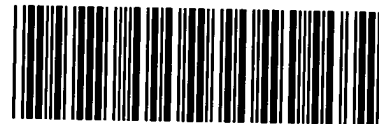


**PELICAN BIDCO LIMITED  
ANNUAL REPORT AND FINANCIAL STATEMENTS  
YEAR ENDED 31 DECEMBER 2022**

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**PELICAN BIDCO LIMITED**  
**TABLE OF CONTENTS**

**Contents**

Statutory and other information ..... 3

Strategic report for the year ending 31 December 2022 ..... 4

Directors’ report for the year ending 31 December 2022 ..... 5

Independent Auditor’s report to the members of Pelican Bidco Limited ..... 8

Statement of Comprehensive Income ..... 11

Statement of Financial Position..... 12

Statement of Changes in Equity ..... 13

Notes to the financial statements..... 14

**PELICAN BIDCO LIMITED**  
**STATUTORY INFORMATION**

## Statutory and other information

**Directors:**

Mr Sam Fenton-Whittet  
Mr Manish Singh (Resigned 6 May 2022)  
Mr Matthew O'Sullivan

**Registered Office:**

3 Cadogan Gate  
London  
England  
SW1X 0AS

**Principal Bankers:**

DNB ASA  
Postboks 1600 Sentrum  
0021 Oslo  
Norway

**Auditors:**

Grant Thornton UK LLP  
Chartered Accountants & Statutory Auditor  
No. 1 Whitehall Riverside  
Whitehall Road  
Leeds  
West Yorkshire  
LS1 4BN

**Solicitors:**

Paul Hastings (Europe) LLP  
100 Bishopsgate, London  
EC2N 4AG

## **PELICAN BIDCO LIMITED STRATEGIC REPORT**

# Strategic report for the year ending 31 December 2022

### **Strategic Review**

Pelican Bidco Limited (the "Company") was formed on 10th May 2019 and is part of the Pelican Co-Investco Group (the "Group").

The Company, a wholly owned subsidiary of Ocean Technologies Group Limited, was incorporated as a holding company with flow-through of funding from Oakley funds and other investors. Ultimately the investments are in global learning and operational technology companies, now being marketed as Ocean Technologies Group collectively. The Company specifically holds the investment in Videotel, one of the formerly distinct brands held under the Group. Videotel is an established maritime e-learning platform, with over 40 years' experience, with true global reach and specific individual profiles and strengths. Their best-in-class software, content and management solutions have each built an enviable reputation for effective crew training, and up-to-date compliance, risk and safety training on-board, using robust and market-specific technology solutions.

As the Company is a holding entity and a wholly owned subsidiary within a wider group, the directors do not consider it necessary to monitor Key Performance Indicators separately from those assessed at a Group level, as documented on page 4 of the annual report of the parent (Ocean Technologies Group Limited), which do not form part of this report. The results of the company for the year are set in subsequent pages. The loss for the year ended 31<sup>st</sup> December 2022 was \$28.8M (2021: \$17.1M).

### **Risk factors**

The Group has a comprehensive system of risk management to enable the Board to identify, evaluate and manage potential risks and uncertainties that could have a material impact on the Group's performance.

As noted above the company is a holding entity with no trading activities. The primary risks and uncertainties faced by the Company are that the payment of the inter group loan from Ocean Technologies Group Limited is required to be paid before appropriate funding is in place. Ocean Technologies Group Limited has confirmed that these loans will not be called in the foreseeable future.

### **Statement on section 172**

The directors of the Group consider, both individually and collectively, that they have acted in good faith to promote the success of the company for the longer term. 2020, 2021 and 2022 have been extraordinary years due to the COVID 19 pandemic and the Directors responded to the many challenges presented in this period to ensure the safety of the Group's people and its customers whilst maintaining focus on the strategic priorities of the Group.

