

**REGISTERED NUMBER: 03573352 (England and Wales)**

**Annual Report and  
Financial Statements for the Year Ended 31 December 2023  
for  
Sesame Bankhall Group Limited**

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**Sesame Bankhall Group Limited (Registered number: 03573352)**

**Contents of the Financial Statements  
for the Year Ended 31 December 2023**

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**Sesame Bankhall Group Limited**

**Company Information  
for the Year Ended 31 December 2023**

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**DIRECTORS:** J Cowan  
S J Harris  
T R Harrison  
M J Hogg  
V W C Kubitscheck  
M R McGill  
D Ogden

**SECRETARY:** J Vince

**REGISTERED OFFICE:** Aviva  
Wellington Row  
York  
YO90 1WR

**REGISTERED NUMBER:** 03573352 (England and Wales)

**INDEPENDENT AUDITORS:** PricewaterhouseCoopers LLP  
7 More London Riverside  
London  
SE1 2RT

**Sesame Bankhall Group Limited (Registered number: 03573352)**

**Strategic Report  
for the Year Ended 31 December 2023**

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The directors present their strategic report of Sesame Bankhall Group Limited (the "Company") for the year ended 31 December 2023.

**REVIEW OF BUSINESS**

**Principal activities**

The principal activity of the Company in the year under review was that of an intermediate holding company for the Sesame Bankhall group of companies. Sesame Bankhall Group ("SBG") is a broadly-based financial services group, with a long-term vision and commitment to professional financial advice.

The Company is a private limited company, incorporated and domiciled in the United Kingdom. The Company is a member of the Aviva plc group of companies.

**Significant events**

There were no significant events which materially affected the results of the Company during the year.

The Financial Conduct Authority (FCA) Consumer Duty came into force on 31 July 2023 for new and existing products and services. Following FCA publication of the final rules and guidance on 27 July 2022, SBG and the Company reviewed the new Consumer Duty and its alignment with our customer strategy, with a focus on ensuring the new Consumer Duty framework is fully embedded within SBG and appropriate oversight is in place. The Company, and all SBG companies, implemented the requirements of the Consumer Duty Regulations during 2023 ahead of the effective date.

During the year impairments were recognised against the carrying value of investments held in subsidiary undertakings of £1.247m (2022: £nil). No impairment has been recognised during the year against minority investments in associate companies (2022: £nil). For further information on these impairments see Note 9.

During the year, £14.3m dividends were received by the Company from subsidiary undertakings (2022: £nil). This was consistent with managements expectation.

During the year a brought forward intergroup creditor of £1.25m, owed to the immediate parent company, was written off as part of a rationalisation of intercompany balances across Aviva group.

**Financial position and performance**

The financial position of the Company as at 31 December 2023 is shown in the Balance Sheet on page 19, with the trading results shown in the Income Statement on page 17.

The Company's net assets have increased by £14.4m (2022: £0.041m decrease) primarily due to the dividends received for the financial year.

To assess the performance of the Company, consideration needs to be given as to how the group of companies within the Company's control performed during the year. The performance of all controlled entities can be observed in the individual financial statements of those companies.

**Strategic Report  
for the Year Ended 31 December 2023**

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**REVIEW OF BUSINESS - continued**

**Section 172(1) Statement and our Stakeholders**

The directors report here on how they have discharged their duties under Section 172 of the Companies Act 2006.

Section 172 sets out a series of matters to which the directors must have regard to in performing their duty to promote the success of the Company for the benefit of its shareholders, which includes having regard to other stakeholders. Where this statement draws upon information contained in other sections of the Strategic Report, this is signposted accordingly.

The Board considers it crucial that the Company maintains a reputation for high standards of business conduct. The Board is responsible for monitoring and upholding the culture, values, standards, ethics and reputation of the Company to ensure that our obligations to our shareholder, customers and other stakeholders are met and Management drives the embedding of the desired culture throughout the organisation. The Board monitors adherence to our policies and compliance with local corporate governance requirements and is committed to acting where our businesses fall short of the standards we expect.

The Board is also focused on the wider social context within which our businesses operate, including those issues related to climate change which are of fundamental importance to the planet's well-being.

**Our culture**

The Company and SBG's culture are shaped, in conjunction with the parent company, Aviva Life Holdings UK Limited, and its ultimate shareholder Aviva plc, using jointly held and clearly defined values to help ensure they do the right thing.

SBG has a vision to be the market leader of professional services, helping financial advisers run successful businesses, enabling good consumer outcomes. Our people are key to delivering our strategy for our colleagues, advisers, end customers and shareholder. SBG's culture is shaped around three core values: community, expertise and passion.

SBG aims to create an environment where people can bring their whole self to work and have a sense of belonging. Talent is nurtured and individuals are able to progress their careers at SBG.

The Company and SBG seek to earn stakeholders' trust by acting with integrity and responsibility at all-times. The Company looks to build relationships with all our stakeholders based on openness and continuing dialogue.

Aviva has committed to be a Net Zero company by 2040 and has set the targets of being net-zero in operations, and to have cut the carbon intensity of its investment by 60%, by 2030. SBG is committed to assisting Aviva achieve these ambitious targets and in improving the sustainability of the Company's operations.

**Strategic Report  
for the Year Ended 31 December 2023**

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**REVIEW OF BUSINESS - continued**

**Key strategic decisions, announcements, and achievements in 2023**

For each matter that comes before the Board, the Board considers the likely consequences of any decision in the long term, identifies stakeholders who may be affected, and carefully considers their interests and any potential impact as part of the decision-making process.

SBG continues to invest in the Sesame Network, Bankhall and PMS Mortgage Club brands to ensure that advisers are able to respond to future changes and market opportunities with the ultimate aim of making a positive difference to the financial well-being of UK consumers.

Key strategic decisions made, initiatives implemented, and other announcements made during 2023 included the following:

- On 23 May 2023 SBG announced the appointment of P Wilson as its new Chief Operating Officer.
- On 28 July 2023 PMS Mortgage Club announced the roll-out of targeted fair value Consumer Duty support for mortgage firms.
- On 6 September 2023 SBG announced the appointment of R Harrison as its new Chief Executive Officer.
- On 10 October 2023 SBG announced that 650 advisory firms had accessed an industry support guide that it had helped to develop and launch: 'Talking about suicide: an adviser's guide'.
- On 23 November 2023 Bankhall announced the roll-out of new compliance support software for its clients through a new partnership with Model Office.

