

Phaldon International (UK) Ltd

Annual Report and Financial Statements

Year Ended

31 October 2020

Company Number 05134675

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Phaidon International (UK) Ltd

Company Information

Directors	K Behan S Yendell J Slipper H Gray
Registered number	05134675
Registered office	21 Lombard Street London EC3V 9AH
Independent auditor	BDO LLP 55 Baker Street London W1U 7EU

Phaidon International (UK) Ltd

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Phaidon International (UK) Ltd

Strategic Report For the Year Ended 31 October 2020

Introduction

The directors present their strategic report together with the audited financial statements for Phaidon International (UK) ("Company") for the year ended 31 October 2020. Comparative amounts presented in the financial statements and notes thereto represent the year ended 31 October 2019.

Business review

It is the focus of the Company to help businesses solve one of their greatest challenges, talent acquisition. The Company is a key subsidiary of Plato UK Topco Limited ("Topco"). Topco together with its subsidiaries are known as the "Group".

The Group represents one of the leading global professional search businesses delivering hard to find candidates in business-critical roles typically with a salary in excess of \$130,000.

Principal risks and uncertainties

The Group's international network reduces its dependence on any one specific geography or economy; nevertheless, global or regional variances still impact the Group's business.

Management structures are in place to allow the Group to react swiftly to changing market conditions and our international brand strength and the experience of the organically grown management team means the Group is well placed to meet these challenges as demonstrated during the past year.

The Group is also exposed to foreign exchange risk. The risk is managed through:

- continual review of our international Group strategy of serving markets locally;
- competitively reviewing foreign exchange rates; and
- the use of forward exchange contracts where considered appropriate.

The Group is not overly reliant on any one or number of key clients or consultants.

The recruitment industry is governed by an increasing level of compliance which varies from country to country including securing licenses and various solutions for providing interim contractors. The Group manages this by adhering to strict internal controls and continuous legal guidance from external professionals.

Phaidon International (UK) Ltd

Strategic Report (continued) For the Year Ended 31 October 2020

Key performance indicators

The KPI's of the business are gross profit/net fee income ("NFI"), operating (loss)/profit, EBITDA and average staff numbers. For a wider understanding of the Group's performance see the Annual Report and Financial Statements for Plato UK Topco Limited.

	2020 £000's	2019 £000's
Gross profit/Net fee income	23,042	27,239
Reported operating profit	(573)	5,218
Depreciation and amortisation	1,511	630
Foreign exchange losses	1,159	1,005
Release of intercompany loan	2,270	-
Adoption of IFRS 15 and IFRS 16	(695)	-
Other adjustments	1,197	-
Adjusted EBITDA	4,869	6,853
Average staff numbers	258	234

During the year ended 31 October 2020, the Group implemented IFRS 16, Capital Lease Accounting, which effectively replaced the rental charge for our premises with an interest and depreciation charge as the rental lease has been recognised as a "right of use asset" with a corresponding future liability.

Outlook

Following the outbreak of Covid-19 and emerging new strains of the virus, post US election results and Brexit there is uncertainty for 2021 and beyond. Phaidon's employees have adjusted to various working from home arrangements as restrictions on movement and social distancing have been applied to differing degrees across our geographies.

From a financing perspective, the Group in April 2020 initially drew down on its unused banking facilities with Wells Fargo, totalling \$8m, these amounts were then repaid during the remainder of the year. Furthermore, the Group has not applied for any material UK or USA government Covid-19 funding initiatives.

Phaidon has demonstrated an ability to operate effectively in these challenging circumstances which combined with

- its strong end markets
- focus on business critical roles; and
- strong culture.

The board believe that it is in a strong position to be able to withstand these future uncertainties.

Notwithstanding the above, we are continually planning for different scenarios and modelling the impact on the Group financial performance and our stress testing shows that the Group can withstand a significant and prolonged decline in trading.

The board are confident that we have the resources to continue to support our staff, clients and candidates through this period. In Q4 2020, we began hiring fee earning consultants to support our clients and candidates to help achieve our growth plans.

Phaidon International (UK) Ltd

Strategic Report (continued) For the Year Ended 31 October 2020

Outlook (continued)

We will continue to follow the advice and guidance from governments and health authorities and our plans will adapt as changes occur.

In accordance with best practice, the board has considered the ongoing impact of the pandemic and at the date of these financial statements, the Group has significant net cash of \$28m on its balance sheet, together with approximately \$8m of unused working capital facilities. Cashflow forecasts show that the Covid-19 situation is being well managed and as result the directors consider Covid-19 to be a non adjusting post balance sheet event (see note 1 for further information).

Section 172 statement - Stakeholder Engagement

Section 172 of the Companies act 2006 requires Directors to take into consideration the interests of stakeholders in their decision making. In particular, section 172(1) states that regard should be had to the long term consequences of decisions, the interests of the company's employees, the need to foster the company's business relationships with suppliers, customers and others, the impact of the company's operations on the community and the environment, and the desirability of the company maintaining a reputation for high standards of business conduct.

The following describes how the directors have had regard to the matters set out in section 172 (1) of the Companies act 2006. This section of the strategic report and the pages to which it refers comprises the Company's section 172(1) statement together with the statements as how the directors have engaged with employees and had regard to their interests and how the directors have had regard to the Company's business relationships with customers, suppliers and other external stakeholders.

During the year the board reviewed and assessed who they considered to be the Company's key stakeholder groups. These are identified below together with the reasons why each stakeholder group is considered key.

Employees: We are a people centric business, delivering professional search in a first-class way. This can only be achieved by having a highly engaged workforce.

Clients and candidates: The success of Phaidon depends on offering first class services to our customers.






Suppliers: Our business needs responsible business suppliers with expertise in areas outside of our core discipline of sourcing talent for our clients.

Communities & Government: Having a positive impact on society, sits firmly in the DNA of our culture.

Owners (investors): providing returns to owners ensures our future sustainability.

Phaidon International (UK) Ltd

Strategic Report (continued)
For the Year Ended 31 October 2020

Our Stakeholders	Our commitment	Mechanisms of Engagement & feedback
 <p>Employees</p>	<p>Want to work in a supportive, inclusive culture where they experience career opportunities for development and a long rewarding career.</p>	<p>Staff survey monkeys, glassdoor feedback</p> <p>CEO & CFO attendance at regional conferences with Q&A sessions.</p> <p>Senior leadership visits to local offices and company events.</p> <p>Access to Employee Assistance Programme helpline.</p>
 <p>Clients & candidates</p>	<p>Clients and Candidates rely on us to find Talent to help drive their business and careers forward respectively.</p>	<p>Customer satisfaction surveys,</p> <p>Thought leadership pieces by brands.</p> <p>Analysis of drop outs during rebate period with explanations.</p>
 <p>Suppliers</p>	<p>Identify strong relationships based on fair terms</p>	<p>Key supplier relationships update</p> <p>Review of modern slavery policy and anti-bribery and corruption arrangements.</p>
 <p>Communities & Government</p>	<p>Require businesses that make a positive impact.</p>	<p>Regular updates to the board on regulatory engagement.</p> <p>Annual consideration of tax strategy</p> <p>Review of CSR activity</p>
 <p>Owners (investors)</p>	<p>Looking for investment growth and want confidence their investment is under sound stewardship</p>	<p>AGM for employee owners</p> <p>Quarterly board meetings and monthly finance calls with representatives of the institutional shareholders, who are majority shareholders in the business</p>

Phaidon International (UK) Ltd

Strategic Report (continued) For the Year Ended 31 October 2020

Review of stakeholder engagement



Employees

Board members dedicated time in the year to progress the culture framework and ensure the employee voice is heard particularly during the working from home periods. This included regular virtual town hall meetings with each region by the CEO, CFO and regional MD in the absence of being able to visit each office and monthly online Initiatives, incentives and activities.