The board fully appreciates that the Group can only grow and prosper through having regard for the views and needs of our customers, colleagues and the communities in which we operate, as well as our suppliers, the environment and the shareholders to whom we are accountable. The board ensures that those requirements are met and the interest of our stakeholder groups are considered through a combination of the following:

- Standing agenda points and papers presented at each board meeting
- A rolling agenda of matters to be considered by the board throughout the year, which includes strategy review that consider the Group strategy for the longer term
- Board presentations and reports which include monthly updates on operational, performance and people matters
- Regular engagement with our stakeholders including but not limited to, suppliers, customers and employees
- Consideration of the impact of the Group's operations on the community and the environment, and how this can be improved.

*Matthew O'Sullivan*

Matthew O'Sullivan  
Director  
Pelican Bidco Limited  
29 September 2023

## **PELICAN BIDCO LIMITED** **DIRECTORS REPORT**

# **Directors' report for the year ending 31 December 2022**

The Directors present their annual report and audited financial statements of the Company for the year ended 31 December 2022.

### **General Information**

The Company is a private limited company incorporated in the United Kingdom on 10<sup>th</sup> May 2019. The address of its registered office is: 3 Cadogan Gate, London England, SW1X 0AS, United Kingdom.

On 31 March 2023 the parent company changed name from Pelican Midco Limited to Ocean Technologies Group Limited. Throughout these accounts the company Ocean Technologies Group is the company formerly known as Pelican Midco Limited.

### **Principal activities**

The Company is a holding company for the Videotel group that was acquired in 2019 and offers learning and training solutions for the maritime industry and is part of the Pelican Co-Investco Group (the "Group").

### **Results and Dividends**

The results of the Company for the year are set out on page 11. The Company's loss for the year ended 31<sup>st</sup> December 2022 was \$28.8M (2021: \$17.1M). The Directors do not recommend paying a dividend in respect of the year ended 31<sup>st</sup> December 2021 (2021: nil).

### **Financial risks**

The Group's financial risks are noted above in The Strategic Report. The Group has a normal level of exposure to price, credit, liquidity and cash flow risks arising from trading activities which are conducted mainly in sterling and US dollar. There is some exposure to interest rate risk using borrowings with variable rates, but the level of risk has been assessed to be acceptable, bearing in mind the natural mitigation through back-to-back funding arrangements. As a holding company, there is no active trading, though where liquidity constraints may arise, funding is available through Group funding arrangements in place.

### **Going concern**

We regularly monitor our liquidity and perform sensitivity analysis on our key risks.

Pelican Bidco relies on funding from the Group. The Group's main source of funding at the signing date is Facility B loans of £51.9M and \$68.3M, as well as Delayed Draw Facility of \$32M and Capex Facility of \$29.5M, with Bridgepoint and Bank of Ireland. The facilities run to 5 July 2026. There are \$29.5M of undrawn facilities still available. The loans have financial covenants attached which have been met throughout the year.

Consequently, The Group continues to be well placed to operate in the ongoing economic environment and to support the growth of the Group's businesses.

The Group's activities, together with the factors likely to affect its future development, performance and position, are summarised above.

The Group has inherent operational risks linked to its markets, customers, suppliers, management of working capital, currency fluctuations and treasury risks in respect of foreign exchange, funding and liquidity and interest rates. These risks are detailed in the above section of this report and The Strategic Report.

Using the Group's forecasts and projections as the base case for an assessment period to December 2024, Management have identified and modelled the key risks to the business and assessed its ability to continue as a going concern. The modelling of the key risks assumed severe but plausible scenarios (Inflation rates of 10% above the budgeted inflation rate, an increase of 220 basis points in the lending rate and a 20% adverse movement in the key currency exchange rates). The assessment also included a reverse stress test to identify the sustained reduction in revenue necessary to breach the lending covenants.

In both the base and severe but plausible downside scenarios the forecasts indicated that there was sufficient headroom and liquidity for the business to continue as a going concern based on the facilities available. In each of these scenarios the Group was also forecast to be in compliance with the required covenants on the aforementioned borrowing facilities. Revenue growth is a key input to the assessment we have performed and in each of the scenarios modelled around this sensitivity, there remains sufficient headroom. In addition, the level of sustained reduction of revenue necessary to breach the covenants, as determined by the reverse stress test, was considered

## **PELICAN BIDCO LIMITED DIRECTORS REPORT**

by the directors to not be plausible. Consequently, the directors have concluded using the going concern basis for the preparation of the financial statements is appropriate.

