserve		120,000	120,000
Retained Profit		234,994	(32,034)
Total Capital and Reserves		(5,295,515)	(6,889,545)
LIABILITIES			
Payables:	12	1,220,555	1,316,512
Deferred Tax Liability	15	0	0
Pensions Liability	16	5,800,509	7,127,511
Total liabilities		7,021,064	8,444,023
Total Liabilities and Reserves		1,725,549	1,554,479



I. Paul
Director



A.G. JONES
Director

The Financial Statements were approved by the Board of Directors on 12 November 2024.

The notes on pages 16 to 33 form part of these Financial Statements.

A. BILBROUGH & CO. LIMITED

STATEMENT OF CHANGES IN EQUITY FOR YEAR ENDED 20 FEBRUARY 2024

	Called up Shared Capital	Profit & Loss	Pensions Reserve	Cumulative Preference Share reserve	Capital Redemption Reserve	Total
	£	£	£	£	£	£
At 20 February 2022	270,000	311,422	(14,829,781)	153,000	0	(14,095,359)
Profit for the year	-	676,545	-	-	-	676,545
Actuarial gains	-	-	6,534,270	-	-	6,534,270
Cumulative share reserve transfer	-	-	-	(153,000)	-	(153,000)
Share Buyback	13 (120,000)	148,000	-	-	120,000	148,000
Transfer between reserves	-	(1,168,000)	1,168,000	-	-	0
At 20 February 2023	150,000	(32,034)	(7,127,511)	0	120,000	(6,889,545)

	Called up Shared Capital	Profit & Loss	Pensions Reserve	Cumulative Preference Share reserve	Capital Redemption Reserve	Total
	£	£	£	£	£	£
At 20 February 2023	150,000	(32,034)	(7,127,511)	0	120,000	(6,889,545)
Profit for the year	-	1,535,028	-	-	-	1,535,028
Actuarial losses	-	-	59,002	-	-	59,002
Cumulative share reserve transfer	-	-	-	-	-	0
Share Buyback	13	-	-	-	-	0
Transfer between reserves	-	(1,268,000)	1,268,000	-	-	0
At 20 February 2024	150,000	234,994	(5,800,509)	0	120,000	(5,295,515)

The notes on pages 16 to 33 form part of these Financial Statements.

A. BILBROUGH & CO. LIMITED**STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 20 FEBRUARY 2024**

	2024 £	2023 £
Cash Flows from Operating Activities		
Profit before tax for the financial year	1,539,151	765,915
Interest receivable	(19,406)	(7,620)
Interest Payable	356,000	408,000
Operating Profit	1,875,745	1,166,295
Effect of Foreign Exchange Rate Changes	(2,815)	(19,540)
Depreciation	319,911	603,486
Loss/(Profit) on sale of fixed asset	0	(550)
(Increase)/Decrease in Receivables	(503,682)	100,694
Decrease in Payables	(95,957)	124,557
Effect of Pension Liability Movements	(1,268,000)	(1,168,000)
Cash Generated from Operations	325,202	806,943
Income Tax (paid)/received		5,388
Net Cash Generated from Operating Activities	325,202	812,331
Cash Flows from Investing Activities		
Purchase of Property Plant and Equipment	(247,506)	(268,231)
Proceeds from sale of Property Plant and Equipment	-	550
Net Cash used in Investing Activities	(247,506)	(267,681)
Cash Flows from Operating Activities		
Interest Paid	(356,000)	(408,000)
Cash proceeds from Share Buy Back	-	(5,000)
Interest received	19,406	7,620
Net Cash used in Financing Activities	(336,594)	(405,380)
Net Decrease in Cash, Cash Equivalents and Bank Overdrafts	(258,898)	141,340
Cash and Cash Equivalents at beginning of Year	439,465	298,125
Cash and Cash Equivalents at end of Year	180,567	439,465

The notes on pages 16 to 33 form part of these Financial Statements.