During 2023 SBG and its staff won the following awards:

- Sesame Network won the Outstanding Adviser Network award at the COVER Excellence Awards.
- SBG won Campaign of the Year at the Mortgage Industry Marketing Awards (Financial Reporter).
- SBG won Outstanding Contribution to Diversity at the Cover Women in Protection & Health Awards.
- A Beavis won the Business Leader: Mortgage Club award at the British Mortgage Awards.
- E Thomson won Spokesperson of the Year at the Financial Reporter's Women's Recognition Awards.
- M West won the Unsung Hero award at the Protection Review Awards.

During 2023 SBG and its staff were also nominated as finalists for the following awards:

- Outstanding Culture of Inclusivity: Cover Women in Protection & Health Awards (SBG)
- L&G Business Quality Awards (SBG)
- Equity, Diversity & Inclusion Best Employee Support: Financial Reporter's Women's Recognition Awards (SBG)
- Best Support Group Compliance Service 2023: Protection Guru Awards (SBG)
- Best Training Initiative 2023: Protection Guru Awards (SBG)

**Strategic Report  
for the Year Ended 31 December 2023**

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**REVIEW OF BUSINESS - continued**

**Stakeholder Engagement**

The section below sets out our approach to stakeholder engagement during 2023.

(i) Customers and clients

The SBG Board receives regular reporting on stakeholder outcomes across all brands, and has utilised feedback, especially adverse points, to develop actions to improve communication, service, support and guidance, technology, and access to providers, lenders and products as a result of this feedback.

The SBG Board receives regular reporting on strategic initiatives throughout the year, undertaking deep dives into areas that impact advisers and their customers in order to re-align strategy where applicable. The SBG Board is supported by the SBG Executive Team, led by the Chief Executive Officer, to enable it to closely monitor management information, and subsequently engage with the senior leaders to address any issues that may arise from complaints, feedback and our approach to customer engagement.

(ii) Employees

The Company has no employees. The majority of employees engaged in the activities of SBG are employed by Sesame Services Limited, a subsidiary undertaking of the Company.

Our people's well-being and commitment to serving our stakeholders is essential for our long-term success.

SBG values equality, diversity and inclusivity in its workforce and beyond, by creating an inclusive and supportive working environment. SBG looks to attract and retain a diverse workforce, who are able to reach their full potential.

SBG has an established Inclusion Council which encompasses a group of colleagues from across the business who have a desire to support SBG to achieve its inclusion ambitions. The aim of the Inclusion Council is to be a driver of change and to make a difference for our people, advisers and their customers, by placing diversity and inclusion at the core of who we are and what we do. SBG has been recognised with various awards for achievements in this area.

**REVIEW OF BUSINESS - continued**

**Stakeholder Engagement - continued**

(ii) Employees - continued

SBG has a high performing and committed workforce, with a focus on offering rewarding careers, with opportunity for new challenges, or career progression. Career conversations are held with all individuals to seek out future aspirations. We provide a variety of careers, which enable our people to deliver compliance support services across the adviser community.

SBG operates a consistent and robust performance management process to ensure that all colleagues are recognised and rewarded fairly in the context of individual performance. Personal development is actively encouraged through a variety of learning initiatives. Studies to achieve regulatory and vocational qualifications are supported financially by SBG. Sessions are hosted to enhance colleagues' knowledge, skills, and behaviours. SBG offers a range of apprenticeships, which help combine study alongside practical in-job training. We invest in developing our Leaders and have a Management Development Programme in place for new Managers.

SBG has a highly engaged workforce, committed to delivering an exceptional service to our advisers. This is evidenced through our regular engagement surveys to colleagues. SBG continue to score highly in our colleague listening survey. In the most recent survey, a significant proportion of colleagues said they would recommend SBG as a great place to work, a result which was above the financial services benchmark.

SBG has a variety of engagement initiatives designed to create collaboration and interaction with colleagues. These include employee forums, conferences, townhall meetings and engagement surveys. Employees have opportunities to voice their opinion, ask questions and provide feedback.

SBG's focus on employee health, wellbeing and supportive practices demonstrates our people first approach: the results of our engagement surveys evidence that our employees believe SBG values their health and wellbeing. SBG provides the opportunity for colleagues to work in a hybrid manner in line with the SBG Flexible Office Working Policy. This policy enables individuals to benefit from the flexibility of hybrid working arrangements, which colleagues believe improves their work-life balance.

SBG's approach to reward and recognition is designed to attract, motivate, and retain talent regardless of circumstance or background. SBG is committed to equality of remuneration practices, which is demonstrated through an accreditation to the Living Wage. SBG rewards employees by offering a competitive benefits package, which includes a range of contractual and voluntary benefits. This is regularly enhanced and promotes the wellbeing of colleagues.

SBG also encourages colleagues to share in the success of the wider Group, allowing colleagues to participate in the Aviva Group's Save As You Earn Plan. There are also Executive share schemes in place for senior employees.

The SBG Executive Team and Board hold regular strategy development days throughout the year to ensure effective future planning. The Senior Leadership team are engaged to share the strategy and plan for delivery. 2024 continued to be a challenging year and the cost-of-living crisis remained a concern for SBG's people. SBG provided additional financial support during the year by providing lunch vouchers for its employees.



**Strategic Report  
for the Year Ended 31 December 2023**

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**REVIEW OF BUSINESS - continued**

**Stakeholder Engagement - continued**

(iii) Suppliers

SBG operates in conjunction with a wide range of suppliers to deliver services to our customers. It is vital that we build strong working relationships with these suppliers.

All SBG supplier related activity is managed in line with the Aviva Group Procurement & Outsourcing Business Standard. This ensures that supply risk is managed appropriately including in relation to customer outcomes, data security, corporate responsibility, financial, operational, contractual, and brand damage caused by inadequate oversight or supplier failure.

In the UK, the Company's ultimate parent, Aviva plc, is a signatory of the Prompt Payment Code which sets standards for payment practices.

The Aviva Group, including SBG, is a Living Wage employer in the UK, and the Company's supplier contracts include a commitment by the supplier to pay their eligible employees not less than the Living Wage in respect of work provided to the Company at its premises in the UK.

(iv) Communities

SBG recognises the importance of contributing to our local communities, both in the UK and India, and is fully engaged in building resilience against the global impact of climate change. SBG participates in activities that benefit society, such as reducing the Company's carbon footprint, supporting social or charitable causes, and enforcing ethical labour practices.

