
INGENIOUS (MINDFUL EDUCATION) LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2021

INGENIOUS (MINDFUL EDUCATION) LIMITED

COMPANY INFORMATION

Directors	N Forster D Reid
Company secretary	S Cruickshank
Registered number	10711067 (England and Wales)
Registered office	15 Golden Square London W1F 9JG
Independent auditor	BDO LLP Statutory Auditor 55 Baker Street London W1U 7EU

INGENIOUS (MINDFUL EDUCATION) LIMITED

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INGENIOUS (MINDFUL EDUCATION) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2021

The directors present their report and the financial statements of Ingenious (Mindful Education) Limited ("the Company") for the year ended 30 June 2021.

Principal activity

The Company is a wholly-owned subsidiary within the Ingenious Capital Management Holdings Limited group ("the Group"). The principal activity of the company is to invest in the education sector. The principal place of business is 15 Golden Square, London, United Kingdom.

Going concern

The Company's business activities, together with the factors likely to affect its future development, performance and position have been reviewed by the directors. Refer to note 1.2 for further details.

Principal risks and uncertainties

The key business risks faced by the Company can be affected by a number of factors, some of which may result from matters beyond the Company's control, such as conditions in the domestic and global financial markets, and the wider economy. The directors have considered the impact of Brexit, the COVID19 pandemic and the current conflict between Russia and Ukraine on the business – please refer to note 1.2 Going concern for further details. The financial risk and operational management policies are determined for the Group as a whole and are discussed in the Group's Annual Reports and Financial Statements.

Results and dividends

The results for the year are set out on page 8.

The directors do not recommend the payment of a dividend for the year ended 30 June 2021.

Directors

The directors in office during the year and subsequently were as follows:

N Forster
D Reid

DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 30 JUNE 2021

Directors' responsibilities statement

The directors are responsible for preparing 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

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

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for 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 to 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.

Future developments

The Company intends to continue to undertake its principal activity of investing in the education sector.

Provision of insurance to directors

All directors were covered by directors' and officers' liability insurance throughout the year under review and this will continue to remain in force.

INGENIOUS (MINDFUL EDUCATION) LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 30 JUNE 2021**

Auditor

In the absence of a notice proposing that the appointment be terminated, the auditor, BDO LLP, will be deemed to be re-appointed in accordance with section 487(2) of the Companies Act 2006.

Disclosure of information to auditor

Each of the persons who is a director 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.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

Small companies exemption

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board and signed on its behalf by:

D Reid

Director

Date: 23 June 2022

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF INGENIOUS (MINDFUL EDUCATION) LIMITED

Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 June 2021 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Ingenious (Mindful Education) Limited ("the Company") for the year ended 30 June 2021 which comprise the Profit and Loss Account, Balance Sheet, and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

Basis for opinion

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

Independence

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

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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

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. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF INGENIOUS (MINDFUL EDUCATION) LIMITED

We have nothing to report in this regard.

Other Companies Act 2006 reporting

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

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

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the 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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies' regime and take advantage of the small companies' exemptions in preparing the Directors' Report and from the requirement to prepare a strategic report.

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.

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

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF INGENIOUS (MINDFUL EDUCATION) LIMITED

- We obtained an understanding of the legal and regulatory framework applicable to the entity. We determined that the most significant which are directly relevant to specific assertions in the financial statements are those related to the reporting framework (FRS 102) and the Companies act 2006;
- We enquired of management to identify how the entity is complying with those legal and regulatory frameworks and whether there were any known instances of non-compliance, or any actual, suspected or alleged fraud. We corroborated our enquiries through review of board minutes;
- We assessed the risk of susceptibility of the entity's financial statements to material misstatement, including how fraud might occur;
- assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and considering whether there were any significant transactions that were unusual or outside the normal course of business;
- We considered the entity's control environment that has been established to prevent, detect and deter fraud;
- In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments in the general ledger and evaluated the business rationale of any significant transactions that were unusual or outside the normal course of business;
- We communicated relevant identified laws and regulations and potential fraud risks to all engagement team members and discussed how and where these might occur and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

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

A further description of our responsibilities is available on the Financial Reporting Council's website at:

<https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

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

Peter Smith (Senior statutory auditor)

For and on behalf of BDO LLP, Statutory Auditor

London, UK

Date: 23 June 2022

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

INGENIOUS (MINDFUL EDUCATION) LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 30 JUNE 2021**

	Note	Year ended 30 June 2021 £	Year ended 30 June 2020 £
Administrative expenses		(9,810)	(8,020)
Operating loss		(9,810)	(8,020)
Interest receivable and similar income	6	300,405	276,525
Profit before tax		290,595	268,505
Tax on profit	7	-	-
Profit for the financial year		290,595	268,505

The notes on pages 9 to 16 form part of these financial statements.