### **Employees & Directors**

The Company had no employees as at the end of 31<sup>st</sup> December 2022 (2021: nil). None of the directors received remuneration from the Company during the year (2021: £Nil).

### **Independent auditors**

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

### **Post balance sheet events**

There have been no material post-balance sheet events.

### **Directors**

The Directors of the Company who served through the year and since are:

Mr Sam Fenton-Whittet

Mr Manish Singh (Resigned 6 May 2022)

Mr Matthew O'Sullivan

All directors benefited from qualifying insurance policies in place during the financial year.

### **Matters covered in the Strategic Report**

A business review and its principal risks and uncertainties can be found on page 4.

### **Directors' responsibilities statement**

The directors are responsible for preparing the Strategic Report and 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, including FRS 101 "Reduced Disclosure Framework"). 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 and profit or loss of the entity for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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.

The directors confirm that:

- so far as each director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

The directors are responsible for preparing the annual report in accordance with applicable law and regulations.

The directors consider the annual report and the financial statements, taken as a whole, provides the information necessary to assess the company's performance, business model and strategy and is fair, balanced and understandable.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

**PELICAN BIDCO LIMITED  
DIRECTORS REPORT**

To the best of our knowledge:

- the financial statements, prepared in accordance with United Kingdom Generally Accepted Accounting Practice give true and fair view of the assets, liabilities, financial position and profit or loss of the Company and the undertakings included in the consolidation taken as a whole; and
- the Strategic Report and Directors' Report include a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that they face.

On behalf of the Board of Directors

*Matthew O'Sullivan*

Matthew O'Sullivan  
Director  
Pelican Bidco Limited  
29 September 2023

**PELICAN BIDCO LIMITED  
INDEPENDENT AUDITORS REPORT  
FOR THE YEAR ENDED 31 DECEMBER 2022**

## **Independent Auditor's report to the members of Pelican Bidco Limited**

### **Opinion**

We have audited the financial statements of Pelican Bidco Limited (the 'company') for the year ended 31 December 2022, which comprise Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity, 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 101 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (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 December 2022 and 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 are responsible for concluding on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the auditor's opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the company to cease to continue as a going concern.

In our evaluation of the directors' conclusions, we considered the inherent risks associated with the company's business model including effects arising from macro-economic uncertainties including rising inflation and increasing interest rates, we assessed and challenged the reasonableness of estimates made by the directors and the related disclosures and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period.

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 other information comprises the information included in the Annual Report and Financial Statements, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are



**PELICAN BIDCO LIMITED  
INDEPENDENT AUDITORS REPORT  
FOR THE YEAR ENDED 31 DECEMBER 2022**

required to determine whether there is a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

**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 the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

**Matter on which we are required to report under the Companies Act 2006**

In the light of the knowledge and understanding of the company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

**Matters on which we are required to report by exception**

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 by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- the company 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.

**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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below:

- The company is subject to many laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements. We identified the following laws and regulations as the most likely to have a material effect if non-compliance were to occur: financial reporting legislation and tax legislation.
- We communicated relevant laws and regulations and potential fraud risks to all engagement team members, including internal specialists, and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit;
- We obtained an understanding of the legal and regulatory frameworks applicable to the company and the industry in which it operates through our general and commercial and sector experience, discussions with management, inspection of the company's records and legal correspondence. We obtained an understanding of how the company is complying with those legal and regulatory frameworks by making

**PELICAN BIDCO LIMITED  
INDEPENDENT AUDITORS REPORT  
FOR THE YEAR ENDED 31 DECEMBER 2022**

inquiries of management and of those responsible for legal and compliance procedures. We corroborated our inquiries through our review of board minutes;

- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur, by evaluating management's incentives and opportunities for manipulation of the financial statements. This included the evaluation of the risk of management override of controls. We determined that the principal risks were in relation to:
  - valuation of the investment balances on the balance sheet;
  - potential management bias in determining accounting estimates, especially in relation to the calculation of impairment of intangible assets; and
- transactions with related parties.
- These audit procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error and detecting irregularities that result from fraud is inherently more difficult than detecting those that result from error, as fraud may involve collusion, deliberate concealment, forgery or intentional misrepresentations. Also, the further removed non-compliance with laws and regulations is from events and transactions reflected in the financial statements, the less likely we would become aware of it;
- The engagement partner's assessment of the appropriateness of the collective competence and capabilities of the engagement team included consideration of the engagement team's:
  - Understanding of, and practical experience with, audit engagements of a similar nature and complexity, through appropriate training and participation; and
  - Knowledge of the industry in which the company operates.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://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.



