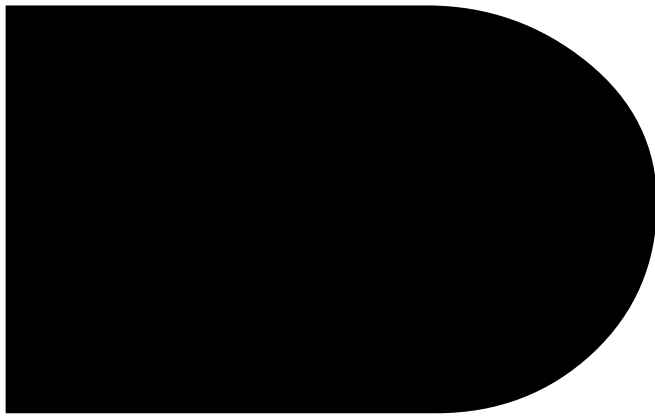


**THE INVESTMENT
MAGAZINE**

by: PROVEN Group Limited

DECEMBER 31, 2022 EDITION



FINANCIAL HIGHLIGHTS



US\$**42.91**million

Net Revenue growth of **52%**

US\$**3.28**million

Net Profit attributable to shareholders



US\$**0.0042**

Earnings
per Share



US\$**0.0020**

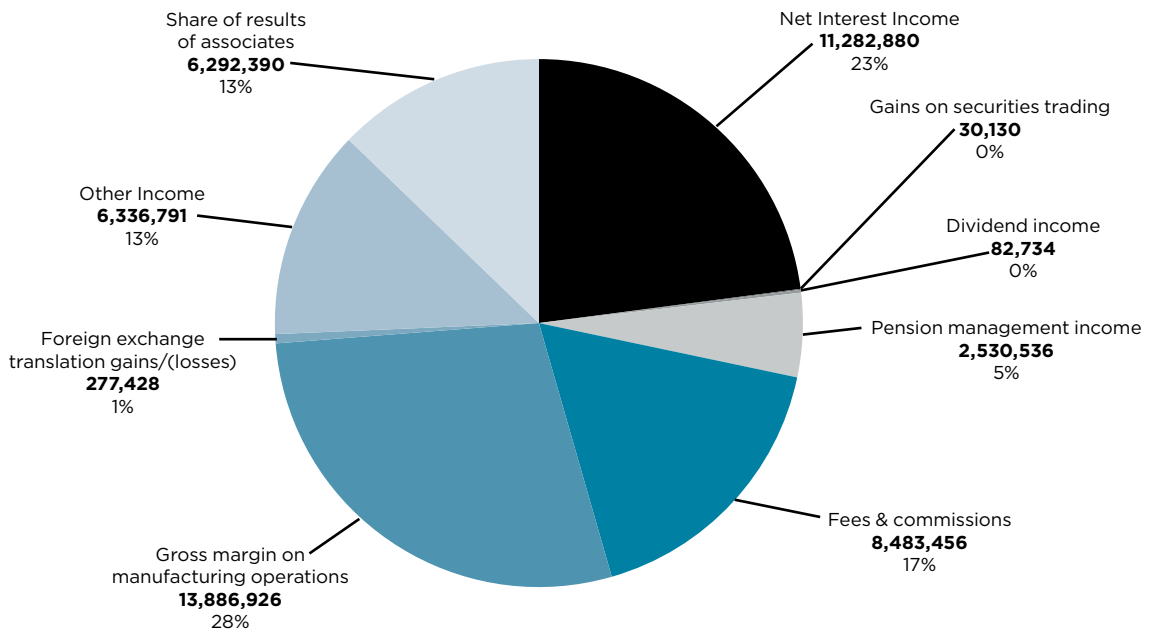
Quarterly Approved
Dividend per Share



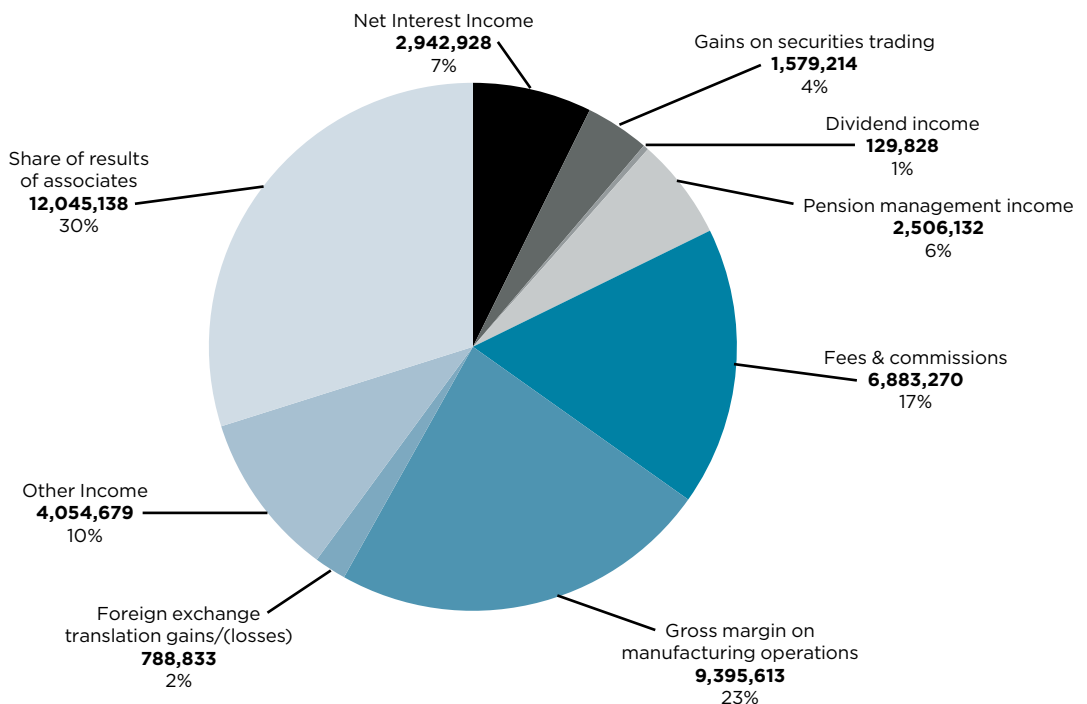
US\$**1.94**billion
Total Assets Under
Management

