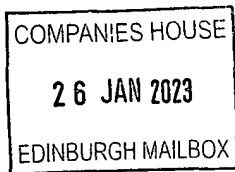


COMPANY REGISTRATION NUMBER: SC311279



Discovery Education (Nominee) Limited
Annual Report and Financial Statements
31 March 2022



Discovery Education (Nominee) Limited

Annual Report and Financial Statements

Year Ended 31 March 2022

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Discovery Education (Nominee) Limited

Officers and Professional Advisers

The Board of Directors

R J Emmott
P K Johnstone
R Christie

(Appointed 10 May 2021)
(Appointed 23 August 2021)

Company Secretary

Resolis Limited

Registered Office

Exchange Tower
11th Floor
19 Canning Street
Edinburgh
EH3 8EG

Independent Auditors

Johnston Carmichael LLP
Chartered Accountants & Statutory Auditor
7-11 Melville Street
Edinburgh
EH3 7PE

Discovery Education (Nominee) Limited

Directors' Report

Year Ended 31 March 2022

The directors present their report and the audited Annual Report and Financial Statements of Discovery Education (Nominee) Limited ("the Company") for the year ended 31 March 2022.

Principal Activities

The principal activity of the Company during the year was that of an investment holding company for a minority shareholding in Discovery Education plc.

Performance Review

The result for the financial year, after taxation, amounted to £nil (2021: £nil).

The result for the financial year will be transferred to reserves.

The directors are satisfied with the overall performance of the Company and do not foresee any significant change in the Company's activities in the coming financial year.

A review of the finance impact on the Company in responding to COVID-19 has been assessed as low. This is because the underlying investment is still able to provide necessary services as the work is deemed to be essential and the persons delivering those services deemed to be key workings, as confirmed by a guidance note released by the Infrastructure and Projects Authority on 2 April 2020. Since the COVID-19 outbreak, the customer of the underlying investment, Dundee City Council, have continued to make unitary payments in accordance with the guidance included in the Infrastructure and Projects Authority note, and the onwards payments to the Facilities Management company continues to be paid in accordance with the Project Agreement.

Going concern

Cash flow forecasts are prepared for the underlying investment looking over the expected life of the asset and so including the 12 month period from the date the financial statements are signed. In drawing up these forecasts, the directors have made assumptions based upon their view of the current and future economic conditions, including the impact of Covid-19, that will prevail over the forecast period.

After reviewing the performance of the investment, which is done on a regular basis, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

In light of this, the directors continue to adopt the going concern basis of accounting in preparing the Company's annual financial statements.

Directors

The directors who served the Company during the year and up to the date of this report were as follows:

C Richardson	(Resigned 23 August 2021)
R Christie	
R J Emmott	(Appointed 10 May 2021)
P K Johnstone	(Appointed 23 August 2021)
A Flight	(Resigned 10 May 2021)
G Colgan	(Resigned 10 May 2021)

Dividends

The directors do not recommend the payment of a dividend.

Discovery Education (Nominee) Limited

Directors' Report *(continued)*

Year Ended 31 March 2022

Qualifying Third Party Indemnity Provisions

The Company has made qualifying third party indemnity provisions for the benefit of its directors during the year. These provisions remain in force at the reporting date.

Small Company Provisions

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

Disclosure of Information to Auditor

Each of the persons who is a director at the date of approval of this report confirms that:

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

A resolution to reappoint Johnston Carmichael LLP as auditor will be proposed at the forthcoming Annual General Meeting.

This report was approved by the board of directors on 23 December 2022 and signed by order of the boardby:



Resolis Limited

Company Secretary

Discovery Education (Nominee) Limited

Directors' Responsibilities Statement

Year Ended 31 March 2022

The directors are responsible for preparing the Directors' Report and the Annual Report and Financial Statements in accordance with applicable law and regulations.

Company law requires the directors to prepare the Annual Report and Financial Statements for each financial year. Under that law the directors have prepared the Annual Report and Financial Statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising Financial Reporting Standard 102 The Financial Reporting Standard Applicable in the UK and Republic of Ireland ("FRS 102"), and applicable law).

Under company law the directors must not approve the Annual Report and Financial Statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and the profit or loss of the Company for that period.

In preparing the Annual Report and Financial Statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102 have been followed, subject to any material departures disclosed and explained in the Annual Report and Financial Statements; and
- prepare the Annual Report and 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.

Discovery Education (Nominee) Limited

Independent Auditor's Report to the Members of Discovery Education (Nominee) Limited

Opinion

We have audited the financial statements of Discovery Education (Nominee) Limited (the 'Company') for the year ended 31 March 2022, which comprises the Statement of Financial Position, Statement of Changes in Equity and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 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 March 2022, and of its result for the year then ended;
- Have been properly prepared in accordance with UK adopted international accounting standards; 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

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, 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 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.