**Mark Overfield BSc FCA**  
Senior Statutory Auditor  
for and on behalf of Grant Thornton UK LLP  
Statutory Auditor, Chartered Accountants  
Leeds  
29 September 2023

**PELICAN BIDCO LIMITED**  
**STATEMENT OF COMPREHENSIVE INCOME**  
**FOR THE YEAR ENDED 31 DECEMBER 2022**

**Statement of Comprehensive Income**

	<b>Notes</b>	<b>Year ended 31/12/2022 USD'000</b>	<b>Year ended 31/12/2021 USD'000</b>
<b>Operating profit</b>		-	-
Finance costs	3	(13,087)	(17,508)
<b>Loss before tax</b>		<b>(13,087)</b>	<b>(17,508)</b>
Income tax credit	4	-	408
<b>Loss for the period</b>		<b>(13,087)</b>	<b>(17,100)</b>

The results above are derived from continuing operations.

Primary statements should be read in conjunction with accompanying notes.

**PELICAN BIDCO LIMITED**  
**STATEMENT OF FINANCIAL POSITION**  
**AS AT 31 DECEMBER 2022**

**Statement of Financial Position**

	Notes	As at 31/12/2022 USD'000	As at 31/12/2021 USD'000
<b>Assets</b>			
<b>Non-current assets</b>			
Investments	5	89,184	89,184
Other receivables	6	69,547	69,547
<b>Total non-current assets</b>		<b>158,731</b>	<b>158,731</b>
<b>Current assets</b>			
Trade and other receivables	6	960	960
<b>Total Current assets</b>		<b>960</b>	<b>960</b>
<b>Total assets</b>		<b>159,691</b>	<b>159,691</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Borrowings	7	156,206	160,992
<b>Non-current liabilities</b>		<b>156,206</b>	<b>160,992</b>
<b>Current liabilities</b>			
Trade and other payables	8	52,476	34,603
<b>Current liabilities</b>		<b>52,476</b>	<b>34,603</b>
<b>Total liabilities</b>		<b>208,682</b>	<b>195,595</b>
<b>Net assets</b>		<b>(48,991)</b>	<b>(35,904)</b>
<b>Equity</b>			
Share capital	9	4,509	4,509
Retained earnings		(53,500)	(40,413)
At the start of the period		(40,413)	(23,313)
Gain/(Loss) for the period		(13,087)	(17,100)
<b>Total Equity</b>		<b>(48,991)</b>	<b>(35,904)</b>

The above balance sheet should be read in conjunction with the accompanying notes.

The company financial statements (company number 11988300) were authorised for issue by the board of directors on 29 September 2023 and were signed on its behalf.

*Matthew O'Sullivan*

Matthew O'Sullivan  
 Director

**PELICAN BIDCO LIMITED**  
**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2022**

**Statement of Changes in Equity**

**Attributable to owners of Pelican Bidco Limited**

	<b>Notes</b>	<b>Share capital USD'000</b>	<b>Retained earnings USD'000</b>	<b>Total USD'000</b>
<b>Balance at 1 January 2021</b>		4,509	(23,313)	<b>(18,804)</b>
Loss for the year		-	(17,100)	<b>(17,100)</b>
Other comprehensive expense		-	-	-
<b>Total comprehensive expense for the period</b>		-	(17,100)	<b>(17,100)</b>
<b>Balance at 31 December 2021</b>		4,509	(40,413)	<b>(35,904)</b>
<b>Balance at 1 January 2022</b>		4,509	(40,413)	<b>(35,904)</b>
Loss for the year		-	(13,087)	<b>(13,087)</b>
Other comprehensive expense		-	-	-
<b>Total comprehensive expense for the period</b>		-	(13,087)	<b>(13,087)</b>
		-	-	-
<b>Balance at 31 December 2022</b>		4,509	(53,500)	<b>(48,991)</b>

The primary statements should be read in conjunction with the accompanying notes.