US\$**1.09**billion
Consolidated
Total Assets

NET REVENUE BREAKDOWN
FOR THE NINE MONTHS ENDED DECEMBER 2022
(including share of results in associates)



NET REVENUE BREAKDOWN
FOR THE NINE MONTHS ENDED DECEMBER 2021
(including share of results in associates)



PROVEN Chairman Hon. Hugh Hart retires

PROVEN Group Limited (“PROVEN” or “PGL”) wishes to advise that Dr. The Hon. Hugh Hart has notified the **PROVEN** Board of Directors in their meeting on February 9, 2023 that he will be retiring as a Director and Chairman of the Board effective March 31, 2023.

Mr. Hart, served in his capacity as a non-executive independent Director and Chairman of the Board since **PROVEN**'s inception 13 years ago and combined his vast legal and financial sector experience with deep humility, compassion and notable wisdom. Mr. Hart in his announcement addressed the **PROVEN** Directors with pride “I am truly thankful to have been a part of this stellar company and to have meaningfully contributed to the growth and development of what is now a formidable regional brand.”

Hart continued, “I would like to acknowledge our over 300 strong employees, our Board of Directors and its important sub-committees for their commitment and dedication to the Company’s vision, values and principles. To our shareholders and all partners, you have my sincerest gratitude for the confidence you’ve shown in my stewardship over the years. Thank you all and know that the work will continue with the same passion and fervor for outstanding results. Let’s all keep delivering on what we have started. Walk good.” Hart ended.

PROVEN as part of its governance and succession planning, had made provisions for a Deputy Chairman in its Board structure over two years ago. Mr. Rhory McNamara, who is currently the Deputy Chairman, Director and Company Secretary will assume the role of Chairman of the Board, effective March 31, 2023. Mr. McNamara has been a Director of **PROVEN** since January 2010 and also sits on the board of several other prominent private and public regional companies. He has been instrumental in proficiently guiding the Company’s affairs as an eminent Saint Lucia based Attorney at Law and licensed corporate/secretarial service provider. In acknowledging his new role Mr. McNamara said “My focus will be to continue the well-informed stewardship and oversight provided by the Board under Mr. Hart’s distinguished leadership. On behalf of all our stakeholders - Thank you Mr. Hart for the solid blueprint and legacy on which we will build.”

PROVEN GROUP LIMITED REPORTS UNAUDITED FINANCIAL RESULTS

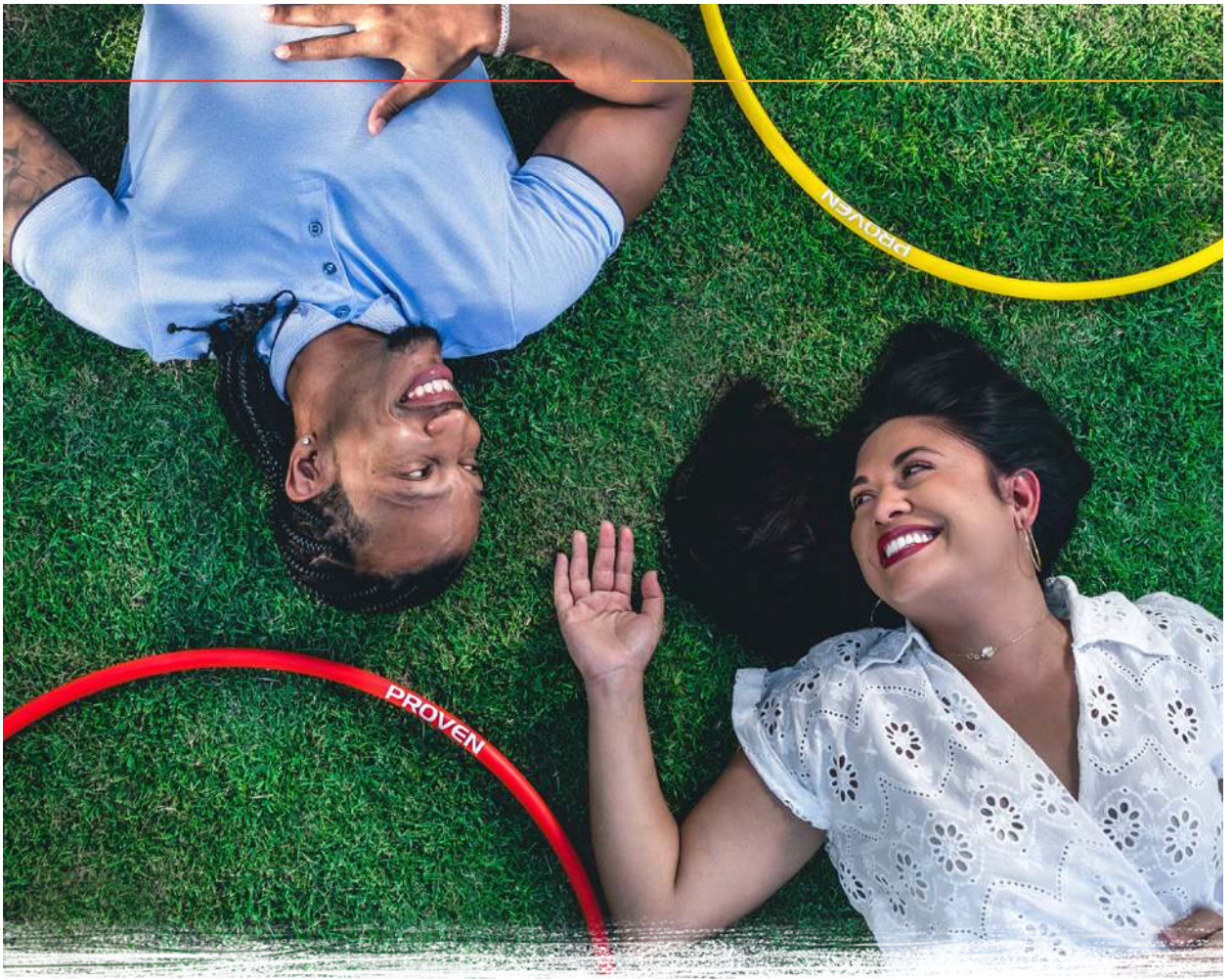
The Board of Directors of PROVEN Group Limited (“PROVEN”, the “Group”) is pleased to report its Unaudited Financial Statements for the nine months ended December 31, 2022.