INGENIOUS (MINDFUL EDUCATION) LIMITED
REGISTERED NUMBER: 10711067

BALANCE SHEET
AS AT 30 JUNE 2021

	Note	30 June 2021 £	30 June 2020 £
Fixed assets			
Fixed asset investments	8	4,400,000	4,400,000
		<u>4,400,000</u>	<u>4,400,000</u>
Current assets			
Debtors: amounts falling due within one year	9	3,143,496	2,042,977
		<u>3,143,496</u>	<u>2,042,977</u>
Current Liabilities			
Creditors: amounts falling due within one year	10	(6,843,745)	(6,033,822)
		<u>(6,843,745)</u>	<u>(6,033,822)</u>
Net current liabilities		<u>(3,700,249)</u>	<u>(3,990,845)</u>
Total assets less current liabilities		<u>699,751</u>	<u>409,155</u>
Net assets		<u><u>699,751</u></u>	<u><u>409,155</u></u>
Capital and reserves			
Called up share capital	11	1	1
Profit and loss account		699,750	409,154
		<u>699,751</u>	<u>409,155</u>

The financial statements have been prepared in accordance with the provisions applicable to companies subject to small companies' regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

D Reid
Director

Date: 23 June 2022

The notes on pages 9 to 16 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2021

1. Accounting policies

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 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 functional and presentational currency of the Company is considered to be pound sterling because that is the currency of the primary economic environment in which the Company operates.

The Company meets the definition of a small company under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its financial statements. As such, the financial statements do not include a cash flow statement.

The following principal accounting policies have been applied:

1.2 Going concern

The Company's business activities, its performance for the year, its net asset position at year end, together with the factors likely to affect its future development, have been reviewed by the directors. The directors have considered the impact of Brexit, the COVID19 pandemic and the current conflict between Russia and Ukraine on the business, especially the impact on the recoverability of its loan and equity investment into Mindful Education Limited, but deem the impact to be insignificant.

The Company's sole investment is into Mindful Education Limited. The nature of the business of Mindful Education Limited is the digital delivery of further education and apprenticeships within the UK. The directors have sought detailed input from the management of Mindful Education Limited regarding the aforementioned events, and have confirmed to the directors that there has been no discernible impact upon the business.

Income relating to part-time and full-time course provisions was largely unaffected during the year. However the recent downturn in the economy led to a significant reduction in the number of apprenticeship starts, resulting in lower than anticipated apprenticeship revenues being generated in the year. With regards to future business, the Company sold its investment in Mindful Education Limited in May 2022, please see note 13 for further detail.

Having assessed the risks facing the business as set out in the Directors' Report, the profit for the current year, the budgeted financial position and profit from the sale of its investment in the next financial year, the directors believe that the Company is well placed to manage its business successfully and have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The directors have no intention to wind up the Company following the sale of its investment in Mindful Education Limited, and are pursuing potential new investment opportunities in the education sector. Accordingly the directors continue to adopt the going concern basis in preparing the Directors' Report and Financial Statements.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2021

1. Accounting policies (continued)

1.3 Interest income

Interest income is recognised in profit or loss using the effective interest method.

1.4 Investment in associate

The Investment in associate is held at cost less impairment.

1.5 Impairment of fixed assets

Assets that are subject to depreciation or amortisation are assessed at each reporting date to determine whether there is any indication that the assets are impaired. Where there is any indication that an asset may be impaired, the carrying value of the asset (or cash-generating unit to which the asset has been allocated) is tested for impairment. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's (or CGU's) fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs). Non-financial assets that have been previously impaired are reviewed at each reporting date to assess whether there is any indication that the impairment losses recognised in prior periods may no longer exist or may have decreased.

1.6 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

1.7 Creditors

Short term creditors are measured at the transaction price.

1.8 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors and loans to related parties and investments in ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or in case of an out-right short-term loan that is not at market rate, the financial asset or liability is measured, initially at the present value of future cash flows discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost, unless it qualifies as a loan from a director in the case of a small company, or a public benefit entity concessionary loan.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Profit and Loss Account.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2021

1. Accounting policies (continued)

1.8 Financial instruments (continued)

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Derivatives are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or income as appropriate.

1.9 Accounting period

For administrative purposes, the financial year end was shortened from 30 June to 29 June 2021.

The Company has taken advantage of section 390(3)(b) of the Companies Act 2006 in preparing these financial statements to 30 June 2021 which is within seven days of the Company's 29 June 2021 accounting reference period end.

2. General information

The Company is a private company, limited by shares, incorporated and registered in England and Wales. The Company's registered office is 15 Golden Square, London, W1F 9JG.