A. BILBROUGH & CO. LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 20 FEBRUARY 2024

1. GENERAL INFORMATION

A. Bilbrough & Co Limited is a private company limited by shares and is incorporated and domiciled in the United Kingdom, also has claims handling/liasion offices in Hong Kong, Piraeus, Greece, and in Cyprus. The Company Registration number is 116377. The registered office is 50 Leaman Street, London E1 8HQ.

These Financial Statements have been prepared under Financial Reporting Standard 102 (FRS 102) as issued by the Financial Reporting Council and approved by the Directors in accordance with the Companies Act 2006.

The Financial Statements have been prepared on a going concern basis under the historical cost convention, modified to include certain items at fair value, and in accordance with FRS 102.

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 for assets and liabilities as at the year end and the amounts reported for revenues and expenses during the year. The nature of estimation means that actual outcomes might differ from those estimates.

Defined benefit Pension Liability

The only balance where there is significant estimation uncertainty which might materially affect amounts recognised in the Financial Statements is in relation to pension liabilities of (£5,800,509) (2023: (£7,127,511)). The valuation of liabilities is prepared by a qualified independent actuary in compliance with Technical Actuarial Standard 100 - Principles for Technical Actuarial Work and Technical Actuarial Standard 300 - Pensions.

2. ACCOUNTING POLICIES

(a) Basis of preparation of Financial Statements

The Financial Statements have been prepared in British Pounds Sterling (GBP) which is the functional and presentational currency of the Company.

The Directors have reviewed the Company's forecasts and projections and have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The Company therefore continues to adopt the going concern basis in preparing it's Financial Statements.

The Directors have not prepared consolidated financial statements as the results of the subsidiary are already incorporated in the financial statements.

A. BILBROUGH & CO. LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 20 FEBRUARY 2024 (continued)

2 ACCOUNTING POLICIES (Continued)

(b) Turnover

Revenue is measured at the fair value of the management fee received or receivable over the period of which the management services are provided in line with the Financial Year.

(c) Other Operating Income

Rental income receivable under the sub-leases of an operating lease is recognised on a straight-line basis over the period of the sub-leases.

(d) Depreciation

Fixed Assets

Depreciation is provided on all fixed assets. The rates used are estimated to write off the cost of each asset, less its anticipated residual value, by annual instalments over its expected useful life as follows:

Computer hardware	50% per annum straight line
Computer PC's	25% per annum straight line
Software	50% per annum straight line
Development costs	25% per annum reducing balance
Furniture and equipment	12.5% per annum straight line
Office Refurbishment	12.5% per annum straight line
Motor vehicles	25% per annum reducing balance

Fixed assets are measured at historical cost less depreciation.

A. BILBROUGH & CO. LIMITED

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
20 FEBRUARY 2024 (continued)**

2 ACCOUNTING POLICIES (continued)

(e) Impairment of Fixed Assets

At each reporting date fixed assets are reviewed to determine whether there is any indication that those assets have suffered an impairment loss. If there is an indication of possible impairment, the recoverable amount of any affected asset is estimated and compared with its carrying amount. If the estimated recoverable amount is lower, the carrying amount is reduced to its estimated recoverable amount, and impairment loss is recognised immediately in the Income Statement.

If an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but not in excess of the amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in the Income Statement.

(f) Foreign Currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities dominated in foreign currencies are reinstated at the rate ruling at the statement of Financial Position date. All differences are taken to the Income Statement.

(g) Operating Leases

Operating lease rentals are recognised (excluding costs for services such as insurance and maintenance) as an expense over the lease term on a straight-line basis.

2 ACCOUNTING POLICIES (continued)

(h) Taxation

Current tax is recognised for the amount of income tax payable in respect of the taxable profit for the current or past reporting periods using the tax rates and laws that have been enacted or substantively enacted by the reporting date.

Deferred tax is provided in full on timing differences which result in an obligation at the Statement of Financial Position date to pay more tax, or a right to pay less tax, at a future date, at rates that are expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the Financial Statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the Statement of Financial Position date.