We have nothing to report in this regard.

Discovery Education (Nominee) Limited

Independent Auditor's Report to the Members of Discovery Education (Nominee) Limited *(continued)*

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 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.

Matters on Which We are Required to Report by Exception

In the light of our 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 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; or
- The Directors were not entitled to 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 set out on page 4, 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.

Discovery Education (Nominee) Limited

Independent Auditor's Report to the Members of Discovery Education (Nominee) Limited *(continued)*

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 the audit was considered 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:

We assessed whether the engagement team collectively had the appropriate competence and capabilities to identify or recognise non-compliance with laws and regulations by considering their experience, past performance and support available.

All engagement team members were briefed on relevant identified laws and regulations and potential fraud risks at the planning stage of the audit. Engagement team members were reminded to remain 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 that are applicable to the Company and the sector in which it operates, focusing on those provisions that had a direct effect on the determination of material amounts and disclosures in the financial statements. The most relevant frameworks we identified include:

- Companies Act 2006;
- UK Accounting Standards, including FRS 102; and
- UK corporation taxes legislation.

We gained an understanding of how the Company is complying with these laws and regulations by making enquiries of management and those charged with governance. We corroborated these enquiries through our review of any relevant correspondence with regulatory bodies and board meeting minutes.

We assessed the susceptibility of the Company's financial statements to material misstatement, including how fraud might occur, by meeting with management and those charged with governance to understand where it was considered there was susceptibility to fraud. This evaluation also considered how management and those charged with governance were remunerated and whether this provided an incentive for fraudulent activity. We considered the overall control environment and how management and those charged with governance oversee the implementation and operation of controls. In areas of the financial statements where the risks were considered to be higher, we performed procedures to address each identified risk.

Discovery Education (Nominee) Limited

Independent Auditor's Report to the Members of Discovery Education (Nominee) Limited *(continued)*

In addition to the above, the following procedures were performed to provide reasonable assurance that the financial statements were free of material fraud or error:

- Reviewing minutes of meetings of those charged with governance for reference to: breaches of laws and regulation or for any indication of any potential litigation and claims; and events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud;
- Reviewing the level of and reasoning behind the Company's procurement of legal and professional services;
- Performing audit work procedures over the risk of management override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business and reviewing judgements made by management in their calculation of accounting estimates for potential management bias; and
- Agreement of the financial statement disclosures to supporting documentation.

Our audit procedures were designed to respond to the risk of material misstatements 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 intentional concealment, forgery, collusion, omission or misrepresentation. 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 would become aware of it.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <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.

Johnston Carmichael LLP

Allison Dalton (Senior Statutory Auditor)
for and on behalf of Johnston Carmichael LLP

Chartered Accountants
Statutory auditor

23 December 2022

7-11 Melville Street
Edinburgh
EH3 7PE

Discovery Education (Nominee) Limited**Statement of Financial Position****As at 31 March 2022**

	Note	2022 £	2021 £
Fixed assets			
Investments	6	2	2
Total assets less current liabilities		<u>2</u>	<u>2</u>
Capital and reserves			
Called up share capital	7	2	2
Retained earnings	8	-	-
Total shareholders' funds		<u>2</u>	<u>2</u>

These financial statements have been prepared and delivered in accordance with the provisions applicable to the small companies regime. As there were no transactions in the current or prior year, the Statement of Comprehensive income has not been delivered.

The Financial Statements were approved by the board of directors and authorised for issue on 23 December 2022, and are signed on behalf of the board by:



R Christie
Director

Company registration number: SC311279

The notes on pages 11 to 14 form part of these Financial Statements.

Discovery Education (Nominee) Limited

Statement of Changes in Equity

Year Ended 31 March 2022

	Called up share capital	Retained earnings	Total
	£	£	£
At 1 April 2020	2	–	2
Result for the financial year		–	–
At 31 March 2021	2	–	2
Result for the financial year		–	–
At 31 March 2022	<u>2</u>	<u>–</u>	<u>2</u>

The notes on pages 11 to 14 form part of these Financial Statements.

Discovery Education (Nominee) Limited

Notes to the Annual Report and Financial Statements

Year Ended 31 March 2022

1. General Information

Discovery Education (Nominee) Limited ("the Company") is a private company limited by shares and is incorporated and domiciled in Scotland. The address of its registered office is Exchange Tower, 11th Floor, 19 Canning Street, Edinburgh, EH3 8EG.

The principal activity of the Company during the year was that of an investment holding company for a minority shareholding in Discovery Education plc.

The Company's functional and presentation currency is the pound sterling. Monetary amounts in these financial statements are rounded to the nearest pound.