Aviva has committed to be a Net Zero company by 2040 and has set the targets of being net-zero in operations, and to have cut the carbon intensity of its investment by 60%, by 2030. SBG is committed to assisting Aviva achieve these ambitious targets and in improving the sustainability of the Company's operations. Since 2022, our internal SBG Green Project team and external third-party experts have been engaged to help drive forward these goals.

To demonstrate SBG's commitment to green issues when dealing with mortgage applications, SBG is a founding partner of the Mortgage Climate Action Group. The aim of this group is to interpret new climate change legislation and engage with industry stakeholders to provide guidance and practical help for advisers.

During 2023, SBG achieved an ambitious fund-raising target, which will support the build of a treatment room in the newly built St Ann's Hospice. We have established a new Charity Partner, Cold Hands Warm Hearts. The Manchester-based charity supports homeless people throughout the city. We continue to fund the studies of 13 under-privileged children's education in Delhi through a charity, Turn Your Concern Into Action.

The SBG Corporate Social Responsibility policy enables colleagues to pledge 'voluntary hours' to a chosen charity. SBG has further increased the number of volunteering hours, all colleagues can take up to two days per year to support a community investment or charity of their choice.

(v) Shareholders

The Company's ultimate shareholder is Aviva plc and there is ongoing communication and engagement with the Board of the parent company, Aviva Life Holdings UK Limited. Any matters requiring escalation are escalated by the SBG Board to its parent company. Additionally, members of the Aviva Life Holdings UK Limited board can attend the Company's board meetings by invitation.

**Strategic Report  
for the Year Ended 31 December 2023**

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**REVIEW OF BUSINESS - continued**

**Stakeholder Engagement - continued**

(vi) Our regulators

The subsidiary undertaking, Sesame Limited (SL), is categorised as a 'flexible portfolio' firm under the FCA's supervision regime, which is the least intrusive form of supervision for FCA solo regulated firms. SL is also classified as an 'enhanced scope' firm for the purposes of the FCA's Senior Managers and Certification Regime (SMCR) meaning that, due to its size, there are additional requirements placed upon it by this regime, including further obligations placed upon Senior Managers and the requirement to provide the FCA with an updated Management Responsibilities Map whenever there is a material change to the responsibilities of Senior Managers or a material change to the governance structure/governing function holders within SL.

Bankhall Support Services Limited (BSSL), also a subsidiary undertaking (which is also categorised as a 'flexible portfolio firm'), is classified as a 'Limited Scope' firm under the SMCR, due to the very limited nature of the regulated activities that it undertakes. BSSL only holds permissions to make arrangements (with a view to transactions) in non-investment insurance contracts. It does not deal directly with retail or commercial customers and its permission is only required due to certain services (relating to pure protection / general insurance business) that it offers to authorised intermediary firms that purchase services from it. As such, regulation applies to its business activities in a very limited way.

SBG maintains a constructive and open relationship with the regulator both directly and via its relationship with Aviva. SBG notifies FCA of any material issues that FCA would reasonably expect notice of via its own internal processes, in conjunction with Aviva's Compliance Team.

**Future outlook**

The strategic direction of the Company is set by the directors of the Company following engagement with the Board of the parent company. The directors consider that the Company's principal activities will continue unchanged for the foreseeable future.

Through its trading subsidiaries SBG will continue to support network and directly authorised advisers to ensure they are able to respond to future challenges and market opportunities as they arise whilst also responding to the changing requirements of UK consumers. An emerging trend in the market is the acquisition of advice firms by larger advice businesses and Private Equity. This is being closely monitored as it creates opportunities and threats for SBG as services and established propositional preferences of acquired firms could change.

SBG will continue to build on its market leading propositions with the refinement of existing services and with the introduction of new and innovative products and propositions across its brands. This refinement and innovation will be achieved by leveraging the strength of SBG and will be designed to address emerging consumer needs, the changing demographic of consumers seeking financial advice, and the requirements of individual firms and advisers. SBG will also continue to develop and introduce technological innovations in the delivery of its services whilst ensuring the quality of services delivered and customer outcomes.

SBG has taken, and will continue to take, a proactive approach to tackling legacy issues. This responsible approach will deliver a positive outcome for both consumers and advisers and will continue to strengthen the trading base of SBG in future years.

SBG continues to enhance its core oversight activities to reflect the existing regulatory environment and the need for deeper evidence of controls and risk management. SBG takes a deliberate and rigorous approach to adviser segmentation and recruitment. This approach will ensure that a high quality, healthy, long-term business with robust systems and controls that demonstrate high quality outcomes for consumers is maintained.

**Strategic Report  
for the Year Ended 31 December 2023**

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**PRINCIPAL RISKS AND UNCERTAINTIES**

As an intermediate holding company, the principal risk faced by the Company is the diminution in the value of its investments, resulting in a charge against shareholder's equity and profit. A key valuation input is the net asset values of subsidiaries, which are subject to operational, financial, strategic and regulatory risks. The directors monitor the value of the Company's investments to ensure that any reduction in value is reflected in the Company's financial statements.

The Company has no requirement for operating cash and as such is not directly exposed to liquidity risk. The creditors and debtors of the Company relate primarily to amounts owed to, and amounts owed by, subsidiary undertakings.

External strategic risk factors beyond the Company's control that could cause actual results to differ materially from those estimated is primarily that of the risk of loss or adverse change in the financial situation (including the value of assets, liabilities and income) resulting directly or indirectly from fluctuations in the level or the volatility of market variables such as interest rates, inflation and property prices.

The regulated subsidiaries of the Company face regulatory risk, which includes the magnitude and pace of regulatory change faced by financial intermediaries. Significant regulatory change has material financial and human resource impacts on these subsidiaries.

The current economic uncertainty continues to pose trading risks to the Company (e.g., pressure on margins). Heightened volatility is expected to persist given market conditions and geopolitical instability.

The Company is exposed to operational risk, which is the risk of loss resulting from inadequate or failed processes, people, systems or external events. The Board of the Company sets appetites and tolerances for its operational risks following recommendation from the SBG Risk and Compliance Committee. The management of these risks involves assessing the financial, reputational and conduct impact of each risk as set out in the SBG Risk Management Framework. Senior management is responsible for managing these risks and achieving business objectives, whilst maintaining an effective and robust risk and control environment.

The Company's approach to Financial Risk Management is set out in the Report of the Directors.