The future Deferred tax rate was substantively enacted after the year end, so the deferred tax calculations have been done at 25%

(i) Pension Costs

The Company operates a defined benefit pension scheme which requires contributions to be made to a separately administered fund. The scheme is now closed with members' pensionable service ending on 31 July 2016 and contributions from members ceasing from 1 August 2016.

The cost of providing benefits is determined using the projected units method which attributes entitlement to benefits to the current period (to determine current service cost) and to the current and prior periods (to determine the present value of defined benefit obligations) and is based on actuarial valuation. When a settlement or curtailment occurs, the change in the present value of the scheme liabilities and the fair value of the plan assets reflects the gain or loss which is recognised in the income statement during the period in which it occurs.

The net interest element is determined by multiplying the net defined benefit liability by the discount rate, at the start of the period taking into account any changes in the net defined benefit liability during the period as a result of contribution and benefit payments. The net interest is recognised in the Income Statement.

Re-measurements, comprising actuarial gains and losses, the effect of the asset ceiling and the return on the defined benefit liability (excluding amounts included in net interest) are recognised immediately in other comprehensive income in the period in which they occur. Re-measurements are not reclassified to Income Statement in subsequent periods.

2 ACCOUNTING POLICIES (continued)

(i) Pension Costs (continued)

The defined benefit pension liability in the Statement of Financial Position comprises the total of the present value of the defined benefit obligation (using a discount rate based on high quality corporate bonds), less the fair value of plan assets out of which the obligations are to be settled directly. Fair value is based on market price information and in the case of quoted securities is the published bid price.

The Company also operates a defined contribution pension scheme for its employees. The assets of the scheme are held separately from the Company in independently administered funds for individual members of staff who have elected to participate in the scheme. The pension charge includes contributions payable by the Company for the year. The Company's liability on this pension scheme is limited to the amount of the contributions.

(j) Investments

Investments are not publicly traded and the fair value cannot be measured reliably and so are recognised at cost less impairment.

The investments held are made up of the Hong Kong investment and Investment in Subsidiary

The Company owns 100% of the share capital, being 1,200 ordinary shares, of A Bilbrough and Co (Europe) Limited, a Company with the usual place of business of Esperidon, 5 2001, Nicosia, Cyprus.

(k) Cash and Cash Equivalents

Cash and cash equivalents includes cash at hand, deposits held at call with banks, other short term highly liquid investments which can be withdrawn at any time without notice and bank overdrafts where there is a right of set off and clearing arrangements in place. It also includes cash in hand and deposits denominated in foreign currencies.

(l) Provision for Liabilities and Charges

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is possible that the Company will be required to settle the 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 end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

A. BILBROUGH & CO. LIMITED

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
20 FEBRUARY 2024 (continued)**

2 ACCOUNTING POLICIES (continued)

(m) Financial instruments

Financial assets and liabilities are recognised when the Company becomes party to the contractual provisions of the financial instrument. The Company holds basic financial instruments, which comprise cash at bank and in hand, trade and other receivables, trade and other payables. The Company has chosen to apply the measurement and recognition provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' in full.

**Financial assets - classified as basic financial instruments
Trade and other receivables**

Trade and other receivables are initially recognised at the transaction price, including any transaction costs, and are subsequently measured at amortised cost using the effective interest method, less any provision for impairment.

Amounts that are receivable within one year are measured at the undiscounted amount of the amount expected to be receivable, net of any impairment.

At the end of each reporting year, the Company assesses whether there is objective evidence that any financial asset amount may be impaired. A provision for impairment is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the financial assets. The amount of the provision is the difference between the asset's carrying amount and the present value of the estimated future cash flows. The amount of the provision is recognised immediately in profit or loss.

**Financial liabilities - classified as basic financial instrument
Trade and other payables**

Trade and other payables are initially measured at the transaction price, including any transaction costs, and are subsequently measured at amortised cost using the effective interest method.

