

Financial Statements

Learning Pool Limited

For the Year Ended 30 April 2023

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BELFAST

Registered number: NI060102

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Learning Pool Limited

Company Information

Directors	Paul McElvaney Sam Barbee (resigned 1 May 2023) Deborah Jane Limb (resigned 1 May 2023) Mark Lynch (resigned 1 May 2023) Duncan Shores (resigned 3 August 2022) Benjamin Betts (appointed 1 May 2023) Daire McCaughley (appointed 1 May 2023)
Company secretary	Louise McElvaney
Registered number	NI060102
Registered office	Old City Factory 100 Patrick Street Londonderry BT48 7EL
Independent auditor	Grant Thornton (NI) LLP Chartered Accountants & Statutory Auditors 12 - 15 Donegall Square West Belfast BT1 6JH
Solicitors	Mayer Brown International LLP 201 Bishopsgate London EC2M 3AF Millar McCall Wylie 4 - 10 Donegall Square East Belfast Co. Antrim BT1 5HD
Bankers	Ulster Bank Da Vinci Complex Culmore Road Londonderry BT48 8JB

Contents

	Page
Strategic Report	1 - 3
Directors' Report	4 - 7
Independent Auditor's Report	8 - 12
Statement of Comprehensive Income	13
Statement of Financial Position	14
Statement of Changes in Equity	15 - 16
Notes to the Financial Statements	17 - 36

Learning Pool Limited

Strategic Report

For the Year Ended 30 April 2023

Introduction

The directors present the strategic report on Learning Pool Limited (“the Company”) for the year ended 30 April 2023.

Principal Activity and Business Review

The principal activity of the Company is the development and sale of e-learning technology platforms and related content and services. The product set facilitates employee learning and development, and is sold into the workplace segment in both domestic and global markets.

The fiscal year for the twelve month period to the end of April 2023 saw a strong performance as the Company delivered robust revenue growth both organically and through acquisitions.

The directors are satisfied with the Company’s progress during the year and are encouraged by the strong momentum within the business against the backdrop of increased uncertainty in all major markets.

During the year the Company acquired People-Analytix AG, a Swiss based provider of Skills Management Software, as part of its wider growth strategy.

Key metrics for the year ended 30 April 2023 include:

- Recognised revenue grew by 5% to £20.6m (2022: £19.6m).
- The Company has also increased its headcount significantly from 263 in 2022 to 332 in 2023.

The Company continues to make substantial investments in development across its product range, investing more than £4.6 million in the twelve months to the end of April 2023. The Group has been successful in winning new business volumes across its portfolio including some major international customers.

Financial risk management

The Company's operations expose it to a variety of financial risks that include the effects of changes in debt market prices, foreign currency risk, credit risk and liquidity risk. The Company has in place a risk management programme that seeks to limit the adverse effects on the financial performance of the Company by monitoring foreign currency fluctuations and credit exposure.

Given the size of the Company, the directors have not delegated the responsibility of monitoring financial risk management to the sub-committee of the board. The policies set by the board of directors are implemented by the Company's finance department.

Other key performance indicators

The directors do not consider any non-financial KPIs to be appropriate.

Strategic Report (continued)

For the Year Ended 30 April 2023

Financial key performance indicators

The company's KPIs are as follows:

	2023	2022
	£	£
Turnover	<u>20,557,881</u>	<u>19,621,490</u>

Directors' statement of compliance with duty to promote the success of the Company

From the perspective of the Directors, the matters for consideration under section 172 of the Companies Act 2006 ("s172") have been considered to an appropriate extent by the Company. Such consideration is included in the statements set out below, noting the Directors' duty under s172 to act in good faith to promote the success of the Company for the benefit of its shareholders but having regard amongst other matters to the following:

- the likely consequences of any decision in the long term;
- the interests of the Company's employees;
- the need to foster the Company's business relationships with customers and others;
- the impact of the Company's operations on the community and the environment;
- the desirability of the Company maintaining a reputation for high standards of business conduct; and
- the need to act fairly as between members of the Company.

For the Company, compliance is one of the cornerstone values and forms the basis for all decisions and activities. It is the key to integrity in conducting business. The Directors are committed to ensuring that all business is carried out in full accordance with the law as well as internal rules and principles.

The Board of Directors of the Company, both individually and together, confirmed that they have acted in the way they consider, in good faith, would be most likely to promote success of the Company for the benefit of its members as a whole (having regard to the stakeholders and matters set out in Section 172(1) (a-f) of the Act) in the decisions taken during the period ended 30 April 2023.

