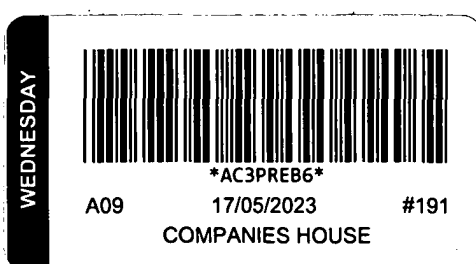


Company Registration No. 12706738 (England and Wales)

MURPHY MIDCO LIMITED
FINANCIAL STATEMENTS
INFORMATION FOR FILING WITH THE REGISTRAR
FOR THE YEAR ENDED 31 AUGUST 2022



MURPHY MIDCO LIMITED**STATEMENT OF FINANCIAL POSITION****AS AT 31 AUGUST 2022**

	Notes	2022 £	2022 £	2021 £	2021 £
Fixed assets					
Investments	4		1		1
Debtors falling due greater than one year	6		174,943,708		157,205,593
			<u>174,943,708</u>		<u>157,205,594</u>
Current assets					
Debtors: amounts falling due within one year		-		-	
Cash at bank and in hand	7	-	-	-	
		<u>-</u>	<u>-</u>	<u>-</u>	
Current liabilities					
		<u>-</u>	<u>-</u>	<u>-</u>	
Net current assets			-		-
Total assets less current liabilities			<u>174,943,708</u>		<u>157,205,594</u>
Non-current liabilities	8		(174,943,708)		(157,205,593)
Net assets			<u>1</u>		<u>1</u>
Capital and reserves					
Called up share capital	9		1		1
Profit and loss account			-		-
Shareholders' funds			<u>1</u>		<u>1</u>

The Company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime. The financial statements have been delivered in accordance with the provisions applicable to companies subject to the small companies regime.

The Company has opted not to file the statement of comprehensive income in accordance with provisions applicable to companies subject to the small companies' regime.

The notes on pages 3 to 8 form part of these financial statements.

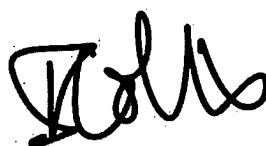
Approved by the Board and authorised for issue by

Ian Collins

Director

Date: 26 April 2023

Company Registration No. 12706738



MURPHY MIDCO LIMITED**STATEMENT OF CHANGES IN EQUITY****FOR THE YEAR ENDED 31 AUGUST 2022 (comparative period from 30 June 2020 to 31 August 2021)**

	Share capital	Retained earnings	Total equity
	£	£	£
At 30 June 2021	1	-	1
Comprehensive income for the period			
Result for the period	-	-	-
Total comprehensive income for the period	-	-	-
Contributions by and distributions to owners			
Issue of share capital	-	-	-
Total Transactions with owners	-	-	-
Balance at 31 August 2022	1	-	1

	Share capital	Retained earnings	Total equity
	£	£	£
At 30 June 2020	-	-	-
Comprehensive income for the period			
Result for the period	-	-	-
Total comprehensive income for the period	-	-	-
Contributions by and distributions to owners			
Issue of share capital	1	-	1
Total Transactions with owners	1	-	1
Balance at 31 August 2021	1	-	1

The notes on pages 3 to 8 form part of these financial statements.

MURPHY MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS

AS AT 31 AUGUST 2022 (comparative period from 30 June 2020 to 31 August 2021)

1 Accounting policies

1.1 Basis of preparation of financial statements

Murphy Midco Limited (the Company) is a private company incorporated in England and Wales and is limited by shares and the address of its registered office is 38-42 Brunswick Street West, Hove, BN3 1EL. The company was incorporated on 30 June 2020 and these are its first financial statements. The prior period of account is greater than one year because the accounting date was extended to 31 August 2021 in order to bring it in line with all other subsidiaries in the Murphy Topco group.

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the United Kingdom 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 2).

The company is itself a subsidiary company and is exempt from the requirement to prepare group accounts by virtue of section 400 of the Companies Act 2006. These financial statements therefore present information about the company as an individual undertaking and not about its group.

The individual accounts of Murphy Midco Limited have also adopted the following disclosure exemptions:

- the requirement to present a statement of cash flows and related notes
- financial instrument disclosures, including:
 - categories of financial instruments
 - items of income, expenses, gains or losses relating to financial instruments, and
 - exposure to and management of financial risk

The financial statements are presented in sterling (£).

The following principal accounting policies have been applied:

1.2 Going Concern

After reviewing the company's forecasts and considering its net current assets at the period end and based on the expected continued financial support of the ultimate parent company, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence and to meet its liabilities and obligations for the foreseeable future, being a period of at least 12 months from the date of these accounts.