2. Statement of Compliance

The individual financial statements of Discovery Education (Nominee) Limited have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A have been applied, other than where additional disclosure is required to show a true and fair view.

3. Accounting Policies

(a) Basis of preparation

These financial statements are prepared on a going concern basis, under the historical cost convention.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed further in the accounting policies.

The accounting policies stated below have been consistently applied to the years presented, unless otherwise stated.

(b) Going concern

Cash flow forecasts are prepared for the underlying investment looking over the expected life of the asset and so including the 12 month period from the date the financial statements are signed. In drawing up these forecasts, the directors have made assumptions based upon their view of the current and future economic conditions, including the impact of Covid-19, that will prevail over the forecast period.

After reviewing the performance of the investment, which is done on a regular basis, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

In light of this, the directors continue to adopt the going concern basis of accounting in preparing the Company's annual financial statements.

Discovery Education (Nominee) Limited

Notes to the Annual Report and Financial Statements *(continued)*

Year Ended 31 March 2022

3. Accounting Policies *(continued)*

(c) Disclosure exemptions

The entity satisfies the criteria of being a qualifying entity as defined in FRS 102. Its financial statements are consolidated into the financial statements of Discovery Education (Holdings) Limited which can be obtained from the Company Secretary at Exchange Tower, 11th Floor, 19 Canning Street, Edinburgh, EH3 8EG. As such, advantage has been taken of the following disclosure exemptions available under paragraph 1.12 of FRS 102:

(a) No cash flow statement has been presented for the Company.

In addition to the disclosure exemptions outlined above, which are applicable to qualifying entities, the Company has also taken advantage of the exemptions available for small companies, contained within Section 1A of FRS102.

(d) Judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the amounts reported. These estimates and judgments are continually reviewed and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Accounting estimates and assumptions are made concerning the future and, by their nature, will rarely equal the related actual outcome. The key assumptions and other sources of estimation uncertainty are as follows:

i) Impairment of assets

The carrying value of those assets recorded in the Company's Statement of Financial Position, at amortised cost, could be materially reduced where circumstances exist which might indicate that an asset has been impaired and an impairment review is performed. Impairment reviews consider the fair value and/or value in use of the potentially impaired asset or assets and compares that with the carrying value of the asset or assets in the Statement of Financial Position. Any reduction in value arising from such a review would be recorded in the Statement of Comprehensive Income. Impairment reviews involve the significant use of assumptions. Consideration has to be given as to the price that could be obtained for the asset or assets, or in relation to a consideration of value in use, estimates of the future cash flows that could be generated by the potentially impaired asset or assets, together with a consideration of an appropriate discount rate to apply to those cash flows.

(e) Investments

Fixed asset investments are initially recorded at cost, and subsequently stated at cost less any accumulated impairment losses.

4. Auditor's Remuneration

The audit fee was borne by the subsidiary company Discovery Education plc. Auditor's remuneration is payable to Johnston Carmichael LLP.

Discovery Education (Nominee) Limited

Notes to the Annual Report and Financial Statements *(continued)*

Year Ended 31 March 2022

5. Particulars of Employees and Directors

The average number of persons employed by the Company during the financial year, including the directors, amounted to nil (2021: nil). The directors did not receive any remuneration from the Company during the year (2021: £nil).

6. Investments

	Shares in group undertaking s £
Cost	
At 1 April 2021 and 31 March 2022	<u>2</u>
Impairment	
At 1 April 2021 and 31 March 2022	<u>-</u>
Carrying amount	
At 31 March 2022	<u>2</u>
At 31 March 2021	<u>2</u>

The Company owns 0.00042% of the issued share capital of Discovery Education plc.

7. Called Up Share Capital

Issued, called up and fully paid

	2022		2021	
	No.	£	No.	£
Ordinary shares of £1 each	<u>2</u>	<u>2</u>	<u>2</u>	<u>2</u>

There is a single class of ordinary share. There are no restrictions on the distribution of dividends and the repayment of capital.

8. Reserves

Retained earnings - This reserve records retained earnings and accumulated losses.

9. Related Party Transactions

The Company is wholly owned by Discovery Education (Holdings) Limited and has taken advantage of the exemption in section 33 of FRS 102 'Related Party Disclosures', that allows it not to disclose transactions with wholly owned members of a group.

Discovery Education (Nominee) Limited

Notes to the Annual Report and Financial Statements *(continued)*

Year Ended 31 March 2022

10. Controlling Party

The immediate parent undertaking is Discovery Education (Holdings) Limited. At the year end Discovery Education (Holdings) Limited is owned 49.25% by Elgin Infrastructure Limited, which is a joint venture between Cobalt Project Investments Limited and Ednaston Project Investments Limited, 49.25% by Crimson Project Investments Limited and 1.5% by Dundee City Council. There is no ultimate controlling party.