**Strategic Report  
for the Year Ended 31 December 2023**

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**KEY PERFORMANCE INDICATORS**

The directors consider that the Company's key performance indicators (KPIs) that communicate the financial performance are as follows:

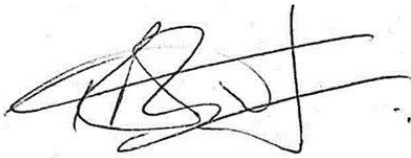
	2023	2022
	£'000	£'000
Profit/(Loss) before taxation	14,400	(51)
Profit/(Loss) for the financial year	14,400	(41)
Net assets	32,230	17,830

The most significant KPIs the Company uses to measure current and future investment performance are the financial results and forecasts of each of the companies in which it holds an investment.

Non-financial KPIs include risk metrics which are reported and reviewed at the Executive Risk Committee and are subsequently reported to the Board Risk Committee.

The Company measures advocacy through the net promoter score (NPS) for the Sesame, Bankhall and PMS brands. These scores measure the likelihood of a member or client recommending each of the SBG brands. The score is determined through collation of feedback and a scoring system that gives greater weighting to lower scores ('detractors') than higher scores ('promoters'). The results are benchmarked against prior year results and a representative sample of competitors and other firms within the financial services industry.

**ON BEHALF OF THE BOARD:**



T R Harrison - Director

26 June 2024

**Sesame Bankhall Group Limited (Registered number: 03573352)**

**Report of the Directors  
for the Year Ended 31 December 2023**

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The directors present their report with the audited financial statements of the Company for the year ended 31 December 2023.

Certain information that is required in the Report of the Directors under the Companies Act has been disclosed in the Strategic Report on pages 2-10.

**DIVIDENDS**

No interim ordinary dividends were declared and settled during the year ended 31 December 2023 (2022: £nil). The directors do not recommend a final dividend for the year ended 31 December 2023 (2022: £nil).

The total distribution for the year will be £nil (2022: £nil).

**FUTURE DEVELOPMENTS**

Likely future developments in the business of the Company are discussed in the Strategic Report on page 8.

**STAKEHOLDER ENGAGEMENT**

Our statements summarising our employee engagement, and our engagement with suppliers, customers and our other stakeholders are included in the Strategic Report on pages 5-8.

**DIRECTORS**

The names of the current directors of the Company are shown on page 1.

The directors shown below have held office during the whole of the period from 1 January 2023 to the date of this report:

J Cowan  
S J Harris  
V W C Kubitscheck  
D Ogden

Changes in directors holding office in the period from 1 January 2023 to the date of this report are as follows:

P Wilson - resigned 30 June 2023  
M R McGill - appointed 1 September 2023  
T R Harrison - appointed 2 January 2024  
K E McClellan - resigned 1 May 2024  
M J Hogg - appointed 10 May 2024

**COMPANY SECRETARY**

J Vince is the appointed Company Secretary.

**DIRECTORS AND OFFICERS - INDEMNITY AND INSURANCE**

Aviva plc, the Company's ultimate parent, granted in 2004 an indemnity to the directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 1985, which continue to apply in relation to any provision made before 1 October 2007. This indemnity is a "qualifying third party indemnity" for the purposes of sections 309A to 309C of the Companies Act 1985. These qualifying third-party indemnity provisions remain in force as at the date of approving the Report of the Directors by virtue of paragraph 15, Schedule 3 of The Companies Act 2006 (Commencement No. 3, Consequential Amendments, Transitional Provisions and Savings) Order 2007.

The directors have the benefit of the indemnity provision contained in the Company's Articles of Association, subject to the conditions set out in the Companies Act 2006. This is a "qualifying third party indemnity" provision as defined in section 234 of the Companies Act 2006.

**Report of the Directors  
for the Year Ended 31 December 2023**

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**FINANCIAL INSTRUMENTS**

As the Company is a holding company it is exposed to minimal risks in relation to financial instruments.

**POST BALANCE SHEET EVENTS**

There have been no important events affecting the Company since year end.

**EMPLOYEES**

The Company has no employees. The majority of employees engaged in the activities of the Company and its subsidiaries are employed by the subsidiary undertaking Sesame Services Limited (SSL). Disclosures relating to employees may be found in the annual report and financial statements of that company.

**GOING CONCERN**

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in the strategic report, which includes a section describing the principal risks and uncertainties.

The directors of the Company manage liquidity across SBG as a whole and therefore when reviewing the position of any single entity liquidity should also be considered on a group wide basis. By utilising the Company's current cash surplus, and through the receipt of dividends from profit making subsidiaries, the Company can support subsidiary undertakings as required whilst also managing its current liability position. The Company has a net asset position and a cash surplus. As a holding company, the Company is not expected to incur trading losses or incur liabilities in future periods.

The directors believe that the Company is well placed to manage its business risks successfully.

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for a period of at least twelve months from the date of approval of the financial statements. For this reason, they continue to adopt, and to consider appropriate, the going concern basis in preparing the financial statements.

The directors of the Company have formally confirmed that the Company will continue to support the operations of Sesame Limited, Sesame Services Limited and Bankhall Support Services Limited, all subsidiary undertakings, for a period of at least 12 months from the approval of date of their audited financial statements for the year ended 31 December 2023.

**APPROACH TO FINANCIAL RISK MANAGEMENT**

The directors are responsible for the financial risk management process and for the review, challenge and approval of its reported financial position. Suitable policies and procedures have been adopted by the Company to ensure an appropriate level of Financial Risk Management is directed at the relevant elements of the business.

**Solvency risk**

The regulated subsidiaries of the Company are exposed to solvency risk, which is the risk that a company does not have available sufficient financial resources to meet minimum regulatory capital resource requirements. The Company itself is not a regulated entity and does not have to meet minimum regulatory capital requirements.

**Liquidity risk**

Liquidity risk is the risk that a firm, although solvent, either does not have available sufficient financial resources to enable it to meet its obligations as they fall due or can only secure such resources at excessive cost.

The Company had a positive net asset position at year end and SBG as a whole also has a positive net asset position at the Balance Sheet date. Payables at the Balance Sheet date comprise balances payable to fellow SBG companies. The directors manage liquidity across SBG as a whole thus mitigating the exposure of the Company to liquidity risk.

**Report of the Directors  
for the Year Ended 31 December 2023**

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**STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS**

The directors are responsible for preparing the Strategic Report, Report of the Directors and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law).