An employee forum has been established to drive CSR, diversity and inclusion and well-being initiatives with a quarterly focus. We have recognised and promoted notable days International Women's Day, Mental Health Awareness, Men's health, Pride and Black History month. Recent changes to employment practices include global rollout of Company Code of Conduct, training with Employers Network for Equality and Inclusion "ENEI" and mandatory anti-harassment training.

A global employee assistance programme has been rolled out for the support of employees and their immediate family. This is a confidential service. This has proven really beneficial when support for employees has been critical with state and government services having lengthy waiting times.

The board has prioritised the digitalisation of our learning strategy. The first phase has been completed by digitalising the on boarding content for new starters to enable remote onboarding where required. In addition, in the main hub offices, the board have sponsored a revised onboarding programme removing a number of elements of classroom theory and increasing live desk training. This has led to improved work practices for new joiners and their managers resulting in improved retention and billing metrics.

The board continues to invest in senior employees through external courses with the London School of Economics, Kings College and professional training bodies such as the Chartered Institute of Management accountants ("CIMA").



Clients and Candidates

The chief executive and managing directors for each region regularly discuss feedback from clients and candidates through surveys and the website to better understand their needs. This engagement has helped prioritise investment in marketing, training and development technology.

To ensure the board has up to date knowledge of market trends the board identified markets and regions it wishes to better understand the opportunity. In 2020 sessions on West coast of USA and China occurred and resulted in making key decisions in terms of location plans and market focus, with the Los Angeles office opening in 2020.



Suppliers

Relationships with key suppliers are discussed at the board. The CFO on behalf of the board directly reviews the bi-monthly payment runs ensuring suppliers are paid without undue delay and provides an update to the board on working capital management.

A new global purchase ordering system is currently being rolled out which should improve relationships between the business and suppliers through improved ordering processes and communication.

Phaldon International (UK) Ltd

Strategic Report (continued)
For the Year Ended 31 October 2020



Communities and Government

The board strongly supports CSR and fundraising activity which is carried out across all our regions.

The Group has supported "the brokerage" and "Holgen" in the EU and Asia respectively, organisations working with groups of students, usually from disadvantaged backgrounds or ethnic minorities. In the USA we have partnered with the Komen foundation, a cancer research charity assisting with various fundraising events.

The Group's tax strategy and any formal extended credit provided by the tax authorities are discussed at the board level.

The board agreed not to furlough the majority of staff who were terminated in late March 2020 and take the furlough financial support from governments as we were unsure whether we would re-employ this employees in the foreseeable future given the demands on management training time in a work from home environment.



Owners

Representatives of the funds that own a majority stake in the business attended all board meetings and participated in all key decisions.

In Q2 2020, The board decided to postpone the refinancing of the preference shares to conserve cash reserves.

In August 2020, the board re-issued shares to both existing and new employee shareholders. Wider share ownership is an important priority for the board and culture of the business, so employees can share in Phaldon's success. Over 40 employees became new shareholders during the year.

All significant employee shareholders attended a virtual AGM by region where the financial performance and outlook for the business as discussed.

The above S172 is available on the Group's website. www.phaldoninternational.com

This report was approved by the board on

26/2/21

and signed on its behalf.

J Slipper
Director

Phaidon International (UK) Ltd

Directors' Report For the Year Ended 31 October 2020

The Directors present their report together with the audited financial statements for the year ended 31 October 2020.

Principal activities

The principal activities of the company are the provision of high quality permanent and contract specialist staffing services.

Matters covered in the strategic report

A review of the business, future developments and its principal risks and uncertainties are set out in the strategic report on page 1 of these financial statements.

Results and dividends

The loss for the year, after taxation, amounted to £1,023,699 (2019 - profit of £4,424,125).

Dividends totaling £8,736,331 (2019 - £Nil) were proposed and settled during the year.

Directors

The Directors who served during the year were:

K Behan
S Yendell
J Slipper
H Gray

Financial risks

The Company is exposed through its operations to credit risk, fair value or cash flow interest rate risk, foreign exchange risk and liquidity risk.

The Board has overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's finance function.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility.

Phaidon International (UK) Ltd

Directors' Report (continued) For the Year Ended 31 October 2020

Employment of disabled persons

The company is committed to a policy of recruitment and promotion on the basis of aptitude and ability without discrimination of any kind.

Particular attention is given to the training and promotion of disabled employees to ensure that their career development is not unfairly restricted by their disability, or perceptions of it. This is achieved through our bespoke "Agile Training" programme.

The company's HR procedures require full and fair consideration to be given to applications made by disabled persons and to the promotion of disabled persons. Where an employee becomes disabled whilst employed by the company, the HR procedures also require that reasonable effort is made to ensure they have the opportunity for continued employment within the company. Retraining of employees who become disabled whilst employed by the company is offered where appropriate.

In addition, as a member of the Employers Network for Equality and Inclusion (ENEI), senior members of the HR department attend regular seminars and training, whilst senior managers in the organisation undergo an annual external certified equality and diversity training course.

Employee involvement

The company maintains an HR intranet site that provides employees with information on matters of concern to them as employees together with confidential access to senior HR specialists.

A global employee forum has been established to drive CSR, diversity and inclusion and well-being initiatives.

Further details on employee engagement are found in the Strategic Report on page 5.

Engagement with suppliers, customers and others

The Company continues to develop relationships with business partners. Further details are provided on pages 5 and 6 of the Strategic Report.

Disclosure of information to auditor

Each of the persons who are Directors at the time when this Directors' report is approved has confirmed that:

- so far as the Director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- the Director has taken all the steps that ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Phaidon International (UK) Ltd

Directors' Report (continued) For the Year Ended 31 October 2020

Post balance sheet events

Following the outbreak of Covid-19 and emerging new strains of the virus, there is uncertainty for 2021 and beyond. Phaidon's employees have adjusted to various working from home arrangements as restrictions on movement and social distancing have been applied to our group offices throughout 2020.

The business has adjusted by:

- The significant investment in IT allowing staff to work remotely as required, communicate with other Phaidon offices, clients and candidates effectively; and
- Increasing the capacity of certain offices by taking additional lease space with the same numbers of employees.