**PELICAN BIDCO LIMITED  
NOTES TO THE FINANCIAL STATEMENTS  
AS AT 31 DECEMBER 2022**

## Notes to the financial statements

### 1. GENERAL INFORMATION

Pelican Bidco Limited is a limited company domiciled and incorporated in the United Kingdom under the Companies Act. The address of its registered office is given on page 3.

The financial statements have been prepared for the year ended 31 December 2022.

These financial statements are presented in US dollars because that is the functional currency of the primary economic environment in which the Company operates.

The immediate parent is Ocean Technologies Group Limited (incorporated in the United Kingdom) and ultimate parent company is Oakley Capital IV Master Holdco Sarl, domiciled and incorporated in the Grand Duchy of Luxembourg. The ultimate controlling party however would be Oakley Capital Investments Limited. The ultimate UK-resident holding company is Pelican Co-Investco Limited and the Consolidated accounts can be obtained at 3 Cadogan Gate, London, England, SW1X 0AS.

### 2. ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been applied consistently to all the years presented unless otherwise stated.

#### Parent company

The company is a wholly owned subsidiary of Ocean Technologies Group Limited. Ocean Technologies Group Limited prepares consolidated financial statements under UK adopted International Accounting Standards (IFRS). These accounts are available from the Company's registered office. The Company has taken advantage of the s400 Companies Act exemption on preparing group accounts, due to the Company being included in the EEA accounts of a larger group (s400 CA 2006).

#### Basis of preparation

These financial statements have been prepared in accordance with Financial Reporting Standard 101 – Reduced Disclosure Framework ("FRS 101"). Subsequent amendments to FRS 101 which are effective immediately have been applied.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of UK adopted International Accounting Standards (IFRS) but make amendments where necessary in order to comply with the Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions have been taken.

The accounting policies which follow set out those policies which apply in preparing the financial statements for the year ending 31 December 2022.

In these financial statements, the company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- a Cash Flow Statement and related notes;
- Disclosures in respect of transactions with wholly owned subsidiaries
- Disclosures in respect of capital management
- The effects of new but not yet effective UK adopted International Accounting Standards (IFRS)
- Disclosures in respect of the compensation of Key Management Personnel; and
- Financial instruments

#### Impairment of assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. 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 fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

**PELICAN BIDCO LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**AS AT 31 DECEMBER 2022**

**Cash and cash equivalents**

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

**Investments in subsidiaries and associates**

Investments made in subsidiaries (which are entities considered to be controlled by the Company) or associates (where not considered controlled but significant influence occurs) are measured at cost less impairment. Refer to Impairment of assets accounting policy for further on the assessment for impairment of assets.

**Financial instruments**

The Company classifies its financial assets as:

- financial assets measured at amortised cost,
- fair value through profit and loss, or fair value through OCI.

At initial recognition, the group measures a financial asset at its fair value or where at amortised cost, including transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in the period.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

**Loans and receivables**

Trade receivables, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment.

Interest is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial. The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating the interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the debt instrument to the net carrying amount on initial recognition.

**Impairment of financial assets**

A loss allowance is recognised on initial recognition of financial assets held at amortised cost, based on expected credit losses, and is remeasured annually with changes appearing in profit or loss. Where there has been a significant increase in credit risk of the financial instrument since initial recognition, the loss allowance is measured based on lifetime expected losses. In all other cases, the loss allowance is measured based on 12-month expected losses. For assets with a maturity of 12 months or less, including trade receivables, the 12-month expected loss allowance is equal to the lifetime expected loss allowance.

**Trade payables**

These amounts represent liabilities for goods and services provided to the group prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

**Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method.

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed in the period in which they are incurred.