Amounts that are payable within one year are measured at the undiscounted amount of the amount expected to be payable.

A. BILBROUGH & CO. LIMITED

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
20 FEBRUARY 2024 (continued)**

5. STAFF NUMBERS AND COSTS

The average number of persons employed by the Company (including Directors) during the year was as follows:

	2024	2023
Directors	7	7
Insurance and administration staff	93	101
	<u>100</u>	<u>108</u>

The aggregate payroll costs of these persons was as follows:

	2024	2023
	£	£
Salaries	9,873,512	9,918,968
Other staff costs	740,947	716,415
Social security costs	783,656	854,457
Other pension costs	566,447	538,747
	<u>11,964,562</u>	<u>12,028,587</u>

A. BILBROUGH & CO. LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 20 FEBRUARY 2024 (continued)

6. DIRECTORS' EMOLUMENTS AND KEY MANAGEMENT PERSONNEL

	2024 £	2023 £
Emoluments (excluding pension costs)	<u>2,230,537</u>	<u>2,233,895</u>
Pension costs	<u>77,376</u>	<u>40,532</u>
Excess retirement benefits of past directors	<u>30,583</u>	<u>30,646</u>

All directors are active members of the Company's defined contribution pension scheme, numbers are as follows:

	2024	2023
Defined contribution pension scheme	7	7

With effect from the 31 July 2016, the Company's defined benefit pension scheme was closed to future accrual for all members.

The above details include the following amounts in respect of the highest paid director:

	2024 £	2023 £
Emoluments (excluding pension costs)	<u>427,841</u>	<u>427,841</u>
Pension costs	<u>4,000</u>	<u>4,000</u>

At the end of the year the highest paid director had an accrued pension of £132,869.72 (2023: £129,629).

7. INTEREST PAYABLE AND SIMILAR CHARGES

	2024 £	2023 £
Pension scheme	356,000	408,000
	<u>356,000</u>	<u>408,000</u>

A. BILBROUGH & CO. LIMITED

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
20 FEBRUARY 2024 (continued)**

8. TAXATION

(a) Analysis of charge in period

	2024 £	2023 £
Current tax		
UK Corporation Tax on profits of the period	-	-
Cyprus Tax Charge	-	-
Overseas tax	4,123	7,217
Double Taxation Relief	-	-
Adjustments in respect of previous periods	-	-
Total current tax	<u>4,123</u>	<u>7,217</u>
Deferred tax		
Origination and timing differences	0	82,153
Pensions liability	-	-
Tax charge on profit on ordinary activities	<u><u>4,123</u></u>	<u><u>89,370</u></u>

(b) Factors affecting tax charge for period

The effective rate of corporation tax for the year differed from the standard rate of corporation tax in the UK of 24.36% (2023: 19%). The differences are explained below:

	2024 £	2023 £
Profit on Ordinary Activities before Tax	<u>1,548,751</u>	<u>765,915</u>
Profit on ordinary activities multiplied by the standard rate in the UK of 24.36% (2023: 19%)	377,259	145,524
Effects of:		
Expenses not deductible for tax purposes	23,109	14,909
Depreciation in excess of capital allowances	14,220	(2,744)
Foreign tax	5,993	5,361
Adjustments to tax charge in respect of previous periods	(1,870)	1,856
Other permanent difference	(973)	(639)
Losses carried back	0	0
Adjustments to tax charge in respect of previous periods	518	82,140
Remeasurement of deferred tax for changes in tax rates	10,885	49,594
Movement in deferred tax not recognised	(425,018)	(206,631)
Movement in deferred tax balance sheet rate and prior period under provisions		0
Tax charge	<u><u>4,123</u></u>	<u><u>89,370</u></u>

A. BILBROUGH & CO. LIMITED

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
20 FEBRUARY 2024 (continued)**