During the two month period from 1st November 2020 to 31st December 2020 NFI was up approximately 16% on the same period in the prior year. In January 2021 senior management carried out specific budgeting for 2021 and beyond to factor in COVID-19 and expects the Company to continue to be profitable for 2021 and the Company do not expect there to be critical risks to the business operations.

The cash position of the Company remains strong and cash balances are over 80% higher at 31 October 2020 than at the same point last year with customer repayments day being significantly lower.

The spread of COVID-19 is a non-adjusting event, which did not result in any adjustments to these financial statements. Further details are addressed in the Basis of Preparation.

The Directors have reviewed the financial statements post year end and have not identified any material impact on assets and liabilities as at 31 October 2020, as a result of COVID-19.

There have been no other significant events since the balance sheet date.

Auditor

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

This report was approved by the board on

26/2/21

and signed on its behalf.


J Slipper
Director

Phaidon International (UK) Ltd

Directors' Responsibilities Statement For the Year Ended 31 October 2020

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

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

In preparing these financial statements, the Directors are required to:

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

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

Phaidon International (UK) Ltd

Independent Auditor's Report to the Members of Phaidon International (UK) Ltd

Opinion

We have audited the financial statements of Phaidon International (UK) Limited ("the Company") for the year ended 31 October 2020 which comprise the Statement of Comprehensive Income, the Statement of Financial Position and the Statement of Changes in Equity, and the notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 October 2020 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the Directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Phaidon International (UK) Ltd

Independent Auditor's Report to the Members of Phaidon International (UK) Ltd (continued)

Other information

The Directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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 such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in 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 in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report and Directors' Report.

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

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

Phaidon International (UK) Ltd

Independent Auditor's Report to the Members of Phaidon International (UK) Ltd (continued)

Responsibilities of Directors

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

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

Auditor's responsibilities for the audit of the financial statements

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

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

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



Tim Neathercoat (Senior Statutory Auditor)
For and on behalf of BDO LLP, statutory auditor
London
United Kingdom

Date: 26 February 2021

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

Phaidon International (UK) Ltd

Statement of Comprehensive Income For the Year Ended 31 October 2020

	Note	2020 £	2019 £
Turnover	4	39,948,110	45,160,703
Cost of sales		(16,905,824)	(17,921,707)
Gross profit		23,042,286	27,238,996
Administrative expenses		(23,645,933)	(22,494,828)
Other income	5	32,645	-
Fair value movements	19	(1,709)	474,031
Operating (loss)/profit	6	(572,711)	5,218,199
Interest receivable and similar income	9	57,635	77,077
Interest payable and similar charges	10	(415,992)	(162,633)
(Loss)/profit before tax		(931,068)	5,132,643
Tax on (loss)/profit	11	(92,631)	(708,518)
(Loss)/profit and total comprehensive (loss)/income for the financial year		(1,023,699)	4,424,125

There was no other comprehensive income for 2020 (2019 - £Nil).

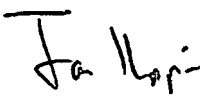
The notes on pages 17 to 41 form part of these financial statements.

Phaldon International (UK) Ltd
Registered number: 05134675

Statement of Financial Position
As at 31 October 2020

	Note	2020 £	2020 £	2019 £	2019 £
Fixed assets					
Intangible assets	13		3,489,513		3,079,468
Tangible assets	14		3,782,635		1,216,555
			<u>7,272,148</u>		<u>4,296,023</u>
Current assets					
Debtors: amounts falling due within one year	15	18,139,962		23,970,883	
Cash at bank and in hand		<u>4,636,237</u>		<u>5,261,693</u>	
		<u>22,776,199</u>		<u>29,232,576</u>	
Current liabilities					
Creditors: amounts falling due within one year	16	(13,730,199)		(12,439,479)	
Net current assets			<u>9,046,000</u>		<u>16,793,097</u>
Total assets less current liabilities			<u>16,318,148</u>		<u>21,089,120</u>
Creditors: amounts falling due after more than one year	17		(3,573,125)		-
			<u>12,745,023</u>		<u>21,089,120</u>
Provisions for liabilities					
Other provisions	21		(306,000)		(306,000)
Net assets			<u>12,439,023</u>		<u>20,783,120</u>
Capital and reserves					
Called up share capital	22		51,000		51,000
Profit and loss account	23		<u>12,388,023</u>		<u>20,732,120</u>
Total equity			<u>12,439,023</u>		<u>20,783,120</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 26/2/21


J Slipper
Director

The notes on pages 17 to 41 form part of these financial statements.

Phaidon International (UK) Ltd

Statement of Changes in Equity For the Year Ended 31 October 2020

	Called up share capital £	Profit and loss account £	Total equity £
At 1 November 2019	51,000	20,732,120	20,783,120
Comprehensive income for the year			
Loss for the year	-	(1,023,699)	(1,023,699)
Total comprehensive income for the year	-	(1,023,699)	(1,023,699)
Dividends: Equity capital	-	(8,736,331)	(8,736,331)
Capital contribution (note 16)	-	1,415,933	1,415,933
Total transactions with owners	-	(7,320,398)	(7,320,398)
At 31 October 2020	51,000	12,388,023	12,439,023

Statement of Changes in Equity For the Year Ended 31 October 2019

	Called up share capital £	Profit and loss account £	Total equity £
At 1 November 2018	51,000	16,307,995	16,358,995
Comprehensive income for the year			
Profit for the year	-	4,424,125	4,424,125
Total comprehensive income for the year	-	4,424,125	4,424,125
At 31 October 2019	51,000	20,732,120	20,783,120

The notes on pages 17 to 41 form part of these financial statements.

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2020

1. General information

Phaidon International (UK) Ltd is a private company limited by shares and incorporated in England and Wales under the Companies Act 2006. The address of the registered office is given in the company information page of these financial statements and the nature of the company's operations and its principal activities are set out in the directors' report.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies (see note 3).

The financial statements have been prepared on a historical cost basis except for forward currency contracts held at fair value. The presentational currency is sterling and figures are presented in round pounds.

The principal accounting policies adopted are set out below. The policies have been consistently applied to all the years presented, unless otherwise stated.

The financial statements have been prepared on a going concern basis. In order to support the going concern assumption for the continued impact of Covid 19 the Directors have assessed the long-term prospects of the Company as part of the Phaidon Group (the Group), based upon business plans and cash flow projections for the period to October 2023.

Management considers the year ended 31 October 2020 to include seven full months of trading where Covid-19 was experienced. Phaidon's management and employees have adjusted to various working from home arrangements as restrictions on movement and social distancing have been applied to our group offices from mid March 2020.

Though the effects of Covid-19 were felt globally, the Group's unique positioning utilising a professional search model to place hard to fill business critical roles in its chosen verticals held up extremely well in comparison to its competitors. This has been evidenced by the Group's Net Fee Income ("NFI") in the two month period 1 November 2020 to 31 December 2020 being 16% up when compared to the same period last year. We note the five brands and wide geographic exposure also reduces its dependence on any one specific region and or part of the global economy.