Proven Group Limited registered Net revenue of US\$42.91 million for the nine-month period ended December 31, 2022, an increase of 51.73% when compared to the US\$28.28 million registered over the comparable period last year. This revenue increase is mainly attributable to the acquisitions of Robert’s Manufacturing, PROVEN Bank Cayman (“PBC”, previously named Fidelity Bank Cayman) and Heritage Education Fund International (“Heritage”), all of which closed at various points during the 2021/22 Financial Year and are now fully included in this financial year’s results to date.

Net Revenue

The main revenue lines contributing to the performance for the period included:

- **Net Interest Income** which amounted to US\$11.28 million compared to US\$2.94 million in the previous year, benefited from the inclusion of US\$9.58 million in net interest income from PBC in this year’s nine-month results. There was also a notable widening of the net interest spreads across the Group’s other banking and wealth entities, as a result of the increased interest rate environment globally, which resulted in an aggregate 39.8% increase in net interest income from these entities. These gains were however partially offset by higher Group borrowing costs at increased refinancing rates in the market.
- **Fees & Commissions** totalled US\$8.48 million and was 23.25% higher than the similar prior year period, mainly due to the inclusion of both PBC and Heritage in this year’s results. This was however partially offset by a 20.31% decline in fees and commission income from the wealth management entities within the Group. Global recessionary fears led to a substantial contraction in demand for fee based investment banking and other products.
- **Pension Fund Management Income** was flat year over year, amounting to US\$2.53 million for the period under review, as the growth in assets under management was tempered by the general weakness in market conditions and lower asset prices, both in the fixed income and equity markets, when compared to the similar period last year.
- **Gross Margin on Manufacturing Operations** increased to US\$13.89 million for the nine-month period compared to US\$9.40 million last year. The current year’s results included the full nine-months from Roberts Manufacturing, while last year’s results only included the seven months from the closing of the acquisition.
- **Other Income** increased by 24.83% to US\$6.34 million for the nine-month period. This improvement over last year’s results of US\$2.28 million was mainly attributable to the receipt of the proceeds of sale from the completion of two of PROVEN Properties’ major developments during the period. The net proceeds from these sales for the period amounted to US\$2.40 million.



MOVE WITH US, CAYMAN WE'RE NOW PROVEN

Your community banking and wealth management options now have backing and expertise from the PROVEN Group of companies. Join us in the transition as we rebrand over the coming months.

PROVEN
BANK

Fidelity Bank is now PROVEN Bank

PROVEN Bank keeps your life and money moving while maintaining all of the services you've come to rely on. Move With Us.

provenbank.com

PROVEN
WEALTH

International Financial Planning (IFP) is now PROVEN Wealth

PROVEN Wealth supports your desired lifestyle and goals with solid investment options to grow your wealth. Move With Us, Grow With Us.

move.provenwealth.com

weareproven.com/move-with-us

PROVEN Group: Income and Growth Strategy Investment Holding Company Represented in Banking and Wealth | Real Estate | Portfolio Holdings

PROVEN GROUP LIMITED REPORTS

UNAUDITED FINANCIAL RESULTS

○ **Share of Results of Associates** amounted to US\$6.29 million for this financial year to date, representing a decline of 47.76% when compared to the same period last year and contributing 13% to overall Net revenue compared to a 30% contribution last year. For the period, JMMB Group, an associated company, contributed US\$5.93 million compared to US\$11.60 million recorded in the similar period ended December 2021. JMMB's performance, which notably did not include its share of Sagicor's profits for the quarter, was also negatively affected by the adverse global market conditions' impact on asset prices. The ongoing repositioning of its portfolio is however anticipated to result in a rebound over the upcoming quarters.