9. PROPERTY PLANT AND EQUIPMENT

	Computer Hardware & Software £	Motor Vehicles £	Furniture & Equipment £	Total £
Cost				
At 20 February 2023	9,602,600	28,707	1,599,130	11,230,437
Additions during the year	235,606	0	11,900	247,506
Disposals during the year	0	0	0	0
Prior year adjustment			(151)	(151)
At 20 February 2024	9,838,206	28,707	1,610,879	11,477,792
Depreciation				
At 20 February 2023	9,167,556	28,706	1,309,887	10,506,149
Charge for the year	242,245	0	77,666	319,911
At 20 February 2024	9,409,801	28,706	1,387,553	10,826,060
Net book value at 20 February 2024	428,405	0	223,326	651,732
Net book value at 20 February 2023	435,044	0	289,243	724,288

10. INVESTMENTS

	2024 £	2023 £
Hong Kong Unlisted Investment	27,891	28,850
Investment in Subsidiary	1,017	1,017
	<u>28,708</u>	<u>29,867</u>

A. BILBROUGH & CO. LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 20 FEBRUARY 2024 (continued)

11. RECEIVABLES: Amounts falling due within one year

	2024 £	2023 £
Trade receivables	464,782	0
Other receivables	191,189	192,786
Tax receivables	0	0
Prepayments and accrued income	208,570	168,073
	<u>864,541</u>	<u>360,859</u>

12. PAYABLES: Amounts falling due within one year

	2024 £	2023 £
Trade payables	14,792	169,015
Taxation and social security	344,419	440,243
Accruals and deferred income	861,343	707,254
	<u>1,220,555</u>	<u>1,316,512</u>

In the current year, management have taken the view to disclose the debtor between London Steam Ship Owners' Mutual Insurance Association Limited ("the Club") and LSSO Europe net in trade payables (2023: trade payable) as this accurately reflects the business relationship, the breakdown of the respective amounts is disclosed in Note 17.

13. SHARE CAPITAL

	2024 £	2023 £
a) Authorised, allotted, issued and fully paid up management shares of £1 each	<u>150,000</u>	<u>150,000</u>
b) Authorised, allotted, issued and fully paid up 'A' shares of £1 each	<u>0</u>	<u>0</u>
Capital Redemption Reserve	<u>120,000</u>	<u>120,000</u>

Dividends

No dividends were paid or declared (2023: £ Nil) on the management shares.

Changes to Share capital

Effective 31 January 2023 the Company entered into a Share Buyback arrangement with The London Steam-Ship Owners' Mutual Insurance Association Ltd("the Club"), holders of 120,000 "A" shares in the Company. In return for consideration of £5,000 paid by the Company, the Club transferred the shares and all rights attaching to the shares to the company, including the right to all accrued but unpaid preferential dividends. Following this transfer, the 120,000 "A" shares were immediately cancelled.

A. BILBROUGH & CO. LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 20 FEBRUARY 2024 (continued)

14. OPERATING LEASES

At 20 February 2024 the company was committed to making the following minimum lease payments.

	Land and buildings 2024 £	Other 2024 £	Land and buildings 2023 £	Other 2023 £
Total future payments				
Not later than one year;	919,083	0	942,189	994
Later than one year and not later than five years;	-	0	678,186	0
Later than five years	-	-	-	-
	<u>919,083</u>	<u>0</u>	<u>1,620,375</u>	<u>994</u>

15. DEFERRED TAX

Deferred taxation provided for at 25% (2023:19%) in the financial statements is set out below:

	2024 £	2023 £
a) Analysis of deferred tax balances		
Fixed asset timing differences	56,844	(46,294)
Short term timing differences	(31,596)	-
Losses and other deductions	(25,248)	46,294
(Liabilities) / assets on timing differences	<u>0</u>	<u>0</u>
b) Analysis of movement in liability		
Provision of Assets at 21 February 2023	0	(82,153)
Deferred tax charged in the statement of comprehensive income for the period	0	82,153
Losses and other deductions		
(Liabilities) / assets at 20 February 2024	<u>0</u>	<u>0</u>

Deferred tax assets are recognised for short term timing differences where there is sufficient evidence of recoverability.