The Group is in a strong cash position with total cash available to the Group totalling \$26.4m as at 31 October 2020 and is supported by a \$12m credit facility in place with Wells Fargo until 2023, of which \$Nil was drawn as at 31 October 2020, this reflects a plus 80% increase compare to 12 months ago. The Group's remaining debt facility is with Pinebridge and in December, we repaid a further \$6m of the balance outstanding at the 31 October 2020 highlighting the strong cashflows generated throughout the year.

Management prepared a forecast for the purposes of going concern assessment. This notes no issues with passing all banking covenants. Stress testing scenarios have shown that the Group could incur a further 20% further decrease in NFI throughout 2021 and still meet its covenants. In the event there is a more significant downturn than in the scenarios tested, there are further mitigating actions which could include but are not limited to, further reductions in capital expenditure, further reductions in non-business critical expenditure, bonus reductions as well as the potential for pausing or reducing headcount growth.

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2020

2. Accounting policies (continued)

2.1 Basis of preparation of financial statements (continued)

Due to the strong cash position and the proven robustness of the business to date during Covid-19, the Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future and, consequently, continue to adopt the going concern basis of accounting in preparing the annual financial statements.

2.2 Financial reporting standard 101 - reduced disclosure exemptions

In preparing these financial statements the company has taken advantage of certain disclosure exemptions conferred by FRS 101. These financial statements do not include:

- Additional comparative information as per IAS 1 Presentation of Financial Statements paragraph 38 in respect of:
 - Paragraph 79(a)(iv) of IAS 1;
 - Paragraph 73(e) of IAS 16 Property, Plant and Equipment;
 - Paragraph 118(e) of IAS 38 Intangible Assets.
- Disclosures in relation to the following paragraphs of IAS 1:
 - Statement of Cash Flows as per paragraphs 10(d) and 111;
 - Statement of compliance with all IFRS as per paragraph 16;
 - Requirement for minimum of two primary statements including statements of cash flows as per paragraph 38A;
 - Additional comparative information as per paragraphs 38B-D; and
 - Certain disclosures regarding the company's capital management as per paragraphs 134-136.
- Presentation of the Statement of Cash Flows as per IAS 7 Statement of Cash Flows.
- The effect of future accounting standards not yet adopted as per IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors paragraphs 30 and 31.
- The disclosure of the remuneration of key management personnel as per paragraph 17 of IAS 24 Related Party Disclosures.
- Disclosure of related party transactions with two or more wholly owned members of the Group headed by Plato UK Topco Limited as per IAS 24 Related Party Disclosures.
- Certain disclosures required under IFRS 15 Revenue from Contracts with Customers.
- The maturity analysis of lease liabilities, as required by paragraph 58 of IFRS 16 Leases, has not been disclosed separately as details of indebtedness required by Companies Act has been presented separately for lease liabilities in note 27.

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2020

2. Accounting policies (continued)

2.2 Financial reporting standard 101 - reduced disclosure exemptions (continued)

In addition, and in accordance with FRS 101, further disclosure exemptions have been applied because equivalent disclosures are included in the consolidated financial statements of Plato UK Topco Limited. These financial statements do not include certain disclosures in respect of:

- Financial Instrument disclosures as required by IFRS 7 Financial Instruments: Disclosures; and
- Fair value measurements – details of the valuation techniques and inputs used for fair value measurement of assets and liabilities as per paragraphs 91 to 99 of IFRS 13 Fair Value Measurement.

2.3 New standards, interpretations and amendments effective for accounting periods beginning on or after 1 January 2019

The new accounting standard that has been adopted for the year ended 31 October 2020 and that has had a material impact on the company's accounting policies is:

IFRS 16 Leases

Details of the impact this standard has had is given in note 27.

There are no other amendments to accounting standards, or IFRIC interpretations that are effective for the year ended 31 October 2020 which have had a material impact on the company.

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2020

2. Accounting policies (continued)

2.4 Revenue

The company is in the business of providing recruitment services. IFRS 15 requires revenue to be recognised once value has been received by the customer and when the performance obligations have been satisfied. IFRS 15 prohibits the recognition of upfront fees such as retainers and these should be recognised in line with permanent placements.

Performance obligations and timing of revenue recognition

Revenue recognised from permanent placements is typically based on a percentage of the candidate's remuneration package. This income is recognised when the candidate commences employment. The revenue recognition remains appropriate as the company's performance obligation has been performed once the candidate is placed.

Revenue from temporary placements represent amounts billed for the services of temporary staff, including the cost of these staff, and is recognised when the service has been provided. The company's only performance obligation has been satisfied and revenue is recognised when the service has been provided and is billed in arrears.

Determining the transaction price

The majority of the company's revenue is derived from fixed price contracts linked to candidates' salaries. Contracts provide customers with a limited right of return. Historical experience enables the company to estimate reliably the value of services that will be returned and restrict the amount of revenue that is recognised such that it is highly probable that there will not be a reversal of previously recognised revenue. In such cases the revenue will be deferred and recorded in the statement of financial position.

Allocating amounts to performance obligations

There is a fixed price for each placement, therefore, there is no judgement involved in allocating the price to the only performance obligation.

Practical Exemptions

The company has taken advantage of the practical exemptions relating to financing components and incremental cost as both have time frames of less than one year.

2.5 Coronavirus Job Retention Grant

The Coronavirus Job Retention Grant ("Furlough Scheme") is accounted under the accruals model as permitted by FRS 101. Income received under the furlough scheme is recognised in the statement of comprehensive income as other income in the same period as the related expenditure.

2.6 Intangible assets

Intangible assets with finite economic lives are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses. Amortisation is charged from the date the asset is in use and is included within administrative expenses in the statement of comprehensive income.

The estimated useful lives range as follows:

Software and licenses	-	3 years straight line
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Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2020

2. Accounting policies (continued)

2.7 Goodwill

Goodwill represents the excess of the cost of a business combination over the company's interest in the fair value of identifiable assets, liabilities and contingent liabilities acquired.

Under the transitional arrangements of IFRS 1, the net book value of goodwill as at 31 October 2014 of £2,336,058 has been carried as deemed cost.

Goodwill is not amortised in accordance with IFRS 3 Business Combinations. This accounting policy is a departure from the Companies Act 2006 for the purpose of giving a true and fair view. Had goodwill been amortised over its useful economic life, previously considered to be 5 years, it would have been fully amortised by the year ended 31 October 2018.

Goodwill is capitalised as an intangible asset with any impairment in carrying value being charged to the statement of comprehensive income.

2.8 Impairment of non-financial assets (excluding deferred tax assets)

Non-financial assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable, or annually for goodwill. Where the carrying value of an asset exceeds its recoverable amount (i.e. the higher of value in use and fair value less costs to sell), the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the smallest group of assets to which it belongs for which there are separately identifiable cash flows - its cash generating units ('CGUs'). Goodwill is allocated on initial recognition to each of the Group's CGUs that are expected to benefit from a business combination that gives rise to the goodwill.

Impairment charges are included in the statement of comprehensive income, except to the extent they reverse gains previously recognised in other comprehensive income. An impairment loss recognised (except for goodwill) is reversed in a subsequent period if, and only if, the reasons for the impairment loss have ceased to apply. Any impairment of goodwill is not reversed.