The Company is a wholly-owned subsidiary within the Ingenious Capital Management Holdings Limited group (the "Group"). The principal activity of the Company is to invest in the education sector.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2021

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

In the application of the Company's accounting policies, which are described in note 1, the directors are required to make Judgement, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects in only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Critical accounting judgement in applying the accounting policies

The following are the critical judgement that the directors have made in the process of applying the accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

There were no other critical accounting judgement or key sources of estimations during the year, aside from that noted below.

Impairment of assets

Assets, other than those measured at fair value, are assessed for indicators of impairment at each balance sheet date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss as described below.

For financial assets carried at amortised cost, the amount of an impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

For financial assets carried at cost less impairment, the impairment loss is the difference between the asset's carrying amount and the best estimate of the amount that would be received for the asset if it were to be sold at the reporting date.

Where indicators exist for a decrease in impairment loss, and the decrease can be related objectively to an event occurring after the impairment was recognised, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired financial asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

Valuation of warrant shares

Warrant shares are valued using the Black-Scholes model, which is primarily driven by the share price of the underlying asset and the annualised volatility of that share price. The share price of the underlying asset has been determined by the most recent transaction price, i.e. share price at acquisition, which is comparable to the enterprise-value-to-revenue ("EV/R") multiple valuation of the underlying asset. The warrant shares expired during the financial year, as a result, no realised gains or losses have been recognised at the reporting date.

INGENIOUS (MINDFUL EDUCATION) LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2021

4. Auditor's remuneration

	2021 £	2020 £
Fees payable to the Company's auditor for the audit of the Company's annual financial statements	<u>7,175</u>	<u>6,683</u>

5. Employees

The Company incurred no staff costs nor paid any remuneration to its directors during the current or prior year. The Company had no employees during the current or prior year.

The emoluments of the directors were paid and borne by other Group undertakings and none of their remuneration was specifically attributable to their services to the Company.

6. Interest receivable and similar income

	2021 £	2020 £
Interest income	<u>300,405</u>	<u>276,525</u>

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2021

7. Taxation

	2021 £	2020 £
Current tax on profit for the year	-	-
Total current tax	-	-
Deferred tax		
Total deferred tax	-	-
Taxation on profit on ordinary activities	-	-

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2020: lower than) the standard rate of corporation tax in the UK of 19% (2020: 19%). The differences are explained below:

	2021 £	2020 £
Profit on ordinary activities before tax	290,595	268,505
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2020 - 19%)	55,213	51,016
Effects of:		
Group relief claimed	(55,213)	(51,016)
Total tax charge for the year	-	-

No factors affecting the future tax charge.

INGENIOUS (MINDFUL EDUCATION) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2021**

8. Investments

	Investments in associates £
Cost or valuation	
At 1 July 2020	4,400,000
At 30 June 2021	<u>4,400,000</u>

The Company held 40% ordinary shares in Mindful Education Limited as at 30 June 2021.

9. Debtors: amounts falling due within one year

	2021 £	2020 £
Loan receivable	<u>3,143,496</u>	<u>2,042,977</u>

10. Creditors: amounts falling due within one year

	2021 £	2020 £
Trade creditors	8,020	-
Amounts owed to Group undertakings	6,827,115	6,025,802
Accruals and deferred income	8,610	8,020
	<u>6,843,745</u>	<u>6,033,822</u>

Amounts owed to Group undertakings represent balances owed in respect of intra-group interest-free loans with various companies within the Group. There are no fixed terms of repayment and are repayable on demand.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2021

11. Share capital

	2021 £	2020 £
Authorised, allotted, called up and fully paid		
1 (2020 - 1) Ordinary share of £1.00	<u>1</u>	<u>1</u>

12. Related party transactions

The Company has applied the exemption granted by Section 33.1A of FRS 102 Related Party Disclosures not to disclose transactions with the parent company on the basis that it is a wholly owned subsidiary or any transactions with other related parties that have been undertaken under normal market conditions. Under this standard, disclosure is only required of material transactions with related parties that are not at arms length.

The investment in associate is controlled by a close family member of the ultimate controlling party of the Company; therefore all transactions with the associate are related party transactions. This includes the investment in associate, the loan receivable and the related interest income.

13. Events after the balance sheet date

On 26 May 2022 the Company sold its investment in Mindful Education Limited for consideration of £7,000,000. As at the date of sale, the loan facility was repaid in full for consideration of £3,700,000.

14. Controlling party

During the year ended 30 June 2021 the Company was a wholly owned subsidiary of Ingenious Education Investments Limited. Ingenious Education Investments Limited is a wholly owned subsidiary of Ingenious Capital Management Holdings Limited. The ultimate controlling party is P A McKenna.

The consolidated financial statements of Ingenious Capital Management Holdings Limited can be obtained from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.