A. BILBROUGH & CO. LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 20 FEBRUARY 2024 (continued)

16. PENSIONS

Pensions and other post-retirement benefits

The Company operates a defined benefit pension scheme, the A Bilbrough & Co Limited Pension & Life Assurance Scheme. The liabilities of the plan have been calculated for the purposes of FRS 102 based on the calculations undertaken for the actuarial valuation as at 1 January 2023, allowing for the different assumptions required under FRS 102 and taking fully into consideration changes in the plan membership since that date.

	2024	2023
Discount rate	4.90%	4.60%
Inflation assumption (retail price)	3.10%	3.10%
Inflation assumption (consumer prices)	2.60%	2.50%
Pension increases		
Pre April 1997 Pensionable Service	3.00%	3.00%
Pre April 2006/Post April 1997 Pensionable Service	3.60%	3.60%
Post April 2006 Pensionable Service	2.15%	2.15%

Members are assumed to retire at the earliest age they can draw their pension benefits without consent or reduction.

The underlying mortality assumption is based upon the standard table known as S3PxA_L normal retirement pensioner amounts table on a year of birth usage with CMI_2022 future improvement factors and a long-term future improvement rate of 1.25% per annum for males and 1.0% per annum for females, an initial additional improvement rate of 0.25% per annum and a smoothing factor of 7.0.(2023: S3PxA_L normal retirement pensioner amounts table on a year of birth usage with CMI_2021 future improvement factors and a long-term future improvement rate of 1.25% per annum for males and 1.0% per annum for females, an initial additional improvement rate of 0.25% per annum and a smoothing factor of 7.0 with no allowance for the effects of Covid-19). This results in the following life

- Male age 65 now has a life expectancy of 88.0 years (previously 88.5 years)
- Female age 65 now has a life expectancy of 89.4 years (previously 89.8 years)

- Male age 45 now, retiring at age 65, has a life expectancy from 65 of 89.2 years (previously 89.7 years;) and
- Female age 45 now, retiring at age 65, has a life expectancy from 65 of 90.5 years (previously 90.9 years)

Allowance has been made at retirement for all non-retired members to commute part of their pension for a lump sum on the basis of the current commutation factors in these calculations.

Employee Benefit Obligations

The amount recognised in the Statement of Financial Position as at 20 February 2024 (with comparative figures as at 20 February 2023) are as follows:

	2024	2023
	£000's	£000's
Present value of scheme liabilities	(53,899)	(55,767)
Market value of scheme assets	46,165	47,235
(Deficit) in the scheme	<u>(7,734)</u>	<u>(8,532)</u>
Related deferred tax asset	1,934	1,405
Net Pension (Liability)	<u>(5,800)</u>	<u>(7,127)</u>

A. BILBROUGH & CO. LIMITED

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
20 FEBRUARY 2024 (continued)**

16. Pensions and other post - retirement benefits (continued)

The amounts to be recognised in the Income Statement are as follows:

	2024	2023
	£'000's	£'000's
Interest on scheme liabilities	2,509	1,732
Expected return on scheme assets	2,153	(1,324)
Past service cost	0	0
Total recognised in the Income Statement	<u>356</u>	<u>408</u>
Actual return on scheme assets	<u>(200)</u>	<u>(7,480)</u>

Changes in the present value of the plan liabilities for the year ending 20 February 2024 (with comparative figures for the year ending 20 February 2023) are as follows:

	2024	2023
	£000's	£000's
Present value of scheme liabilities at beginning of period	55,767	73,387
Interest cost	2,509	1,732
Past service cost	0	0
Actuarial (gains) / losses	(1,883)	(16,871)
Benefit paid	(2,494)	(2,481)
Present value of scheme liabilities at end of period	<u>53,899</u>	<u>55,767</u>