Phaldon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2020

2. Accounting policies (continued)

2.9 Tangible fixed assets

Items of property, plant and equipment are initially recognised at cost. As well as the purchase price, cost includes directly attributable costs.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight line method.

Depreciation is provided on the following basis:

Leasehold improvements	-	7 years straight line
Office equipment	-	3 years straight line
Fixtures and fittings	-	3 years straight line

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the statement of comprehensive income.

2.10 Financial instruments

Financial assets

The company classifies its financial assets into one of the categories discussed below, depending on the purpose for which the asset was acquired. The company's accounting policy for each category is as follows:

Fair value through profit or loss

The company does not have any assets held for trading nor does it voluntarily classify any financial assets as being at fair value through profit or loss.

Amortised Cost

These assets arise principally from the provision of services to customers (eg trade debtors), but also incorporate other types of financial assets where the objective is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

Impairment provisions for current and non-current trade debtors are recognised based on the simplified approach within IFRS 9 using a provision matrix in the determination of the lifetime expected credit losses. During this process the probability of the non-payment of the trade debtors is assessed. This probability is then multiplied by the amount of the expected loss arising from default to determine the lifetime expected credit loss for the trade debtors. For trade debtors, which are reported net, such provisions are recorded in a separate provision account with the loss being recognised within cost of sales in the statement of comprehensive income. On confirmation that the trade debtor will not be collectable, the gross carrying value of the asset is written off against the associated provision.

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2020

2. Accounting policies (continued)

2.10 Financial Instruments (continued)

Amortised Cost (continued)

Impairment provisions for receivables from related parties and loans to related parties are recognised based on a forward looking expected credit loss model. The methodology used to determine the amount of the provision is based on whether there has been a significant increase in credit risk since initial recognition of the financial asset. For those where the credit risk has not increased significantly since initial recognition of the financial asset, twelve month expected credit losses along with gross interest income are recognised. For those for which credit risk has increased significantly, lifetime expected credit losses along with the gross interest income are recognised. For those that are determined to be credit impaired, lifetime expected credit losses along with interest income on a net basis are recognised.

From time to time, the company elects to renegotiate the terms of trade debtors due from customers with which it has previously had a good trading history. Such renegotiations will lead to changes in the timing of payments rather than changes to the amounts owed and, in consequence, the new expected cash flows are discounted at the original effective interest rate and any resulting difference to the carrying value is recognised in the statement of comprehensive income (operating profit).

The company's financial assets measured at amortised cost comprise trade and other debtors and cash and cash equivalents in the statement of financial position. Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less, and - for the purpose of the statement of cash flows - bank overdrafts. Bank overdrafts are shown within 'Creditors: amounts falling due within one year' on the statement of financial position.

Financial liabilities

The company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was acquired. The company does not have any liabilities held for trading nor does it voluntarily classify any financial liabilities as being at fair value through profit or loss. The company's accounting policy for each category is as follows:

- Bank borrowings are initially recognised at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the statement of financial position. Interest expense in this context includes initial transaction costs and premium payable on redemption, as well as any interest or coupon payable while the liability is outstanding.
- Trade creditors and other short-term monetary liabilities, which are initially recognised at fair value and are subsequently carried at amortised cost using the effective interest method.

2.11 Dividend payable

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when settled. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2020

2. Accounting policies (continued)

2.12 Foreign currency translation

Transactions entered into by company in a currency other than the currency of the primary economic environment in which they operate (their "functional currency") are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the reporting date. Exchange differences arising on the retranslation of unsettled monetary assets and liabilities are recognised immediately in the statement of comprehensive income.

2.13 Holiday pay accrual

A liability is recognised to the extent of any unused holiday pay entitlement which is accrued at the statement of financial position date and carried forward to future periods. This is measured at the undiscounted salary cost of the future holiday entitlement so accrued at the statement of financial position date.

2.14 Leased assets

Identifying Leases

The company accounts for a contract, or a portion of a contract, as a lease when it conveys the right to use an asset for a period of time in exchange for consideration. Leases are those contracts that satisfy the following criteria:

- (a) There is an identified asset;
- (b) The company obtains substantially all the economic benefits from use of the asset; and
- (c) The company has the right to direct use of the asset.

The company considers whether the supplier has substantive substitution rights. If the supplier does have those rights, the contract is not identified as giving rise to a lease.

In determining whether the company obtains substantially all the economic benefits from use of the asset, the company considers only the economic benefits that arise use of the asset, not those incidental to legal ownership or other potential benefits.

In determining whether the company has the right to direct use of the asset, the company considers whether it directs how and for what purpose the asset is used throughout the period of use. If there are no significant decisions to be made because they are pre-determined due to the nature of the asset, the company considers whether it was involved in the design of the asset in a way that predetermines how and for what purpose the asset will be used throughout the period of use. If the contract or portion of a contract does not satisfy these criteria, the company applies other applicable IFRSs rather than IFRS 16.

All leases are accounted for by recognising a right-of-use asset and a lease liability except for:

- Leases of low value assets; and
- Leases with a duration of 12 months or less.

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2020

2. Accounting policies (continued)

2.14 Leased assets (continued)

Lease Measurement

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless (as is typically the case) this is not readily determinable, in which case the company's incremental borrowing rate on commencement of the lease is used. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

On initial recognition, the carrying value of the lease liability also includes:

- amounts expected to be payable under any residual value guarantee;
- the exercise price of any purchase option granted in favour of the company if it is reasonable certain to assess that option;
- any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of termination option being exercised.

Right of use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

- lease payments made at or before commencement of the lease;
- initial direct costs incurred; and
- the amount of any provision recognised where the company is contractually required to dismantle, remove or restore the leased asset (typically leasehold dilapidations – see note 20).

Subsequent to initial measurement lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right-of-use assets are amortised on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if, rarely, this is judged to be shorter than the lease term.

When the company revises its estimate of the term of any lease (because, for example, it re-assesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted using a revised discount rate. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised, except the discount rate remains unchanged. In both cases an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term. If the carrying amount of the right-of-use asset is adjusted to zero, any further reduction is recognised in the statement of comprehensive income.

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2020

2. Accounting policies (continued)

2.14 Leased assets (continued)

When the company renegotiates the contractual terms of a lease with the lessor, the accounting depends on the nature of the modification:

- if the renegotiation results in one or more additional assets being leased for an amount commensurate with the standalone price for the additional rights-of-use obtained, the modification is accounted for as a separate lease in accordance with the above policy
- in all other cases where the renegotiated increases the scope of the lease (whether that is an extension to the lease term, or one or more additional assets being leased), the lease liability is remeasured using the discount rate applicable on the modification date, with the right-of-use asset being adjusted by the same amount
- if the renegotiation results in a decrease in the scope of the lease, both the carrying amount of the lease liability and right-of-use asset are reduced by the same proportion to reflect the partial of full termination of the lease with any difference recognised in the statement of comprehensive income. The lease liability is then further adjusted to ensure its carrying amount reflects the amount of the renegotiated payments over the renegotiated term, with the modified lease payments discounted at the rate applicable on the modification date. The right-of-use asset is adjusted by the same amount.
- During the year the company has received rent concessions on a number of the leased properties. As discussed in note 27, the company has elected to apply the practical expedient introduced by the amendments to IFRS 16 to all rent concessions that meet the following criteria:
 - the change in lease payments results in revised consideration for the lease that substantially the same as, or less than, the consideration for the lease immediately preceding the change;
 - any reduction in lease payments affects only payments originally due on or before 30 June 2021; and
 - there is no significant change to other terms and conditions of the lease.