Operating Expenses

Total Operating Expenses for the period amounted to US\$45.18 million, an increase of 81.54% over the same period last year and similar to the revenue growth, was mainly attributable to the inclusion of PBC, Heritage and Robert's full results in this year's financials to date. Excluding these companies would have resulted in a normalized increase in expenses of 10.56% year over year.

This increase in expenses includes some one-off costs related to the Group's corporate restructuring, which is now complete, as well as transition expenses for the temporary services offered by the respective vendors of the acquired companies last year. The transition period for Heritage ended in October 2022 and for PBC will end in February 2024. Additionally, the rebranding of the Group's banking and wealth subsidiaries, which was completed on February 1, 2023, also contributed to the higher expenses during the period.

Net Profit & Outlook

Net profit attributable to shareholders for the first nine months of the current financial year amounted to US\$3.28 million and represented a return on average equity of 3.09% for the period. This is a decline relative to the US\$10.08 million earned in the same prior year period and primarily resulted from the reduction in the share of profits from associated companies.

Over the coming quarters, the Group expects a significant improvement in its efficiency ratio, from the current 91.26%. This improvement is expected in the context of the elimination of certain transitory expenses within the respective business units related to the transition and integration of the newly acquired companies.

Additionally, despite the current volatile economic and market conditions, the Group remains optimistic for the upcoming quarter and financial year. We expect to derive much more consistent performance from our diversified revenue base and; (a) the anticipated improvement in top line growth from the upward re-pricing of our marketable securities; (b) normalization of gross margins in the manufacturing business; (c) continued growth in assets under management and wealth management activities; (d) the completion of additional real estate development projects and; (e) improved performance from the portfolio of associated companies.

PROVEN GROUP LIMITED REPORTS UNAUDITED FINANCIAL RESULTS

Statement of Financial Position

The Group's balance sheet expanded to US\$1.09 billion as at December 31, 2022, with Assets growing by 44% from the US\$754 million reported at December 30, 2021, while Liabilities increased by 63% to US\$933 million as at December 31, 2022, from US\$573 million as at December 31, 2021. The growth in both total assets and total liabilities resulted mainly from the acquisition of PBC. PROVEN Group's off-balance sheet assets expanded to US\$643 million, as of December 31, 2022.

Shareholders' Equity

Total Equity attributable to shareholders of the company was reported at US\$140.07 million as of December 31, 2022, down from US\$164.26 million as of December 31, 2021. This was as a result of a US\$34.36 million adverse shift in its investment revaluation reserves and that of its associated companies. This negative shift resulted from the impact of rising interest rates and market volatility on asset prices.

Dividend Declaration

The Board of Directors approved a quarterly dividend of US\$0.0020 per share to all Ordinary Shareholders on record as of February 24, 2023, to be paid on March 13, 2023. This represents a trailing twelve-month (TTM) tax-free dividend yield of 1.50% based on the average share price of US\$0.206 for the twelve months ended December 31, 2022.

PROVEN GROUP LIMITED REPORTS UNAUDITED FINANCIAL RESULTS

DIVISIONAL UPDATES

The four (4) divisions of the Group are: (1) Wealth (2) Bank (3) Properties and (4) Private Capital.

1. PROVEN Wealth

PROVEN Wealth continued its expansion throughout the Caribbean, during the period under review, with the renaming and rebranding of International Financial Planning Bermuda and BVI to PROVEN Wealth (Bermuda) and PROVEN Wealth (BVI) respectively, in December 2022. These companies in addition to PROVEN Wealth (Cayman) continue to expand the team of wealth advisors to aggressively drive the distribution of its bespoke mutual funds throughout these territories under the PROVEN Brand. Over the coming months, the Group will be applying to the regulators for an expansion of these licences to be able to offer the full suite of wealth management product and services in these territories.

Revenues for the nine-month period for the division were slightly behind last year, as the general market conditions tempered the growth in the commission-based activities during the period. Expense growth was also above normal, as the division incurred additional expenses during the period from the finalizing of the rebranding of the companies and the exit of the transition services agreement for Heritage Education Fund International Inc. and integration with the Group. This downward trend will be reversed in the coming quarters, with the elimination of certain one-off expenses and renewed focus on the fund management and advisory services.

2. PROVEN Bank

PROVEN Bank has now completed the restructuring, renaming and rebranding of the banking entities within the Group. Fidelity Bank (Cayman) Limited, which was acquired in February 2022 was renamed Proven Bank (Cayman) Limited effective August 2022. Boslil Bank Limited, which became a 100% owned subsidiary of the Proven Bank (Cayman) Limited effective September 2022, was renamed Proven Bank (Saint Lucia) Limited effective February 2023.

The high-quality assets of PROVEN bank, which mainly comprises variable rate residential mortgage loans in Cayman and a portfolio of investment grade bonds with a relatively low duration, are well positioned to benefit from the current high interest rate environment. The Group therefore expects that the Banks will continue to perform very well over the coming quarters.