Changes in the fair value of the plan assets for the year ending 20 February 2024 (with comparative figures for the year ending 20 February 2023) are as follows:

	2024	2023
	£000's	£000's
Market value of scheme assets at beginning of period	47,235	55,620
Expected return	2,153	1,324
Actuarial gains/(losses)	(2,353)	(8,804)
Benefit paid	(2,494)	(2,481)
Contributions paid by the Company	1,624	1,576
Market value of scheme assets at end of period	<u>46,165</u>	<u>47,235</u>

A. BILBROUGH & CO. LIMITED

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
20 FEBRUARY 2024 (continued)**

16. Pensions and other post retirement benefits (continued)

The major categories of plan assets for the year ending 20 February 2024 (with comparative figure year ending 20 February 2023) are as follows:

	2024	2023
Equities and Property	39%	31%
Liability Driven Investment Fund (LDI)	24%	18%
Global Absolute Return Fund/ Diversified Growth Fund	13%	8%
Bonds	17%	35%
Cash	1%	1%
Insured Pensions	6%	7%
Total	100%	100%

Analysis of the remeasurement of the net defined benefit liability recognised in Other Comprehensive Income (OCI) for the year ending 20 February 2024 (with comparative figures for the year ending 20 February 2023) are as follows:

	2024 £000's	2023 £000's
Actual return less expected return on Scheme assets	(2,353)	(8,804)
Expected gains and losses arising on Scheme liabilities	(889)	(1,135)
Changes in assumptions underlying the present value of plan liabilities	2,772	18,006
Remeasurement of net defined benefit liability recognised in OCI	(470)	8,067

Movement in net defined benefit asset/(liability) during the year ending 20 February 2024 (with comparative figures for the year ending 20 February 2023) are as follows:

	2024 £000's	2023 £000's
Net Defined benefit asset/(liability) at beginning of year	(8,532)	(17,767)
Recognised in Profit and Loss	(356)	(408)
Contributions paid by the Company	1,624	1,576
Remeasurement of net defined benefit liability recognised in OCI	(470)	8,067
Net defined asset/(liability) at end of year	(7,734)	(8,532)

A. BILBROUGH & CO. LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 20 FEBRUARY 2024 (continued)

17. Related Parties

The company manages London Steam Ship Owners' Mutual Insurance Association Limited ("the Club") under a management contract. During the year the company earned fees of £16,025,708 (2023: £15,331,158) from the Club, and from LSSO Europe €1,225,423 (2023: €1,027,564). At the Statement of Financial Position date the Club owed the company £292,502 (2023: £755,534) and LSSO Europe owed A Bilbrough & Co Ltd £677,898 (2023: £598,256) These figures have been disclosed net in the Receivables balance in note 12 (2023: These figures were disclosed in the Payables balance in note 11).

18. Financial Risks

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. There have been no changes to the Company's exposures to risk or the methods used to measure and manage these risks during the year.

The following is the key risk to which the Company is exposed.

Pension risk

As disclosed in note 16, the Company is the sponsoring employer of a defined benefit pension scheme and as such the financial commitment to the scheme can vary significantly over time and is dependent on a significant range of variables such as bond yields investment performance, longevity, interest rates, inflation and retirement ages.

19. Reserves

Profit and Loss reserve represents profit and losses made in the current and previous years which have been retained by the Company.

Pension reserve represents the liability recognised in respect of the defined benefit pension scheme.

Cumulative preference share reserve represents the amount due to be paid to preference shareholders.

A. BILBROUGH & CO. LIMITED

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
20 FEBRUARY 2024 (continued)**

20. OPERATING LEASES : LESSOR

At 20 February 2024 the company is due the following minimum lease payments.

	Land and buildings 2024 £	Land and buildings 2023 £
Total future receivable		
Not later than one year;	113,727	149,858
Later than one year and not later than five years;		113,727
Later than five years	-	-
	<u>113,727</u>	<u>263,585</u>