For contracts that both convey a right to the company to use an identified asset and require services to be provided to the company by the lessor, the company has elected to account for the entire contract as a lease, i.e. it does allocate any amount of the contractual payments to, and account separately for, any services provided by the supplier as part of the contract.

2.15 Pensions

The company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the company pays fixed contributions into a separate entity. Once the contributions have been paid the company has no further payments obligations.

The contributions are recognised as an expense in the statement of comprehensive income when they fall due. Amounts not paid are shown in other creditors as a liability in the statement of financial position. The assets of the plan are held separately from the company in independently administered funds.

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2020

2. Accounting policies (continued)

2.16 Dilapidation provision

Provisions are made where an event has taken place that gives the company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

If a lease contract requires the lessee to remove any assets it has installed in the leased property the removal obligation arises immediately upon installation. A liability is recognised for the present value of the future cost of removal of the assets at the date they are installed. This amount is included as part of the cost of the asset and depreciated accordingly.

2.17 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the statement of comprehensive income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the statement of financial position date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2020

3. Judgements in applying accounting policies and key sources of estimation uncertainty

The preparation of financial statements in accordance with FRS 101 requires the company's Directors to exercise judgement in applying the company's accounting policies. The areas where significant judgements and estimates have been made in preparing the financial statements are summarised as follows:

- *Revenue recognition - Provision of rights to return goods if clients are dissatisfied (see note 4)*

Contracts provide customers with a limited right of return. The company uses historical data to reliably estimate the value of services that will be returned.

- *Impairment of goodwill (see note 13)*

The company is required to test, on an annual basis, whether goodwill has suffered any impairment and other assets where there has been an indication of impairment. The recoverable amount is determined based on value in use calculations. The use of this method requires the estimation of future cash flows and the selection of a discount rate in order to calculate the present value of the cash flows. Actual outcomes may vary and result in the impairment of intangibles and the amount charged to the statement of comprehensive income.

- *Useful lives of intangible assets and property, plant and equipment (see notes 13 and 14)*

Intangible assets and property, plant and equipment are amortised or depreciated over their useful lives. Useful lives are based on management's estimates of the period that the assets will generate revenue, which are periodically reviewed for continued appropriateness. Changes to estimates can result in significant variations in the carrying value and amounts charged to the consolidated statement of comprehensive income in specific periods.

- *Amounts owed by group undertakings (see note 15)*

Determine whether there are any indicators that the amounts due from group undertakings are not recoverable. Where it is assessed that balances exceed the recoverable amount, the asset is written down accordingly.

- *Dilapidation provision (see note 21)*

The company has provided for dilapidations on its London leasehold property based on £15 per square foot. The amount payable per square foot is an estimate based upon market rates for office fit out costs in London. Actual costs may vary and result in a charge to the statement of comprehensive income.

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2020

3. Judgements in applying accounting policies and key sources of estimation uncertainty (continued)

- *Incremental borrowing rate used to measure lease liabilities (see note 17)*

Where the interest rate implicit in the lease cannot be readily determined, lease liabilities are discounted at the lessee's incremental borrowing rate. This is the rate of interest that the lessee would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. This involves assumptions and estimates, which would affect the carrying value of the lease liabilities (note 17) and the corresponding right-of-use assets (note 14).

To determine the incremental borrowing rate the company uses recent third-party financing as a starting point, and adjusts this for conditions specific to the lease such as its term and security.

4. Turnover

Turnover arises from the provision of services and can be analysed by country of destination as follows:

	2020 £	2019 £
Geographical market		
United Kingdom	5,830,985	8,594,668
USA	9,154,316	12,535,101
Europe	23,337,915	23,471,656
Asia Pacific	552,103	179,686
Middle East	253,340	241,892
Rest of the world	819,452	137,700
Provision of services	39,948,110	45,160,703

5. Other operating income

	2020 £	2019 £
Coronavirus job retention grant	32,645	-

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2020

6. Operating (loss)/profit

The operating (loss)/profit is stated after charging:

	2020 £	2019 £
Staff costs (see note 7)	18,217,586	18,084,396
Depreciation of tangible fixed assets	432,402	503,651
Depreciation of right-of-use assets*	597,399	-
Amortisation of intangible assets	480,943	126,463
Auditor's remuneration	31,574	31,200
Release of intercompany balance due from parent company	2,270,462	-
Fair value adjustment on forward contracts	1,709	(474,031)
Exchange differences	1,159,477	1,005,467
Operating lease rentals	-	1,095,535
Low value lease expense	89,019	-
	<u>18,217,586</u>	<u>18,084,396</u>

* Depreciation charges on the company's right-of-use assets are recognised within administrative expenses.

Fees paid to the company's auditor, BDO LLP, for services other than the statutory audit for the company are not disclosed in Phaidon International (UK) Ltd's accounts since the consolidated accounts of Plato UK Topco Limited are required to disclose non-audit fees on a consolidated basis.

7. Employees

Staff costs, including Directors' remuneration, were as follows:

	2020 £	2019 £
Wages and salaries	16,037,736	15,728,833
Social security costs	1,854,914	2,086,202
Cost of defined contribution scheme	324,936	269,361
	<u>18,217,586</u>	<u>18,084,396</u>

The average monthly number of employees, including the Directors, during the year was as follows:

	2020 No.	2019 No.
Back office staff (including Directors)	74	32
Consultants	184	202
	<u>258</u>	<u>234</u>

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2020

8. Directors' remuneration

	2020 £	2019 £
Remuneration for qualifying services	462,300	479,139
Company contributions to defined contribution pension schemes	18,000	18,706
	<u>480,300</u>	<u>497,845</u>

During the year retirement benefits were accruing to 3 Directors (2019 - 3) in respect of defined contribution pension schemes.

The highest paid Director received remuneration of £197,900 (2019 - £204,000).

The value of the company's contributions paid to a defined contribution pension scheme in respect of the highest paid Director amounted to £7,200 (2019 - £5,518).