The ultimate parent of the group, Murphy Topco Limited, is able and willing to continue to support the group. The directors, having considered COVID-19 as outlined in the directors' report, consider the group's financial resources to be sufficient to provide the required support and that the company is well placed to manage its business and competitive risks. In particular management do not consider that Covid-19 will materially affect income, profitability, or cash-flow. This is mainly due to the successful adaptation of our business model to on-line delivery, the adequate availability of banking facilities, and the continued honouring of payments by the Student Loans Company. Projections through to May 2023 do not indicate that any of these metrics will be materially affected by Covid-19. Management have also considered a number of downside scenarios around a significant decrease in new students. A very significant decrease could cause a breach in covenants. However, the current applications and acceptances are tracking in line with the business plan. The company therefore continues to adopt the going concern basis in preparing its financial statements.

MURPHY MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS

AS AT 31 AUGUST 2022 (comparative period from 30 June 2020 to 31 August 2021)

1.3 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Income Statement, except that a change 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 payable in respect of taxable profit for the current or past reporting periods 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.

1.4 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

1.5 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

1.6 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

1.7 Provisions for Liabilities

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.

Provisions are charged as an expense to the Statement of Comprehensive Income in the year that the Company becomes aware of the obligation, and are measured at the best estimate at the Statement of Financial Position date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties. When payments are eventually made, they are charged to the provision carried in the Statement of Financial Position.

MURPHY MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS

AS AT 31 AUGUST 2022 (comparative period from 30 June 2020 to 31 August 2021)

2 Judgements in applying accounting policies and key sources of estimation uncertainty

In preparing these financial statements, management have made a number of judgements, estimates and assumptions about the recognition and measurement of assets, liabilities, income and expenses. However, the nature of estimation means that actual outcomes could differ from those estimates. The key areas of estimation uncertainty in the preparation of these accounts are as follows:

Loans and receivables

Management assesses the recoverability of loans, trade debtors and other receivables balances and record a provision to the extent that they are not considered recoverable. Management assesses the credit risk, of each customer in a period, and reviewed in conjunction with debt ageing and collection history, and a provision recorded against those that are not deemed recoverable.

Management assesses the recoverability of intercompany debtors and record a provision to the extent that they are not considered recoverable. To assess impairment, the recoverable amount is assessed by reviewing the net asset position, operating results and future plans. Judgement is used in the assessment of the future prospects. Management did not identify any impairments during their review and continue to monitor progress.

Investments

Management assesses the recoverability of investments and record a provision to the extent that they are not considered recoverable.

To assess impairment, the recoverable amount is assessed by reviewing the net asset position, operating results and future plans. Judgement is used in the assessment of the future prospects. Management did not identify any impairments during their review and continue to monitor progress.

3 Directors and employees

All costs of directors and key staff in the year were borne by another group company. The number of directors for whom retirement benefits are accruing under defined contribution schemes amounted to £NIL.

4 Fixed asset investments

	Shares in subsidiary undertakings
Cost or valuation	£
At 30 June 2020	-
Additions	1
At 31 August 2021	1
Additions	-
At 31 August 2022	1

MURPHY MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS

AS AT 31 AUGUST 2022 (comparative period from 30 June 2020 to 31 August 2021)

5 Investments

The company holds more than 20% of the share capital of the following companies:

Company subsidiary undertakings	Country of registration or incorporation	Class	Shares held %
Murphy Bidco Limited	UK	Ordinary	100.00
BIMM Topco Limited	UK	Ordinary	100.00
BIMM Holdings Limited	UK	Ordinary	100.00
BIMM Group Limited	UK	Ordinary	100.00
BIMM Limited	UK	Ordinary	100.00
Rock Place Management Limited	UK	Ordinary	100.00
No.7 Limited	UK	Ordinary	100.00
Kings Square Management Limited	UK	Ordinary	100.00
South Coast Sounds Limited	UK	Ordinary	100.00
Tech Music Schools Limited	UK	Ordinary	100.00
BIMM Dublin Limited	Ireland	Ordinary	100.00
BRICTT Limited	UK	Ordinary	100.00
BIMM Education Limited	UK	Ordinary	100.00
Performers College Limited	England and Wales	Ordinary	100.00
Leagh-Hicks Associates Limited	England and Wales	Ordinary	100.00
Performers Management Agency Limited	England and Wales	Ordinary	100.00
The Dancehouse Property Management Limited	England and Wales	Ordinary	100.00
Northern Ballet School Limited	England and Wales	Limited by Guarantee	
The Dancehouse Theatre Company Limited	England and Wales	Limited by Guarantee	
Masters Performing Arts College Limited	England and Wales	Ordinary	100.00
Brighton Film School Holdings Limited	England and Wales	Ordinary	100.00
Brighton Film School Investments Limited	England and Wales	Ordinary	100.00
Brighton Film School Limited	England and Wales	Ordinary	100.00

On 20 November 2020 Murphy Bidco Limited, a subsidiary of the company, bought 100% of the share capital of BIMM Topco Limited and Brighton Film School Holdings Limited. Thus these companies became direct holdings and the remaining companies became indirect subsidiaries. See note 10 for further details.