**PELICAN BIDCO LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**AS AT 31 DECEMBER 2022**

Preference shares which are mandatorily redeemable on a specific date are classified as long-term liabilities and shown as such in the balance sheet. Dividends on these shares are recognised in the income statement as part of finance costs.

All borrowings are classified as current unless the group has an unconditional right to defer payment of the borrowings until at least twelve months from the balance sheet date.

**Share capital**

Ordinary shares of the company are classified as equity. Mandatorily redeemable preference shares and other classes of share where an obligation exists to transfer economic benefits are classified as liabilities.

**Going concern**

We regularly monitor our liquidity and perform sensitivity analysis on our key risks.

Pelican Bidco relies on funding from the Group. The Group's main source of funding at the signing date is Facility B loans of £51.9M and \$68.3M, as well as Delayed Draw Facility of \$32M and Capex Facility of \$29.5M, with Bridgepoint and Bank of Ireland. The facilities run to 5 July 2026. There are \$29.5M of undrawn facilities still available. The loans have financial covenants attached which have been met throughout the year.

Consequently, The Group continues to be well placed to operate in the ongoing economic environment and to support the growth of the Group's businesses.

The Group's activities, together with the factors likely to affect its future development, performance and position, are summarised above.

The Group has inherent operational risks linked to its markets, customers, suppliers, management of working capital, currency fluctuations and treasury risks in respect of foreign exchange, funding and liquidity and interest rates. These risks are detailed in the above section of this report and The Strategic Report.

Using the Group's forecasts and projections as the base case for an assessment period to December 2024, Management have identified and modelled the key risks to the business and assessed its ability to continue as a going concern. The modelling of the key risks assumed severe but plausible scenarios (Inflation rates of 10% above the budgeted inflation rate, an increase of 220 basis points in the lending rate and a 20% adverse movement in the key currency exchange rates). The assessment also included a reverse stress test to identify the sustained reduction in revenue necessary to breach the lending covenants.

In both the base and severe but plausible downside scenarios the forecasts indicated that there was sufficient headroom and liquidity for the business to continue as a going concern based on the facilities available. In each of these scenarios the Group was also forecast to be in compliance with the required covenants on the aforementioned borrowing facilities. Revenue growth is a key input to the assessment we have performed and in each of the scenarios modelled around this sensitivity, there remains sufficient headroom. In addition, the level of sustained reduction of revenue necessary to breach the covenants, as determined by the reverse stress test, was considered by the directors to not be plausible. Consequently, the directors have concluded using the going concern basis for the preparation of the financial statements is appropriate.

**Rounding of amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest thousand currency units unless otherwise stated.

**Critical accounting estimates and judgements**

The preparation of financial statements often requires the use of judgements to select specific accounting methods and policies from several acceptable alternatives. Furthermore, significant estimates and assumptions concerning the future may be required in selecting and applying those methods and policies in the financial statements. The company bases its estimates and judgements on historical experience and various other assumptions that it believes are reasonable under the circumstances. Actual results might differ from these estimates and judgements under different assumptions or conditions.

The following is the review of the more significant assumptions, estimates and judgements as well as the accounting policies and methods used in preparation of financial statements.



**PELICAN BIDCO LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**AS AT 31 DECEMBER 2022**

**a. Review of asset carrying values and impairment charges**

The Group performs impairment testing in accordance with the accounting policy described within the significant accounting policies in the notes to the accounts. The calculation of recoverable amounts requires the use of estimates and assumptions consistent with the most recent budgets and plans that have been approved by management. The Group also makes appropriate adjustments to the assets of acquired companies to reflect the fair value of the assets.

**3. FINANCE INCOME AND COSTS**

	Year ended 31/12/2022 USD'000	Year ended 31/12/2021 USD'000
<i>Finance Costs</i>		
Interest and finance charges paid/payable on financial liabilities	(2,573)	(2,147)
Preference dividends payable on redeemable preference shares	(17,873)	(16,179)
Exchange gains/(losses) on foreign currency	7,358	818
<b>Net finance costs</b>	<b>(13,087)</b>	<b>(17,508)</b>