9. Interest receivable and similar income

	2020 £	2019 £
Interest receivable from group companies	51,713	65,809
Accretion of rent deposits over time	5,922	-
Bank interest receivable	-	11,268
	<u>57,635</u>	<u>77,077</u>

10. Interest payable and similar charges

	2020 £	2019 £
Bank interest payable	97,125	158,764
Interest on lease liabilities	315,063	-
Other interest payable	3,804	3,869
	<u>415,992</u>	<u>162,633</u>

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2020

11. Taxation

	2020 £	2019 £
Corporation tax		
Current tax on (losses)/profits for the year	206,363	954,532
Adjustments in respect of previous periods	(6,837)	(112,908)
Total current tax	199,526	841,624
Deferred tax		
Origination and reversal of timing differences	(19,187)	(49,272)
Adjustment in respect of previous periods	(87,708)	(83,834)
Total deferred tax	(106,895)	(133,106)
Taxation on (loss)/profit on ordinary activities	92,631	708,518

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2019 - lower than) the standard rate of corporation tax of 19% (2019 - 19%). The differences are explained below:

	2020 £	2019 £
(Loss)/profit on ordinary activities before tax	(931,068)	5,132,643
(Loss)/profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2019 - 19%)	(176,903)	975,202
Effects of:		
Non-deductible expenses	457,280	39,373
Non-taxable income	-	(28,880)
Adjustment in respect of prior years	(94,545)	(196,742)
Group relief	(93,201)	(88,285)
Non qualifying asset	-	7,850
Total tax charge for the year	92,631	708,518

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2020

12. Dividends

	2020 £	2019 £
Interim dividend of £1.713 per ordinary share	<u>8,736,331</u>	<u>-</u>

13. Intangible assets

	Goodwill £	Software and licenses £	Total £
Cost			
At 1 November 2019	2,336,058	987,733	3,323,791
Additions	-	890,988	890,988
At 31 October 2020	<u>2,336,058</u>	<u>1,878,721</u>	<u>4,214,779</u>
Amortisation			
At 1 November 2019	-	244,323	244,323
Charge for the year	-	480,943	480,943
At 31 October 2020	<u>-</u>	<u>725,266</u>	<u>725,266</u>
Net book value			
At 31 October 2020	<u>2,336,058</u>	<u>1,153,455</u>	<u>3,489,513</u>
At 31 October 2019	<u>2,336,058</u>	<u>743,410</u>	<u>3,079,468</u>

The goodwill is subject to annual impairment review based on a value in use calculation whereby the discounted cash flow projections of the CGU are reviewed against the relevant goodwill carrying amount. Cash flow projections are based on budgeted information.

Discount rates of 18.77% are applied and growth in the short term projected to be 3% annually with profits remaining stable.

Under the transitional arrangements of IFRS 1, the net book value of £2,336,058 as at 31 October 2014 was carried forward as deemed cost.

Included within software and licenses is the cost of a new Client Relationship Manager system. The net book value at 31 October 2020 is £933,970 (2019 - £511,083). The estimated useful life of the system is three years from the go live date of December 2019 from which point amortisation has been charged.

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2020

14. Tangible fixed assets

	Leasehold improvements £	Fixtures and fittings £	Office equipment £	Right-of-use asset £	Total £
Cost					
At 1 November 2019	618,947	473,110	835,498	-	1,927,555
Additions	-	3,525	184,654	-	188,179
Transfers on adoption of IFRS 16	(276,000)	-	-	3,645,190	3,369,190
At 31 October 2020	342,947	476,635	1,020,152	3,645,190	5,484,924
Depreciation					
At 1 November 2019	148,351	169,514	393,135	-	711,000
Charge for the year	10,608	153,871	267,923	597,399	1,029,801
Transfers on adoption of IFRS 16	(38,512)	-	-	-	(38,512)
At 31 October 2020	120,447	323,385	661,058	597,399	1,702,289
Net book value					
At 31 October 2020	222,500	153,250	359,094	3,047,791	3,782,635
At 31 October 2019	470,596	303,596	442,363	-	1,216,555

Right-of-use assets relate solely to land and buildings.

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2020

15. Debtors

	2020 £	2019 £
Trade debtors	4,468,776	6,727,628
Amounts owed by group companies - trading balances	10,848,496	15,144,463
Amounts owed by group companies - loans and borrowings	1,265,152	639,639
Other debtors	440,187	478,927
Prepayments and accrued income	943,114	912,884
Deferred taxation (see note 19)	174,237	67,342
	<u>18,139,962</u>	<u>23,970,883</u>

Other debtors include rental deposits totaling £65,162 (2019 - £112,476) which are due after more than one year.

Amounts owed by group undertakings - loans and borrowings, represents a loan due from Phaidon International (Hong Kong) Limited that is repayable on demand. The balance is accruing interest of 4.25% per annum as a result of the legal framework in Hong Kong.

All intercompany trading balances are provided interest free and are repayable on demand.

16. Creditors: amounts falling due within one year

	2020 £	2019 £
Trade creditors	2,033,262	3,101,724
Amounts owed to group undertakings	4,009,243	4,314,989
Corporation tax	226,344	-
Taxation and social security	1,767,535	614,308
Lease liabilities	711,233	-
Other creditors	586,841	461,657
Accruals and deferred income	4,241,703	3,794,472
Financial instruments - forward foreign exchange contracts	154,038	152,329
	<u>13,730,199</u>	<u>12,439,479</u>

Amounts owed to group undertakings are provided interest free and are repayable on demand.

During the period Phaidon Holdings Limited released Phaidon International (UK) Ltd from the intercompany balance owed of £1,415,933. Phaidon Holdings Limited was the immediate parent at the time the debt was released and this therefore created a capital contribution in the accounts of Phaidon International (UK) Ltd.

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2020

17. Creditors: amounts falling due after more than one year

	2020 £	2019 £
Lease liabilities	3,573,125	-

Included within creditors are the following amounts:

	Lease liabilities 2020 £	Lease liabilities 2019 £
Due within 1 year	711,233	-
Between 1-2 years	764,456	-
Between 2-5 years	2,654,043	-
Over 5 years	154,828	-
	4,284,358	-

18. Leases

In the capacity as lessee

The company leases two floors of 21 Lombard Street, London. The periodic rent is fixed over the lease term that runs to December 2025.

The total cash outflow for leases during the year was £297,453.

The aggregate undiscounted commitments for short-term and low value leases not recognised in the statement of financial position at year end is £44,611.

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2020

19. Financial instruments

At the year end the company held forward foreign currency exchange contracts that are classified as fair value through profit and loss. At 31 October 2020 the forward foreign exchange contracts were categorised as follows:

	2020 £	2019 £
Financial liabilities designated as fair value through profit and loss	<u>(154,038)</u>	<u>(152,329)</u>

Profit for the year has been arrived at after charging/(crediting):

	2020 £	2019 £
Financial liabilities designated as fair value through profit and loss	<u>1,709</u>	<u>(474,031)</u>

20. Deferred taxation

	2020 £	2019 £
At beginning of year	67,342	(65,764)
Charged to profit or loss	106,895	133,106
At end of year	<u>174,237</u>	<u>67,342</u>

The deferred tax asset is made up as follows:

	2020 £	2019 £
Temporary trading differences	76,666	79,449
Fixed assets	97,571	(12,107)
	<u>174,237</u>	<u>67,342</u>

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2020

21. Provisions

	Dilapidation provision £
At 1 November 2019	306,000
At 31 October 2020	<u>306,000</u>

The dilapidation provision represents the present value of the future cost to the company of returning the leasehold property to its original condition at the end of the lease term in 2025.