Under company law, 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101 have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; 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 safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are also 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.

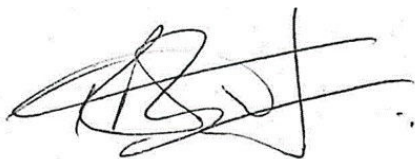
**DISCLOSURE OF INFORMATION TO THE AUDITORS**

In accordance with section 418 of the Companies Act 2006, the directors in office at the date of approval of this report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's External Auditor, PricewaterhouseCoopers LLP (PwC), is unaware and each director has taken all steps that ought to have been taken as a director in order to make themselves aware of any relevant audit information and to establish that PwC is aware of that information.

**INDEPENDENT AUDITORS**

Under the Competition and Markets Authority Regulations, the Company's ultimate parent Company, Aviva plc is required to tender for the provision of the external audit every 10 years. PwC was appointed for the first time for the 31 December 2012 financial year end and therefore a mandatory re-tender was required for the year ending 31 December 2022. Following a full and rigorous competitive tender process, which was overseen by the Aviva Plc Audit Committee, the selection of Ernst & Young LLP (EY) was approved by the Aviva plc Board. PwC LLP will undertake the audit for the financial year ending 31 December 2023, and subject to their appointment by the Company's shareholders at the 2024 Annual General Meeting, EY will undertake the audit for the financial year ending 31 December 2024.

**ON BEHALF OF THE BOARD:**



T R Harrison - Director

26 June 2024

## **REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS**

### **Opinion**

In our opinion, Sesame Bankhall Group Limited's financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2023 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and the Financial Statements (the "Annual Report"), which comprise: the Balance Sheet as at 31 December 2023; the Income Statement, Statement of Comprehensive Income and Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' 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 remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

### **Conclusions relating to going concern**

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.

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.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

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

### **Reporting on other information**

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, 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 audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. 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 based on these responsibilities.



**REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS - continued**

**Reporting on other information - continued**

With respect to the Strategic Report and Report of the Directors, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

**Strategic Report and Report of the Directors**

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Report of the Directors for the year ended 31 December 2023 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Report of the Directors.

**Responsibilities for the financial statements and the audit**

*Responsibilities of the directors for the financial statements*

As explained more fully in the Statement of Directors' Responsibilities, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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.

*Auditors' 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 auditors' 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.

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.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to breaches of Companies Act or tax legislation, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to the posting of inappropriate journals. Audit procedures performed by the engagement team included:

- Testing of journal entries based on specific risk criteria back to corroborating evidence; and
- Discussions with management and those charged with governance to identify any known or suspected instances of non-compliance with laws and regulation and fraud.

**REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS - continued**

**Responsibilities for the financial statements and the audit - continued**

*Auditors' responsibilities for the audit of the financial statements - continued*

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, 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 or intentional misrepresentations, or through collusion.

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

*Use of this report*

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

**OTHER REQUIRED REPORTING**

**Companies Act 2006 exception reporting**

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.



Joseph Walker (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
London

26 June 2024

Sesame Bankhall Group Limited (Registered number: 03573352)

**Income Statement**  
**for the Year Ended 31 December 2023**

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	Note	2023 £'000	2022 £'000
<b>TURNOVER</b>		-	-
Other operating income		<u>1,251</u>	<u>-</u>
<b>OPERATING PROFIT</b>		1,251	-
Other non-trading costs	4	<u>(1,260)</u>	<u>(51)</u>
		(9)	(51)
Income from other fixed asset investments	5	14,300	-
Other interest receivable and similar income	6	<u>109</u>	<u>-</u>
		<u>14,409</u>	<u>-</u>
<b>PROFIT/(LOSS) BEFORE TAXATION</b>	7	14,400	(51)
Tax on profit/(loss)	8	<u>-</u>	<u>10</u>
<b>PROFIT/(LOSS) FOR THE FINANCIAL YEAR</b>		<u>14,400</u>	<u>(41)</u>

The notes on pages 21 to 30 form part of these financial statements

Sesame Bankhall Group Limited (Registered number: 03573352)

Statement of Comprehensive Income  
for the Year Ended 31 December 2023

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	2023 £'000	2022 £'000
<b>PROFIT/(LOSS) FOR THE FINANCIAL YEAR</b>	14,400	(41)
<b>OTHER COMPREHENSIVE INCOME</b>	—	—
<b>TOTAL COMPREHENSIVE INCOME/ (LOSS) FOR THE FINANCIAL YEAR</b>	<u>14,400</u>	<u>(41)</u>

The notes on pages 21 to 30 form part of these financial statements

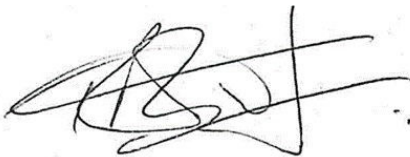
**Sesame Bankhall Group Limited (Registered number: 03573352)**

**Balance Sheet  
as at 31 December 2023**

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		2023		2022	
	Note	£'000	£'000	£'000	£'000
<b>FIXED ASSETS</b>					
Investments	9		18,768		20,015
<b>CURRENT ASSETS</b>					
Debtors	10	25,048		25,032	
Cash at bank and in hand		<u>25,056</u>		<u>17,700</u>	
		50,104		42,732	
<b>CREDITORS</b>					
Amounts falling due within one year	11	<u>(36,642)</u>		<u>(44,917)</u>	
<b>NET CURRENT ASSETS/(LIABILITIES)</b>			<u>13,462</u>		<u>(2,185)</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			<u>32,230</u>		<u>17,830</u>
<b>CAPITAL AND RESERVES</b>					
Called up share capital	12		55,600		55,600
Share premium account	13		55,683		55,683
Accumulated losses	13		<u>(79,053)</u>		<u>(93,453)</u>
<b>TOTAL SHAREHOLDERS' FUNDS</b>			<u>32,230</u>		<u>17,830</u>

The financial statements on pages 17 to 30 were approved by the Board of Directors and authorised for issue on 26 June 2024 and were signed on its behalf by:



T R Harrison - Director

The notes on pages 21 to 30 form part of these financial statements

Sesame Bankhall Group Limited (Registered number: 03573352)