**4. TAXATION**

	Year ended 31/12/2022 USD'000	Year ended 31/12/2021 USD'000
<b>Current tax:</b>		
UK corporation tax on loss for the period	-	408
Adjustment in respect of previous periods	-	-
Foreign tax suffered	-	-
<b>Total current tax</b>	<b>-</b>	<b>408</b>
<b>Deferred tax:</b>		
Origination and reversal of timing differences	-	-
Adjustment in respect of previous periods	-	-
Effect of changes in tax rates	-	-
Other	-	-
<b>Total deferred tax charge/(credit)</b>	<b>-</b>	<b>-</b>
<b>Income tax expense</b>	<b>-</b>	<b>408</b>

Tax for the period is lower than the standard rate of corporation tax in the UK of 19%. The differences are explained below:

	Year ended 31/12/2022 USD'000	Year ended 31/12/2021 USD'000
Loss before tax	(13,087)	(17,508)
Tax at the rate of 19%	(2,487)	(3,326)
<i>Effects of</i>		
Expenses not deductible	4,794	2,918
Deferred tax not recognised	489	-
Adj. from previous periods	-	-
<b>Income tax credit/(debit)</b>	<b>-</b>	<b>(408)</b>

**PELICAN BIDCO LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**AS AT 31 DECEMBER 2022**

**5. INVESTMENTS**

	<b>As at 31/12/2022</b>
	<b>USD'000</b>
<i>Investments held at the beginning of the year</i>	
Investment in Videotel Group	89,184
<b>At 31 December 2022</b>	<b>89,184</b>
	<b>As at 31/12/2021</b>
	<b>USD'000</b>
<i>Investments held at the beginning of the year</i>	
Investment in Videotel Group	89,184
<b>At 31 December 2021</b>	<b>89,184</b>

Below is a table of the individual investments in subsidiaries and other shareholding investments and the Company's ownership interest in their ordinary share capital. This includes listing all investments held throughout the structure underneath and including the immediate subsidiaries Super Dragon Limited and Videotel Marine Asia Limited:

<b>Name of subsidiary</b>	<b>Formerly</b>	<b>Place of incorporation</b>	<b>Registered office</b>	<b>Ownership interest held by the group</b>	<b>Non-controlling interest</b>
Videotel Marine Asia Limited		Hong Kong	123 Hoi Bun Road, Kwun Tong, Kowloon	100%	0%
Super Dragon Limited		Hong Kong	123 Hoi Bun Road, Kwun Tong, Kowloon	100%	0%
Ocean TG UK Ltd	Videotel Marine International Limited	United Kingdom	Spaces Liverpool Street Station, 35 New Broad Street, London, United Kingdom, EC2M 1NH	100%	0%
Videotel Consultants and Rentals Limited		United Kingdom	Spaces Liverpool Street Station, 35 New Broad Street, London, United Kingdom, EC2M 1NH	100%	0%
Videotel Training Services Limited		United Kingdom	Spaces Liverpool Street Station, 35 New Broad Street, London, United Kingdom, EC2M 1NH	100%	0%
Videotel Pte Limited		Singapore	100G Pasir Panjang Road, ~06-27, 28 Interlocal Centre, Singapore 118523	100%	0%

**6. TRADE AND OTHER RECEIVABLES**

	<b>As at 31/12/2022</b>		
<b>Other receivables, long term and other intercompany</b>	<b>Current USD'000</b>	<b>Non Current USD'000</b>	<b>Total USD'000</b>
Tax receivable	960	-	960
Intercompany receivables	-	69,547	69,547
	<b>960</b>	<b>69,547</b>	<b>70,507</b>
	<b>As at 31/12/2021</b>		
<b>Other receivables, long term and other intercompany</b>	<b>Current USD'000</b>	<b>Non Current USD'000</b>	<b>Total USD'000</b>
Tax receivable	960	-	960
Intercompany receivables	-	69,547	69,547
	<b>960</b>	<b>69,547</b>	<b>70,507</b>