3. PROVEN Properties

PROVEN Properties (PPL) continues to execute on its mandate to build out a diverse portfolio of prime residential, commercial and industrial real estate across the Caribbean region. The company has produced a strong YTD financial performance primarily driven by the successful execution and completion of two major development projects in Jamaica, VIA at Braemar and Cesar. The Q4 financial outlook for PPL will be driven by projected revenues and profits from The Lagoons residential development in Grand Cayman (PPL is a 40% partner) and from rental properties in Jamaica and Grand Cayman.

PROVEN GROUP LIMITED REPORTS

UNAUDITED FINANCIAL RESULTS

PPL will continue to grow the portfolio and has deployed creative deal structures and capitalized on targeted marketing tactics to build out a strong development and deal pipeline in Jamaica, Grand Cayman and Barbados. The upcoming year will be an exciting one with the launch of two major residential development projects, SOL Harbour and Pimento Grove, along Jamaica's highly sought after North Coast region. The company will also focus on growing its industrial real estate portfolio with the completion of the Aashgo warehouses in Grand Cayman and ground-breaking for the Kingston Gateway Warehouses in Jamaica, both slated for the first quarter of the upcoming financial year. The PROVEN group will also be consolidating its Jamaica operations and moving to its new home, PROVEN Place, a joint venture commercial development undertaken by PPL.

4. PROVEN Private Capital

The Private Capital Division currently consist of a portfolio of Private Credit facilities and four portfolio Companies; namely, Access Financial Services Limited, Proven Holdings Limited; the Company that holds the JMMB Shares, Roberts Manufacturing Company Limited and the newest addition to the portfolio Eche Limited.

The Private Capital Division continues to demonstrate resilience amidst a dynamic operating environment. Net profit contribution for the nine-month period was however lower than the prior year primarily due to compressed margins. This emanated primarily from supply chain disruptions faced by Roberts Manufacturing, the negative impact of rising interest rates on JMMB core revenue lines and the increased competitive landscape in the microfinance sector.

The Division expects improvements in the operating landscape, coupled with internal process refinements that will continue to enhance margin growth, overall efficiency and the improvement of asset prices. Over the upcoming months the division will continue to focus on its strategic oversight aimed at optimizing the portfolio companies' performance and improving their cash flow generating capacity.

The Board of Directors takes this opportunity to thank all our stakeholders for their support and trust. Our continued success is a result of the dedication of Management and Staff, and the patronage of our valued clients.



MOVE WITH US, CAYMAN

Fidelity Bank is now **PROVEN Bank**

Your community banking experience just got better with backing and expertise from the PROVEN Group of companies.

PROVEN Bank keeps your life and lifestyle moving as we help to meet your financial needs - from savings, fixed deposits, credit and debit cards, consumer & real estate loans and mortgages.

See the PROVEN difference yourself at our branch locations and [provenbank.com](https://www.provenbank.com)

Dr Roys Dr, George Town, Cayman Islands
Phone: +1 345 949 7822 - [provenbank.com](https://www.provenbank.com)

PROVEN
BANK

PROVEN Group: Income and Growth Strategy Investment Holding Company Represented in Banking and Wealth | Real Estate | Portfolio Holdings

PROVEN GROUP LIMITED REPORTS

UNAUDITED FINANCIAL RESULTS

Unaudited Consolidated Statement of Financial Position AS OF DECEMBER 31, 2022 (Presented in United States dollars, except as otherwise stated)

	<u>DECEMBER 2022</u>	<u>DECEMBER 2021</u>	<u>MARCH 2022</u>
ASSETS			
Cash and cash equivalents	171,821,286	166,678,663	286,147,481
Resale agreements	11,680,230	13,853,702	8,237,024
Investment securities	370,809,316	252,683,229	335,191,767
Investment in associates	130,263,591	152,206,032	140,512,170
Loans receivable	245,762,985	36,325,669	207,376,497
Other receivables	30,114,904	20,555,708	25,139,482
Related company	948,257	700,663	275,431
Property development In progress	16,011,209	24,678,011	27,837,751
Property held for development	6,491,017	10,811,064	10,540,393
Inventory	7,183,673	7,255,942	7,973,217
Investment property	20,828,463	12,367,515	14,841,082
Intangible assets	43,615,750	44,560,110	46,370,313
Property, plant and equipment	30,602,010	11,504,998	31,359,275
Total Assets	<u>1,086,132,691</u>	<u>754,181,305</u>	<u>1,141,801,883</u>
LIABILITIES			
Client liabilities	114,812,448	76,358,963	67,763,257
Related company	(4,159,515)	3,043,356	661,763
Notes payable	153,097,268	149,485,800	210,768,485
Preference shares	1,000	1,000	1,000
Other liabilities	34,917,097	25,095,836	34,052,193
Due to customers	634,201,143	319,337,921	661,492,905
Total Liabilities	<u>932,869,442</u>	<u>573,322,876</u>	<u>974,739,603</u>
SHARE HOLDERS' EQUITY			
Share capital	125,960,669	115,753,819	115,753,819
Investment revaluation reserve	(34,515,961)	(158,981)	(21,970,724)
Foreign exchange translation	3,055,277	5,339,997	5,729,335
Retained earnings	45,570,544	43,322,087	43,125,577
Total Shareholders' Equity	<u>140,070,529</u>	<u>164,256,922</u>	<u>142,638,007</u>
Minority Interest	13,192,720	16,601,507	24,424,273
Total Shareholders' Equity and Liabilities	<u>1,086,132,691</u>	<u>754,181,305</u>	<u>1,141,801,883</u>

Approved for Issue by the Board of Directors and signed on its behalf by:



Director



Director



MOVE WITH US, GROW WITH US

International Financial Planning (IFP) is now **PROVEN Wealth**

The PROVEN Wealth brand has a 20-year legacy of managing billions of dollars of assets on behalf of institutional and individual clients. Invest to suit your lifestyle and goals to retire comfortably, save for education and optimally manage your wealth and investment portfolio.