Statement of Changes in Equity  
for the Year Ended 31 December 2023

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	Called up share capital £'000	Accumulated losses £'000	Share premium account £'000	Total equity £'000
<b>Balance at 1 January 2022</b>	55,600	(93,412)	55,683	17,871
<b>Changes in equity</b>				
Loss for the financial year and total comprehensive loss	<u>-</u>	<u>(41)</u>	<u>-</u>	<u>(41)</u>
<b>Balance at 31 December 2022</b>	<u>55,600</u>	<u>(93,453)</u>	<u>55,683</u>	<u>17,830</u>
<b>Changes in equity</b>				
Profit for the financial year and total comprehensive income	<u>-</u>	<u>14,400</u>	<u>-</u>	<u>14,400</u>
<b>Balance at 31 December 2023</b>	<u>55,600</u>	<u>(79,053)</u>	<u>55,683</u>	<u>32,230</u>

The notes on pages 21 to 30 form part of these financial statements

Notes to the Financial Statements  
for the Year Ended 31 December 2023

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1. ACCOUNTING POLICIES

**Reporting entity**

Sesame Bankhall Group Limited is a private company limited by shares. The Company is incorporated in the United Kingdom, registered in England, and domiciled in the United Kingdom. The Company's registered office is Aviva, Wellington Row, York, YO90 1WR.

**Basis of preparation**

These financial statements have been prepared in accordance with Financial Reporting Standard 101 "Reduced Disclosure Framework" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 101 "Reduced Disclosure Framework":

- the requirements of paragraphs 62, B64(d), B64(e), B64(g), B64(h), B64(j) to B64(m), B64(n)(ii), B64(o)(ii), B64(p), B64(q)(ii), B66 and B67 of IFRS 3 Business Combinations;
- the requirements of IFRS 7 Financial Instruments: Disclosures;
- the requirements of paragraphs 91 to 99 of IFRS 13 Fair Value Measurement;
- the requirements of paragraph 52, the second sentence of paragraph 89, and paragraphs 90, 91 and 93 of IFRS 16 Leases;
- the requirements of paragraph 58 of IFRS 16;
- the requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15 Revenue from Contracts with Customers;
- the requirement in paragraph 38 of IAS 1 Presentation of Financial Statements to present comparative information in respect of:
  - paragraph 79(a)(iv) of IAS 1; and
  - paragraph 118(e) of IAS 38 Intangible Assets;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134 to 136 of IAS 1;
- the requirements of IAS 7 Statement of Cash Flows;
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- the requirements of paragraphs 88C and 88D of IAS 12 Income Taxes;
- the requirements of paragraph 74(b) of IAS 16;
- the requirements of paragraphs 17 and 18A of IAS 24 Related Party Disclosures;
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group;
- the requirements of paragraphs 134(d) to 134(f) and 135(c) to 135(e) of IAS 36 Impairments of Assets.

The accounting policies set out below have been applied consistently to all years presented in these financial statements.

**New standards, interpretations and amendments to published standards that have been adopted by the Company**

No new standards relevant to the Company became effective for the annual reporting period beginning on 1 January 2023.

**Standards, interpretations and amendments to published standards that are not yet effective and have not been adopted early by the Company**

No new standards, that are not yet effective, are expected to have a significant impact on the Company's financial statements.

Notes to the Financial Statements - continued  
for the Year Ended 31 December 2023

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1. ACCOUNTING POLICIES - continued

**Preparation of consolidated financial statements**

The financial statements contain information about Sesame Bankhall Group Limited as an individual company and do not contain consolidated financial information as the parent of a group. The Company is exempt under Section 400 of the Companies Act 2006 from the requirements to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its parent, Aviva plc, a company incorporated in the United Kingdom and registered in England.

**Going concern**

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in the strategic report, which includes a section describing the principal risks and uncertainties.

The directors of the Company manage liquidity across SBG as a whole and therefore when reviewing the position of any single entity liquidity should also be considered on a group wide basis. By utilising the Company's current cash surplus, and through the receipt of dividends from profit making subsidiaries, the Company can support subsidiary undertakings as required whilst also managing its current liability position. The Company has a net asset position and a cash surplus. As a holding company, the Company is not expected to incur trading losses or incur liabilities in future periods. The directors believe that the Company is well placed to manage its business risks successfully.

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for a period of at least twelve months from the date of approval of the financial statements. For this reason, they continue to adopt, and to consider appropriate, the going concern basis in preparing the financial statements.

The directors of the Company have formally confirmed that the Company will continue to support the operations of Sesame Limited, Sesame Services Limited and Bankhall Support Services Limited, all subsidiary undertakings, for a period of at least 12 months from the approval of date of their audited financial statements for the year ended 31 December 2023.

**Cash and cash equivalents**

Cash represents cash in hand and deposits held on demand with financial institutions.

**Trade and other receivables**

Trade and other receivables do not carry any interest and are carried at their amortised cost, less appropriate allowances for estimated irrecoverable amounts.

**Trade payables and other payables**

Trade and other payables are not interest bearing and are stated at their amortised cost which is not materially different to cost and approximates to fair value.

**Income taxes**

The current tax expense is based on the taxable profits for the year, after any adjustments in respect of prior years. Tax, including tax relief for losses if applicable, is allocated over profits before taxation and amounts charged or credited to components of other comprehensive income and equity as appropriate.

Provision is made for deferred tax liabilities, or credit taken for deferred tax assets, using the liability method, on all material temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

The rates enacted or substantively enacted at the Balance Sheet date are used to value the deferred tax assets and liabilities.



Notes to the Financial Statements - continued  
for the Year Ended 31 December 2023

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1. ACCOUNTING POLICIES - continued

**Income taxes - continued**

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised. Where there is a history of tax losses, deferred tax assets are only recognised in excess of deferred tax liabilities if there is convincing evidence that future profits will be available.

Deferred tax is provided on any temporary differences arising from investments in subsidiaries, associates and joint ventures, except where the timing of the reversal of the temporary difference can be controlled and it is probable that the difference will not reverse in the foreseeable future.

Deferred taxes are not provided in respect of any temporary differences arising from the initial recognition of goodwill, or from the initial recognition of an asset or liability in a transaction which is not a business combination and affects neither accounting profit nor taxable profit or loss at the time of the transaction.

Current and deferred tax relating to items recognised in other comprehensive income and directly in equity are similarly recognised in other comprehensive income and directly in equity respectively, except for the tax consequences of distributions from certain equity instruments, to be recognised in the income statement.

Deferred tax related to any fair value re-measurement of investments, held at fair value through other comprehensive income, owner-occupied properties, pensions and other post-retirement obligations and other amounts charged or credited directly to other comprehensive income is recognised in the Balance Sheet as a deferred tax asset or liability.