22. Share capital

	2020 £	2019 £
Allotted, called up and fully paid		
5,100,000 ordinary shares of £0.01 each	<u>51,000</u>	<u>51,000</u>

All shares rank *pari passu* for dividend rights and provide the holder with one vote.

23. Reserves

The company's capital and reserves are as follows:

Called up share capital

Called up share capital represents the nominal value of the shares issued.

Profit and loss account

The profit and loss account represents cumulative profits or losses net of dividends settled and other adjustments.

24. Charge over assets

The company entered into a debenture on 4 April 2018, containing a fixed and floating charge over its assets, to secure the loan facilities of Plato US Bidco LLC. At 31 October 2020 the amount outstanding under this facility was \$42,393,000 (£32,740,827) (2019 - \$47,230,000 (£36,510,513)).

There are debentures, registered on 14 August 2018, in favour of Wells Fargo Capital Finance (UK) Limited, as security over the invoice discounting facilities utilised by the Group. At 31 October 2020 and in the preceding year, the facility was in credit.

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2020

25. Pension commitments

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £324,936 (2019 - £269,361).

At the year end there were contributions payable to the fund of £97,503 (2019 - £112,152) included in other creditors.

26. Post balance sheet events

COVID-19 and its impact is a non-adjusting post balance sheet event for the company. The Directors have reviewed the financial statements post year end and have not identified any material impact on assets and liabilities as at 31 October 2020, as a result of COVID-19.

There have been no other significant events since the balance sheet date.

27. Immediate and ultimate parent company

Following a group reorganisation during the year, the immediate parent company as at 31 October 2020 is Plato UK Bidco Limited.

The ultimate controlling party is QS PDI by virtue of its position as general partner of the fund QS PDI S.C.A SICAR.

QS PDI and QS PDI S.C.A SICAR are incorporated in Luxembourg. The registered office address is 3 Boulevard Royal, L-2449, Luxembourg.

The largest and smallest group of undertakings for which consolidated accounts are drawn up and in which the company is included, is the Group headed by Plato UK Topco Limited. Copies of the Group financial statements are available from Companies House, Cardiff, CF14 3UZ. The registered office of Plato UK Topco Limited is 21 Lombard Street, London, EC3V 9AH.

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2020

28. Effects of changes in accounting policies

The company adopted IFRS 16 with a transition date of 1 November 2019. The company has chosen not to restate comparatives on adoption of the standard, and therefore, the revised requirements are not reflected in the prior year financial statements. Rather, these changes have been processed at the date of initial application (i.e. 1 November 2019) and recognised in the opening equity balances. Details of the impact the standard has had are given below. Other new and amended standards and Interpretations did not impact the company as they are either not relevant to the company's activities or require accounting which is consistent with the company's current accounting policies.

IFRS 16 Leases

Effective 1 January 2019, IFRS 16 has replaced IAS 17 Leases and IFRIC 4 *Determining whether an Arrangement Contains a Lease*.

IFRS 16 provides a single lessee accounting model, requiring the recognition of assets and liabilities for all leases, together with options to exclude leases where the lease term is 12 months or less, or where the underlying asset is of low value. IFRS 16 substantially carries forward the lessor accounting in IAS 17, with the distinction between operating leases and finance leases being retained. The company does not have significant leasing activities acting as a lessor.

Transition Method and Practical Expedients Utilised

The company adopted IFRS 16 using the modified retrospective approach, with recognition of transitional adjustments on the date of initial application (1 November 2019), without restatement of comparative figures. The company elected to apply the practical expedient to not reassess whether a contract is, or contains a lease at the date of initial application. Contracts entered into before the transition date that were not identified as leases under IAS 17 and IFRIC 4 were not reassessed. The definition of a lease under IFRS 16 is applied only to contracts entered into or changed on or after 1 November 2019.

IFRS 16 provides for certain optional practical expedients, including those related to the initial adoption of the standard. The company applied the following practical expedients when applying IFRS 16 to leases previously classified as operating leases under IAS 17:

- (a) Apply a single discount rate to a portfolio of leases with reasonably similar characteristics;
- (b) Exclude initial direct costs from the measurement of right-of-use assets at the date of initial application for leases where the right-of-use asset was determined as if IFRS 16 had been applied since the commencement date;
- (c) Reliance on previous assessments on whether leases are onerous as opposed to preparing an impairment review under IAS 36 as at the date of initial application; and
- (d) Applied the exemption not to recognise right-of-use assets and liabilities for leases with less than 12 months of lease term remaining as of the date of initial application.

As a lessee, the company previously classified leases as operating or finance leases based on its assessment of whether the lease transferred substantially all of the risks and rewards of ownership. Under IFRS 16, the company recognises right-of-use assets and lease liabilities for most leases. However, the company has elected not to recognise right-of-use assets and lease liabilities for some leases of low value assets based on the value of the underlying asset when new or for short-term leases with a lease term of 12 months or less.

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2020

28. Effects of changes in accounting policies (continued)

On adoption of IFRS 16, the company recognised right-of-use assets at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments. Lease liabilities were measured at the present value of the remaining lease payments, discounted using the company's incremental borrowing rate as at 1 November 2019. The company's incremental borrowing rate is the rate at which a similar borrowing could be obtained from an independent creditor under comparable terms and conditions. The weighted average rate applied was 7.28%.

The following table presents the impact of adopting IFRS 16 on the statement of financial position as at 1 November 2019:

	31 October 2019 As originally presented £	IFRS 16 £	1 November 2019 Adjustment as restated £
Assets			
Tangible fixed assets - Right-of-use asset (a)	-	3,645,190	3,645,190
Tangible fixed assets - Other (b)	1,216,555	(237,488)	979,067
Other debtors (c)	478,927	(53,237)	425,690
Liabilities			
Lease liabilities (d)	-	(4,266,747)	(4,266,747)
Accrual and deferred income (e)	(3,794,472)	912,282	(2,882,190)

(a) Tangible fixed assets – right-of use assets is the recognition of operating leases.

(b) Tangible fixed assets - other was adjusted to reclassify a capitalised dilapidations provision in respect of leases, to right-of use assets.

(c) Other debtors was adjusted to recognise security deposits at fair value on initial recognition, subsequently measured at amortised cost.

(d) Lease liabilities were created to include lease liabilities in relation to newly recognised right-of use assets.

(e) Accruals were adjusted to reverse out the rent free period accrual in relation to leasehold property now recognised under IFRS 16.

The following table reconciles the minimum lease commitments disclosed in the company's 31 October 2019 annual financial statements to the amount of lease liabilities recognised on 1 November 2019:

	£
Minimum operating lease commitment at 31 October 2019	5,773,858
Less: low value leases not recognised under IFRS 16	(84,986)
Less: dilapidations	(276,000)
Less: effect of discounting using incremental borrowing rate as at the date of initial application	(1,146,125)
Lease liability as at 1 November 2019	4,266,747