Learn how you can make a PROVEN difference for your future.

660 West Bay Road, P.O. Box 10225, Grand Cayman, KY1-1002
Phone: +1 345 769 5352 - move.provenwealth.com

PROVEN
WEALTH

PROVEN Group: Income and Growth Strategy Investment Holding Company Represented in Banking and Wealth | Real Estate | Portfolio Holdings

PROVEN GROUP LIMITED REPORTS

UNAUDITED FINANCIAL RESULTS

Unaudited Consolidated Statement of Profit or Loss and Other Comprehensive Income FOR THE PERIOD ENDED DECEMBER 31, 2022 (Presented in United States dollars, except as otherwise stated)

	Quarter ended Dec 2022	Quarter ended Dec 2021	Nine Months ended Dec 2022	Nine Months ended Dec 2021	Year ended March 2022
INCOME					
Interest income	9,161,059	2,961,628	23,407,824	8,368,559	12,639,027
Interest expense	(4,411,903)	(2,027,227)	(12,124,945)	(5,425,631)	(7,557,860)
Net Interest Income	4,749,156	934,401	11,282,879	2,942,928	5,081,168
Other Income					
Gains on securities trading	134,833	25,482	30,130	1,579,214	2,249,486
Dividend income	17,607	41,794	82,734	129,828	204,118
Pension management income	880,484	828,508	2,530,536	2,506,132	3,339,431
Fees & commissions	2,531,145	2,773,042	8,483,456	6,883,270	9,559,718
Gross margin on manufacturing operations	4,278,028	4,350,404	13,886,926	9,395,613	15,793,403
Foreign exchange translation gains/(losses)	167,242	226,753	277,428	788,833	830,450
Other Income	1,834,041	1,448,726	6,336,791	4,054,679	4,068,737
	9,843,380	9,694,708	31,628,001	25,337,569	36,045,343
NET REVENUE	14,592,536	10,629,109	42,910,880	28,280,497	41,126,511
OPERATING EXPENSES					
Depreciation and amortization of intangibles	2,106,219	774,127	4,921,366	2,137,114	3,371,778
IFRS 9 Provisioning	(1,264,435)	(33,858)	(234,692)	79,474	428,532
Administrative and General Expenses	13,665,958	8,528,161	40,491,888	22,670,286	38,471,158
	14,507,742	9,268,430	45,178,562	24,886,874	42,271,468
OPERATING PROFIT	84,794	1,360,679	(2,267,682)	3,393,623	(1,144,957)
Preference dividend	(97,052)	(944,755)	276,584	(2,146,056)	(2,555,999)
Share of results of associates	1,536,559	4,934,172	6,292,390	12,045,138	15,784,024
Gain/(Loss) on purchase of subsidiary	-	-	-	-	4,563,000
	1,439,507	3,989,417	6,568,974	9,899,082	17,791,025
Profit before income tax	1,524,301	5,350,095	4,301,292	13,292,705	16,646,068
Income tax	(119,987)	(343,392)	(1,298,176)	(936,442)	(1,165,498)
NET PROFIT	1,404,314	5,006,704	3,003,116	12,356,263	15,480,569
Less income attributable to non-controlling interest	166,804	(905,767)	277,246	(2,269,839)	(2,943,197)
Profit attributable to owners of the company	1,571,118	4,100,937	3,280,362	10,086,424	12,537,372
EARNINGS PER STOCK UNIT - US cents	0.20	0.54	0.42	1.33	1.65

Unaudited Consolidated Statement of Profit or Loss and Other Comprehensive Income FOR THE PERIOD ENDED DECEMBER 31, 2022 (Presented in United States dollars, except as otherwise stated)

	Quarter ended Dec 2022	Quarter ended Dec 2021	Nine Months ended Dec 2022	Nine Months ended Dec 2021	Year ended March 2022
NET PROFIT	1,404,314	5,006,704	3,003,116	12,356,263	15,480,569
OTHER COMPREHENSIVE INCOME					
Items that are or may be reclassified to profit or loss:					
Unrealised Gain on investments securities	5,399,455	(8,052,961)	(12,545,237)	(7,026,312)	(27,904,286)
Foreign exchange translation reserve	(573,899)	2,278,699	(2,674,058)	2,556,958	928,284
Total Comprehensive income	6,229,870	(767,558)	(12,216,179)	7,886,909	(11,495,432)

PROVEN GROUP LIMITED REPORTS

UNAUDITED FINANCIAL RESULTS

Unaudited Consolidated Statement of Cash Flows

FOR THE PERIOD ENDED DECEMBER 31, 2022

(Presented in United States dollars, except as otherwise stated)