**Investments and impairments**

Investments are shown at cost less any provision considered necessary for impairment to value. The directors, on an annual basis, carry out a review for impairment of investment values.

For investments in subsidiaries the requirement for any impairment write-down is assessed by comparing the carrying value of the asset with the higher of net realisable value or value in use. The value in use is determined from estimated discounted future cash flows.

For investments in minority shareholdings in external trading entities the requirement for any impairment write-down is assessed by comparing the carrying value of the asset with the Company's share of the net assets of the entity.

Dividend income is recognised on a receipt's basis.

2. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of the Company's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Critical accounting estimates include those used in the calculation of the investment impairments recognised in the year. This impairment calculation includes certain assumptions in the calculation of a relevant discount rate and management's estimate of the future cash flows of the subsidiary undertakings.

Notes to the Financial Statements - continued  
for the Year Ended 31 December 2023

3. EMPLOYEES AND DIRECTORS

The Company has no employees and therefore there were no staff costs for the year ended 31 December 2023 (2022: £nil).

The directors holding office during the year were remunerated by Sesame Services Limited and these emoluments were then apportioned between SBG companies. Their services to the Company were considered to be incidental to their other duties and as such no remuneration (2022: £nil) has been apportioned to the Company.

For information the total remuneration payable across all SBG companies was as follows:

	2023	2022
	£'000	£'000
Aggregate emoluments	1,284	1,699
Other pension costs	<u>52</u>	<u>42</u>
	<u>1,336</u>	<u>1,741</u>

The number of directors accruing benefits under pension schemes during the year was:

	2023	2022
Money purchase pension scheme	<u>5</u>	<u>4</u>

SBG does not participate in a defined benefit pension scheme and therefore no costs relating to such schemes has been incurred.

Emoluments paid to the highest paid SBG director were:

	2023	2022
	£'000	£'000
Aggregate emoluments of the highest paid director in SBG	307	252
Pension contributions in respect of the highest paid director	<u>-</u>	<u>5</u>

No SBG share options were offered or exercised during the year.

4. OTHER NON-TRADING COSTS

	2023	2022
	£'000	£'000
Other non-trading costs	<u>(1,260)</u>	<u>(51)</u>

Other non-trading costs include impairments recognised against investments group undertakings of £1.25m (2022: £nil). See Review of Business and Note 9 for further information.

5. INCOME FROM OTHER FIXED ASSET INVESTMENTS

	2023	2022
	£'000	£'000
Dividends receivable	<u>14,300</u>	<u>-</u>

Notes to the Financial Statements - continued  
for the Year Ended 31 December 2023

6. OTHER INTEREST RECEIVABLE AND SIMILAR INCOME

	2023	2022
	£'000	£'000
Interest receivable	<u>109</u>	<u>-</u>

7. PROFIT/(LOSS) BEFORE TAXATION

Auditors' remuneration for audit services of £12,400 excluding VAT (2022: £12,620) has been borne by a subsidiary undertaking as was the case in the prior year. There were no non-audit fees in either year.

8. TAX ON PROFIT/(LOSS)

**Analysis of tax income**

The total tax charge/(credit) comprises:

	2023	2022
	£'000	£'000
Current tax:		
Tax	<u>-</u>	<u>(10)</u>
Total tax charged/(credited) to the income statement	<u>-</u>	<u>(10)</u>

**Factors affecting the tax expense**

The tax on the Company's profit/(loss) before tax differs from the theoretical amount that would arise using the standard rate of corporation tax in the UK. The difference is explained below:

	2023	2022
	£'000	£'000
Total profit/(loss) before tax	<u>14,400</u>	<u>(51)</u>
Tax calculated at the standard UK corporation tax rate of 23.5% (2022 - 19%)	3,384	(10)
Effects of:		
Non-assessable income	(3,654)	-
Impairment of investments in subsidiaries	293	-
Surrender of tax losses from Group undertakings for no charge	<u>(23)</u>	<u>-</u>
Total tax charged/(credited) to the income statement	<u>-</u>	<u>(10)</u>

Notes to the Financial Statements - continued  
for the Year Ended 31 December 2023

8. TAX ON PROFIT/(LOSS) - continued

The UK Government has enacted an increase in the UK corporation tax rate to 25% to take effect from 1 April 2023. As the Company has no deferred tax assets or liabilities, there is no impact on the Company's net assets as a consequence of the amendments to the tax rates.

During 2023, legislation on The Organisation for Economic Co-operation and Development proposals to reform the international tax system and introduce a global minimum effective rate of corporation tax of 15% was enacted in the UK, to take effect from 31 December 2023. The Company (as part of the Aviva Group) has assessed its potential exposure, based on the available information, and does not anticipate any exposure to additional tax under these provisions.

**Tax assets and liabilities**

(a) Current tax

Current tax assets recoverable in more than one year are £nil (2022: £10k).

(b) Deferred tax

The Company has recognised temporary differences of £nil (2022: £nil). The Company has unrecognised capital losses of £600k (2022: £600k) to carry forward indefinitely against future capital gains.

9. INVESTMENTS

	Shares in group undertakings £'000	Trade investments (restated) £'000	Totals £'000
<b>COST</b>			
At 1 January 2022	394,705	4,268	398,973
Additions	-	405	405
Disposals	-	(4,268)	(4,268)
At 31 December 2022	<u>394,705</u>	<u>405</u>	<u>395,110</u>
At 31 December 2023	<u>394,705</u>	<u>405</u>	<u>395,110</u>
<b>PROVISIONS</b>			
At 1 January 2022	377,095	3,668	378,763
Provision for year	-	600	600
Disposals	-	(4,268)	(4,268)
At 31 December 2022	<u>375,095</u>	-	<u>375,095</u>
Provision for year	<u>1,247</u>	-	<u>1,247</u>
At 31 December 2023	<u>376,342</u>	-	<u>376,342</u>
<b>NET BOOK VALUE</b>			
At 31 December 2023	<u>18,363</u>	<u>405</u>	<u>18,768</u>
At 31 December 2022	<u>19,610</u>	<u>405</u>	<u>20,015</u>

Notes to the Financial Statements - continued  
for the Year Ended 31 December 2023

9. INVESTMENTS - continued

The Trade Investments opening Cost and Provision figures as at 31 December 2022 presented above have been restated to include disposals of £4.268m processed in the prior year. These disposals were disclosed in the narrative of Note 8 Investments in the prior year, but the cost disposal of £4.268m and provision eliminated on disposal of £4.268m were not included in the table summarising transactions during the year. The investments disposed of were fully provided for and therefore the Net Book Value figure of £405k remains unchanged. This restatement only affects the disclosure above and has no further impact on the financial statements.