Murphy Bidco Limited is a direct holding and the other subsidiaries are indirect holdings.

MURPHY MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS

AS AT 31 AUGUST 2022 (comparative period from 30 June 2020 to 31 August 2021)

5 Investments (continued)

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows:

Company subsidiary undertakings	Principal activity	Capital and reserves 2022	Profit/(loss) for the year 2022
Murphy Bidco Limited	Holding company	(31,781,103)	(19,436,029)
BIMM Topco Limited	Holding company	(44,952,981)	(5,938,314)
BIMM Holdings Limited	Dormant	19,526,910	-
BIMM Group Limited	Provision of music education	(56,260,865)	(14,037,921)
BIMM Limited	Provision of music education	50,525,189	22,834,734
Rock Place Management Limited	Dormant	34,304,069	-
No.7 Limited	Property management & publishing	2,949,446	(3,448,639)
Kings Square Management Limited	Dormant	7,518,005	-
South Coast Sounds Limited	Dormant	45,258	-
Tech Music Schools Limited	Dormant	21,641,501	-
BIMM Dublin Limited	Provision of music education	6,479,833	183,794
BRICTT Limited	Provision of performing arts education	(1,707,565)	(116,061)
BIMM Education Limited	Dormant	1	-
Performers College Limited	Dormant	1,263,005	-
Leagh-Hicks Associates Limited	Artist management	30,141	27,625
Performers Management Agency Limited	Artist management	(21,680)	(6,030)
The Dancehouse Property Management Limited	Property management	(29,139)	(88,871)
Northern Ballet School Limited	Provision of dance education	467,766	204,203
The Dancehouse Theatre Company Limited	Provision of staged events	(572,309)	(85,687)
Masters Performing Arts College Limited	Provision of performing arts education	104,883	-
Brighton Film School Holdings Limited	Holding company	(138)	(33)
Brighton Film School Investments Limited	Holding company	(3,881,716)	(713,059)
Brighton Film School Limited	Dormant	533,733	-

Murphy Bidco Limited is a direct holding and the other subsidiaries are indirect holdings. In the opinion of the directors the aggregate value of the company's investment in subsidiary undertakings is not less than the amount included in the balance sheet.

6 Debtors	2022	2021
	£	£
Amounts owed by subsidiary undertakings	17,326,268	157,205,593
Debtors falling due greater than one year being total debtors	17,326,268	157,205,593

Amounts owed by Murphy Bidco Limited are unsecured, are wholly repayable in 2030, and bear interest at 11% per annum.

7 Cash and cash equivalent	2022	2021
	£	£
Cash at bank and in hand	-	-

MURPHY MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS

AS AT 31 AUGUST 2022 (comparative period from 30 June 2020 to 31 August 2021)

8	Non-current liabilities	2022 £	2021 £
	Amounts owed to subsidiary undertakings	17,326,268	157,205,593
		<u>17,326,268</u>	<u>157,205,593</u>

Amounts owed to Murphy Debtco Limited are unsecured, are wholly repayable in 2030, and bear interest at 11% per annum.

9 Share capital

	2022 £	2021 £
Authorised, allotted and fully paid:		
Ordinary shares of £1 each	No. 1	1
	<u>1</u>	<u>1</u>

10 Parent undertaking and ultimate controlling party

Murphy Topco Limited is the ultimate parent company of the group. The ultimate parent of Murphy Topco Limited is ICG Europe Fund VII SCSp, Luxembourg. Copies of the group accounts are prepared by the ultimate parent company and can be obtained from the company secretary at 38-42 Brunswick Street West, Hove, BN3 1EL.

11 Related party transactions

The company has taken advantage of the exemption available in FRS 102 whereby it has not disclosed transactions with the ultimate parent company or any wholly owned subsidiary undertaking of the group.

12 Capital commitments

The company has no outstanding capital commitments at 31 August 2022.

13 Post balance sheet events

There were no post balance sheet events as at the date of signing of these accounts.

14 Auditor's information

The company's accounts for the year ended 31 August 2022 were subject to audit by Grant Thornton UK LLP. The Senior Statutory Auditor is Anthony Thomas. The audit report was unqualified.