	Nine Month to	Nine Months to	Year ended
	<u>December 2022</u>	<u>December 2021</u>	<u>March 2022</u>
CASH FLOWS FROM OPERATING ACTIVITIES:			
Profit attributable to owners of the company	3,280,362	10,086,424	12,537,374
Depreciation and Amortization	4,921,366	2,137,114	3,371,778
Income Tax Charge	1,298,176	936,442	1,165,498
Operating cashflow before movements in working capital	<u>9,499,904</u>	<u>13,159,980</u>	<u>17,074,650</u>
Changes in operating assets and liabilities			
Receivables	45,148,532	(11,194,029)	(26,212,461)
Inventory	789,544	(7,255,942)	(7,973,217)
Loans	(38,386,488)	(4,363,691)	(175,414,519)
Client Liabilities	(66,803,608)	25,648,751	373,420,114
Payables	44,387,148	11,063,524	18,470,332
Investments	(48,162,786)	12,658,822	(98,738,849)
Related company	(5,494,104)	795,061	(1,161,300)
Net cash from operating activities	<u>(59,021,858)</u>	<u>40,512,476</u>	<u>99,464,752</u>
CASH FLOWS FROM INVESTING ACTIVITIES:			
Investments in associates	10,248,579	(11,844,026)	5,661,510
Purchase of property ,plant and equipment	(1,284,564)	(8,358,636)	(28,911,948)
Purchase/Disposal of intangible asset	(124,974)	(25,389,170)	(27,735,002)
Purchase of Investment Properties	(1,938,005)	(1,849,191)	(4,052,087)
Net cash from investing activities	<u>6,901,036</u>	<u>(47,441,023)</u>	<u>(55,037,526)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:			
Notes payable	(57,671,217)	14,640,899	75,923,584
Redemption of Preference Shares			
Minority Interest	(11,231,553)	8,857,460	17,149,144
Dividend Paid	(835,394)	(3,041,700)	(6,158,078)
Issue of Ordinary Shares	10,206,850	-	-
Foreign Exchange Translation	(2,674,058)	1,291,243	2,946,296
Net cash from financing activities	<u>(62,205,373)</u>	<u>21,747,902</u>	<u>89,860,947</u>
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	(114,326,195)	14,819,355	134,288,173
Cash and cash equivalents at beginning of period	<u>286,147,481</u>	<u>151,859,308</u>	<u>151,859,308</u>
CASH AND CASH EQUIVALENTS AT END OF PERIOD	<u>171,821,286</u>	<u>166,678,663</u>	<u>286,147,481</u>

PROVEN GROUP LIMITED REPORTS

UNAUDITED FINANCIAL RESULTS

Unaudited Consolidated Statement of Changes of Equity FOR THE PERIOD ENDED DECEMBER 31, 2022 (Presented in United States dollars, except as otherwise stated)

	Share capital	Minority interest	Investment revaluation reserve	Foreign exchange translation	Retained earnings	Total
Balance at April 1, 2022	115,753,819	24,424,273	(21,970,724)	5,729,335	43,125,576	167,062,279
Total Comprehensive Income for the period		(277,246)	(12,545,237)	(2,674,058)	3,280,362	(12,216,179)
Issue of Shares	10,206,850					10,206,850
Adjustment to NCI without a change in control		(10,954,307)			-	(10,954,307)
Dividends to equity holders		-			(835,395)	(835,395)
Balance at December 31, 2022	<u>125,960,669</u>	<u>13,192,720</u>	<u>(34,515,961)</u>	<u>3,055,277</u>	<u>45,570,543</u>	<u>153,263,249</u>

	Share capital	Minority interest	Investment revaluation reserve	Foreign exchange translation	Retained earnings	Total
Balance at April 1, 2021	115,753,819	7,744,047	6,867,331	2,783,039	36,277,363	169,425,599
Total Comprehensive (Loss)/Income for the period	-	2,269,839	(7,026,312)	2,556,958	10,086,424	7,886,910
Issue of Shares		-				-
Acquisition of Subsidiary	-	7,137,622	-	-	-	7,137,622
Dividends to equity holders	-	(550,001)	-	-	(3,041,700)	(3,591,701)
Balance at December 31, 2021	<u>115,753,819</u>	<u>16,601,507</u>	<u>(158,981)</u>	<u>5,339,997</u>	<u>43,322,087</u>	<u>180,858,429</u>

PROVEN GROUP LIMITED REPORTS UNAUDITED FINANCIAL RESULTS

NOTES TO FINANCIAL STATEMENTS: DECEMBER 2022

1. IDENTIFICATION

PROVEN Group Limited (the “Company”) is incorporated in Saint Lucia under the International Business Companies Act. The Company is domiciled in Saint Lucia, with registered office at 20 Micoud Street, Castries, Saint Lucia.

The primary activities of the Company are the holding of tradable securities for investment purposes and holding other investments.