**PELICAN BIDCO LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**AS AT 31 DECEMBER 2022**

**7. BORROWINGS**

	<b>As at 31/12/2022</b>	<b>As at 31/12/2021</b>
	<b>Non current Borrowings</b>	<b>Non current Borrowings</b>
	<b>USD'000</b>	<b>USD'000</b>
<i>Secured</i>		
Bank loans	-	-
Shareholders loan	25,664	23,092
<b>Total secured borrowings</b>	<b>25,664</b>	<b>23,092</b>
<i>Unsecured</i>		
Redeemable preference shares	130,542	137,900
Shareholders loans	-	-
<b>Total unsecured borrowings</b>	<b>130,542</b>	<b>137,900</b>
<b>Total borrowings</b>	<b>156,206</b>	<b>160,992</b>

On 21<sup>st</sup> June 2019, Pelican Bidco Limited obtained a secured shareholder loan of \$17,200K from Ocean Technologies Group Limited, its immediate parent company. An additional loan of \$837K was obtained on the same date and on the same terms. Interest is accrued at 10% per annum and capitalised every 6 months. The loan is payable on an exit event, being any of a Sale, Listing or Liquidation of the business.

The preference shares have a preferential, fixed cash cumulative dividend of 10% p.a. of the issue price. The preference shares are non-voting and are redeemable at the option of the Company. As such the preference shares and their dividends are classified as debt on the face of the Statement of Financial.

**8. TRADE AND OTHER PAYABLES**

	<b>As at 31/12/2022</b>		
	<b>Current</b>	<b>Non current</b>	<b>Total</b>
	<b>USD'000</b>	<b>USD'000</b>	<b>USD'000</b>
<b>Trade and other payables</b>			
Accruals	-	52,476	52,476
	-	52,476	52,476

	<b>As at 31/12/2021</b>		
	<b>Current</b>	<b>Non current</b>	<b>Total</b>
	<b>USD'000</b>	<b>USD'000</b>	<b>USD'000</b>
<b>Trade and other payables</b>			
Accruals	-	34,603	34,603
	-	34,603	34,603

Accruals represent the accrual of Dividends and interest on the Preference shares and shareholder loan.

Note that the auditor remuneration is borne by Ocean Technologies Group Limited and no recharge is made to the Company.

**9. EQUITY AND RESERVES**

	<b>Year ended 31/12/2022</b>	
	<b>Number of shares</b>	<b>USD'000</b>
Ordinary shares (issued and fully paid)	4,509,203	4,509
<b>Total share capital</b>	<b>4,509,203</b>	<b>4,509</b>

	<b>Year ended 31/12/2021</b>	
	<b>Number of shares</b>	<b>USD'000</b>
Ordinary shares (issued and fully paid)	4,509,203	4,509
<b>Total share capital</b>	<b>4,509,203</b>	<b>4,509</b>

**PELICAN BIDCO LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**AS AT 31 DECEMBER 2022**

**Retained Earnings & other reserves**

	<b>Year ended 31/12/2022</b>	<b>Year ended 31/12/2021</b>
	<b>USD'000</b>	<b>USD'000</b>
Balance at the beginning of the period	(40,413)	(23,313)
Net loss for the period	(28,764)	(17,100)
<b>Balance at end of the period</b>	<b>(69,177)</b>	<b>(40,413)</b>

Ordinary shares have attached to them full voting, dividend and capital distribution rights; they do not confer any rights of redemption. The preference shares have priority ranking in relation to any dividends and distributions on return of capital. There are no share options or related rights to subscribe for or acquire shares in the Company.

**10. RELATED PARTY TRANSACTIONS**

The Company has taken advantage of the exemption under paragraph 8(k) of FRS 101 not to disclose transactions with fellow group companies.

**11. CONTROLLING PARTY**

The immediate parent company is Ocean Technologies Group Limited, a company registered in the UK. The largest and smallest group into which the results of the Company for the year ended 31 December 2022 are consolidated are those of Pelican Co-Investco Limited Ocean Technologies Group Limited, respectively.

The ultimate controlling party is Oakley Capital Limited via its control of the primary Oakley-managed funds which own the majority stake within Pelican Co-Investco Limited. The consolidated accounts of Pelican Co-Investco Limited and Ocean Technologies Group Limited can both be obtained from Pelican Co-Investco Limited and the Consolidated accounts can be obtained at 3 Cadogan Gate, London, England, SW1X 0AS.