In accordance with applicable accounting standards the directors undertake an annual impairment review of investments held. For 2023 this was carried out using a discounted future cash flow calculation covering a five-year period and an assessment of the net realisable value of the investment. As a result of this annual impairment review, impairments of £1.247m have been recognised in the year (2022: £nil).

The investments in subsidiaries at the Balance Sheet date comprise:

	Cost £'000	Provision £'000	Net book value £'000
Bankhall Support Services Limited	2,425	-	2,425
Premier Mortgage Service Limited	14,587	(814)	13,773
Sesame General Insurance Services Limited	5,800	(4,635)	1,165
Sesame Limited	252,576	(252,576)	-
Sesame Services Limited	119,317	(118,317)	1,000
Wealth Limited	-	-	-
At 31 December 2023	<u>394,705</u>	<u>(376,342)</u>	<u>18,363</u>

All investments are in companies incorporated in the United Kingdom and registered in England. All investments represent 100% of the share capital in each subsidiary.

Trade investments include minority shareholdings in external trading entities. Investments held at the Balance Sheet date include the following:

Trade Investments	Principal Activity	Type of shares owned	Shareholding
Eligible Limited	Software provider	Ordinary	6%

A total impairment of £nil has been recognised against trade investments during the year (2022: £nil).

10. DEBTORS

	2023 £'000	2022 £'000
Amounts owed by group undertakings	25,000	25,000
Other receivables	38	13
Corporation tax - group relief	<u>10</u>	<u>19</u>
	<u>25,048</u>	<u>25,032</u>

Notes to the Financial Statements - continued  
for the Year Ended 31 December 2023

10. **DEBTORS - continued**

The amounts owed by group undertakings relate to a subordinated loan arrangement which the Company entered into with Sesame Limited in a prior year. This loan can be recalled at any point however repayment only becomes due 2 years after notice is given.

As part of this transaction an intercompany creditor for £25.0m was created with Sesame Limited. This amount is repayable on demand, is interest free and is shown with the amounts owed to group undertakings.

Further information relating to amounts owed by group undertakings is detailed in the Related Party Disclosures in Note 15.

11. **CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2023	2022
	£'000	£'000
Amounts owed to group undertakings	<u>36,642</u>	<u>44,917</u>

Amounts owed to group undertakings are unsecured, interest free and have no fixed date of repayment and are repayable on demand. Further information relating to amounts owed to group undertakings is detailed in the Related Party Disclosures in Note 15.

12. **CALLED UP SHARE CAPITAL**

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2023	2022
			£'000	£'000
55,600,001 (2022: 55,600,001)	Ordinary	£1	<u>55,600</u>	<u>55,600</u>

13. **RESERVES**

	Accumulated losses	Share premium account	Totals
	£'000	£'000	£'000
At 1 January 2022	(93,412)	55,683	(37,729)
Loss for the financial year	<u>(41)</u>	<u>-</u>	<u>(41)</u>
At 31 December 2022	<u>(93,453)</u>	<u>55,683</u>	<u>(37,770)</u>
At 1 January 2023	(93,453)	55,683	(37,770)
Profit for the financial year	<u>14,400</u>	<u>-</u>	<u>14,400</u>
At 31 December 2023	<u>(79,053)</u>	<u>55,683</u>	<u>(23,370)</u>

Notes to the Financial Statements - continued  
for the Year Ended 31 December 2023

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14. **ULTIMATE PARENT UNDERTAKING**

The Company's immediate parent undertaking is Aviva Life Holdings UK Limited, a company incorporated in the United Kingdom and registered in England.

The ultimate parent undertaking and controlling party is Aviva plc, a company incorporated in the United Kingdom and registered in England.

The smallest Group in which the results of the Company were consolidated for the year was that headed by Aviva plc. Copies of Aviva plc financial statements are available on application to the Group Company Secretary, Aviva plc, St Helens, 1 Undershaft, London, EC3P 3DQ, and on the Aviva plc website at [www.aviva.com](http://www.aviva.com).

15. **RELATED PARTY DISCLOSURES**

	2023 £'000	2022 £'000
Included within amounts owed by group undertakings are:		
Sesame Limited	<u>25,000</u>	<u>25,000</u>
	<u>25,000</u>	<u>25,000</u>
Included within amounts owed to group undertakings are:		
Aviva Life Holdings UK Limited	-	1,475
Sesame Limited	35,890	35,890
Sesame Services Limited	<u>752</u>	<u>7,552</u>
	<u>36,642</u>	<u>44,917</u>

Notes to the Financial Statements - continued  
for the Year Ended 31 December 2023

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16. SUBSIDIARY UNDERTAKINGS

The subsidiary undertakings of the Company are listed below. Each undertaking operates mainly in its country of incorporation and has only one class of ordinary share capital in issue unless otherwise stated.

The registered office of all subsidiary undertakings is Aviva, Wellington Row, York, YO90 1WR unless otherwise stated.

<b>Held directly by the Company</b>	<b>Nature of business</b>	<b>Incorporated in</b>
Bankhall Support Services Limited	Support services company	United Kingdom
Premier Mortgage Service Limited	Mortgage intermediary	United Kingdom
Sesame General Insurance Services Limited	Insurance company	United Kingdom
Sesame Limited	Financial adviser network	United Kingdom
Sesame Services Limited	Services company	United Kingdom
Wealth Limited	Dormant company	United Kingdom

<b>Held indirectly through subsidiary undertakings</b>	<b>Nature of business</b>	<b>Incorporated in</b>
Gateway Specialist Advice Services Limited	Dormant company	United Kingdom
Sesame Bankhall Valuation Services Limited	Panel management company	United Kingdom
Sesame Group India Private Limited	Support services company	India
Sesame Regulatory Services Limited	Dormant company	United Kingdom

The registered office for Sesame Group India Private Limited is A 47, L.G.F, Hauz Khas, New Delhi, 110016.

Sesame Services Limited has both Ordinary A and Ordinary B shares in issue.

Sesame Bankhall Valuation Services Limited has both Ordinary A and Ordinary B shares in issue and is 75% owned by Sesame Services Limited.