SUBSIDIARIES	Country of Incorporation	NATURE OF BUSINESS	Percentage ownership	
			2022	2021
PROVEN Wealth Limited	Jamaica	Fund management, investment advisory services, and money market and equity trading	100	100
PROVEN REIT Limited	Jamaica	Management Services	100	100
PROVEN Properties Limited	Saint Lucia	Real estate investment	100	100
Asset Management Company Limited	Jamaica	Hire purchase financing	100	100
International Financial Planning Jamaica Limited	Jamaica	Funds management	100	100
BOSLIL Bank Limited	Saint Lucia	Banking	100	75
Proven Wealth (Cayman) Limited (formerly International Financial Planning (Cayman) Limited)	Cayman Islands	Fund management	100	100
PROVEN Holding Limited	Jamaica	Investment advisory services	100	100
Roberts Manufacturing Company Limited	Barbados	Manufacturing	50.5	50.5
Heritage International Education Fund	Canada	Funds management	100	-
Proven Bank (Cayman) Limited (formerly Fidelity Bank Limited)	Cayman	Retail Banking Services	100	-
ASSOCIATE COMPANIES				
JMMB Group Limited	Jamaica	Investment advisory, Banking, Market and equity	20	20
Access Financial Services Limited	Jamaica	Retail lending	24.72	24.72

PROVEN GROUP LIMITED REPORTS

UNAUDITED FINANCIAL RESULTS

2. STATEMENT OF COMPLIANCE AND BASIS OF PREPARATION

Interim Financial Reporting

The condensed consolidated interim financial statements for the six months ended December 31, 2022, have been prepared in accordance with IAS 34, 'Interim financial reporting'. The condensed consolidated interim financial statements should be read in conjunction with the annual financial statements for the year ended March 31, 2022, which have been prepared in accordance with International Financial Reporting Standards (IFRS).

Significant accounting policies

3. BASIS OF CONSOLIDATION:

The consolidated financial statements combine the financial position, results of operations and cash flows of the Company and its subsidiaries (note 1), subject to the eliminations described at note 3(b).

3(a). Subsidiaries:

Subsidiaries are all entities controlled by the Group. Control exists when the Group has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable, or exercisable after conversion of convertible instruments, are taken into account. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

3(b). Transactions eliminated on consolidation:

Intra-Group balances and any unrealised gains and losses and income and expenses arising from intra-group transactions are eliminated in preparing the consolidated financial statements. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment of the Group's interest.

4. CLASSIFICATION OF FINANCIAL ASSETS:

Fair value through other comprehensive income:

Financial assets that are held for collection of contractual cash flows and for selling the assets, where the assets' cash flows represent solely payments of principal and interest, and that are not designated at FVTPL are carried at fair value through other comprehensive income. On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect, on an investment-by-investment basis, to present subsequent changes in the investment's fair value in OCI.

Investments at fair value through profit or loss:

The Group carries some investment securities at fair value through profit or loss if they are held for trading or designated as such upon initial recognition. Financial instruments are designated at fair value through profit or loss if the Group manages such investments and makes purchase and sale decisions based on their fair value. Upon initial recognition, attributable transaction costs are recognised in profit or loss when incurred. Financial instruments at fair value through profit or loss are measured at fair value and change therein are recognised in profit or loss.

Loans and receivables:

Loans and receivables are non-derivative financial assets with fixed or determinable payments, that are not quoted in an active market, and that the Group does not intend to sell immediately

PROVEN GROUP LIMITED REPORTS

UNAUDITED FINANCIAL RESULTS

or in the near term. Loans and receivables are measured at amortized cost using the effective interest method, except when the Group chooses to designate the loans and receivables at fair value through profit or loss.

5. RESALE AGREEMENTS

The company purchases government and corporate securities and agrees to resell them at a specified date at a specified price. On making payment the company takes delivery of the securities from the vendor although title is not transferred unless the company does not resell the securities on the specified date or other conditions are not honoured. Resale agreements result in credit exposure, in that the counterparty to the transaction may be unable to fulfil its contractual obligations.

6. INTEREST INCOME:

Interest income is recognised in profit or loss for all interest-earning instruments on the accrual basis using the effective interest method. The effective interest rate is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial asset to its carrying amount. The effective interest rate is established on initial recognition of the financial asset and is not revised subsequently. Interest income includes coupons earned on fixed income investments, accretion of discount on treasury bills and other discounted instruments, and amortisation of premium on instruments bought at a premium.

7. INTEREST EXPENSE:

Interest expense is recognised in profit or loss on the accrual basis using the effective interest method. The effective interest rate is the rate that exactly discounts the estimated future cash payments through the expected life of the financial liability to its carrying amount. The effective interest rate is established on initial recognition of the financial liability and is not revised subsequently. Interest expense includes coupons paid on fixed rate liabilities and accretion of discount or amortization of premium on instruments issued at other than par.

8. SHARE CAPITAL:

The Group classifies capital instruments as financial liabilities or equity instruments in accordance with the substance of the contractual terms of the instrument. In the case of its preference share capital, it is classified as:

- i. Equity if it is non-redeemable, or redeemable only at the Group's option, and any dividends are discretionary; in such a case, dividends thereon are recognised as distributions within equity;
- ii. Liability if it is redeemable on a specific date or at the option of the stockholders, or if dividends are not discretionary; in such a case dividend thereon are recognised as interest in profit or loss.

The Group's preference shares bear contractual entitlements to dividends that are cumulative, and not at the discretion of the directors. Accordingly, they are presented as a financial liability. Incremental costs directly attributable to the issue of an equity instrument are deducted from the initial measurement of the equity instruments.

9. EARNINGS PER STOCK UNIT

PROVEN Group Limited's Earning per Stock Unit "EPS" is computed by dividing the profit attributable to stockholders of the parent of US\$3,280,362 by the weighted average number of ordinary stock units in issue during the reporting period numbering 773,532,000 shares.

PROVEN GROUP

We would like to take this opportunity to thank all of our stakeholders for your support and trust.

Our continued success is as a result of the dedication of our Directors, Management and Staff and we thank them for their loyalty and commitment.



Director



Director