The following paragraphs summarise how the directors fulfil their duties:

- As the Board of Directors, our intention is to behave responsibly and ensure that management operate the business in a responsible manner.
- As the Board of Directors, we are committed to openly engaging with our shareholders. It is important to us that shareholders understand our strategy and objectives, so these must be clearly communicated, feedback heard and issues or questions raised properly considered.
- As our services provided grow, our risk environment also becomes more complex. It is therefore, important that we effectively identify, evaluate, manage and mitigate the risks the Company faces. For details of our principal risks and uncertainties, please see previous paragraphs of our Company strategic report.
- Our employees are vital to the services provided by the Company. We aim to be a responsible employer in our approach to the pay and benefits for our employees. For our business to succeed, we need to manage our employees' performance and develop talent while ensuring the Company operates as efficiently as possible. The health and safety of our employees is very important to us.
- In order to grow our business, we need to develop and maintain strong business relationships. We value all of our suppliers and customers.

Learning Pool Limited

Directors' Report

For the Year Ended 30 April 2023

The directors present their report and the financial statements for the year ended 30 April 2023.

Directors' responsibilities statement

The directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

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

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

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- 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 to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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 and other information included in Directors' Reports may differ from legislation in other jurisdictions.

Results and dividends

The loss for the year, after taxation, amounted to £1,596,442 (2022 - profit £969,776).

Dividends of £Nil (2022: £Nil) were paid in the year.

Directors

The directors who served during the year were:

Paul McElvaney
Sam Barbee (resigned 1 May 2023)
Deborah Jane Limb (resigned 1 May 2023)
Mark Lynch (resigned 1 May 2023)
Duncan Shores (resigned 3 August 2022)

Directors' Report (continued)

For the Year Ended 30 April 2023

Principal risks and uncertainties

In the ordinary course of business the Company is exposed to a variety of financial risks that include credit risk and liquidity risk.

Credit risk

The Company's principal financial assets are cash and cash equivalents and trade receivables. The Company has adopted a policy of only holding cash with creditworthy counterparties. Credit risk for the Company is primarily attributed to trade receivables. The amount presented in the financial statements is net of bad debt provisions. The Company has implemented policies that require appropriate credit checks on potential customers before sales are made. The Company has no significant concentration of credit risk, with exposure spread over a large number of counterparties and customers

Liquidity risk

The Company has a strong cash generative history and has sufficient funds available for ongoing operations and future developments.

Future developments

The Company plans to continue with its current activities.

Research and development activities

The ongoing development and enhancement of the Company's software product is seen as key to our current and future success. During the year ended 30 April 2023 the Company invested £4,017,395 (2022: £2,720,031) in research and development to enhance our technology and £569,189 (2022: £520,076) to develop our product offering. The Company will continue to invest significantly in these areas to ensure our customers receive excellent products and services.

Engagement with employees

During the period, the policy of providing employees with information about the Company has been continued through internal media methods in which employees have also been encouraged to present their suggestions and views on the Company performance. Regular meetings are held between local management and employees to allow a free flow of information and ideas.

Engagement with suppliers, customers and others

Our strategy prioritises growth and expansion of services. We continue to target new customers into the Company. To do this, we have developed and nurtured strong customer relationships.

We value all of our suppliers and have multi-year contracts in place with a number of our key suppliers

Disabled employees

The Company gives full consideration to applications for employment from disabled persons where the requirements of the job can be adequately fulfilled by a disabled person. Where existing employees become disabled, it is the Company's policy wherever practicable to provide continuing employment under normal terms and conditions and to provide training and career development and promotion to disabled employees wherever appropriate.

Directors' Report (continued)

For the Year Ended 30 April 2023

Greenhouse gas emissions, energy consumption and energy efficiency action

	2023 kWh	2023 kgCO2
Scope 1 - use of fuel for transport	41,605	9,796
Scope 2 - Purchase of electricity	110,741	22,932
	<u>152,346</u>	<u>32,728</u>
Intensity ratio - total GHG emissions per £m of sale		<u>1,588</u>

Methodology

To determine emissions for the year ended 30 April 2023, the Company used actual consumption data from the supplier invoices as well as miles driven from mileage claims and incorporated the 2023 UK Government GHG conversion factors for green house gas reporting.

The collected consumption data is then converted into greenhouse gas emissions associated with each activity using annually updated emission factors from the UK Government.

Energy efficiency measures

A sample of energy efficiency actions undertaken by the company during the financial year is outlined below:
- As new trading locations have been added, we have chosen energy efficient options where possible.

Matters covered in the Strategic Report

Under schedule 7.1A of "Large and Medium-Sized Companies and Groups (Accounts & Reports) Regulations 2008", the company has elected to disclose the following Directors' Report information in the Strategic Report:

- Principal activity and business review;
- Principal risks and uncertainties; and
- Financial key performance indicators.

Disclosure of information to auditor

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

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

Post balance sheet events

There have been no significant events affecting the Company since the year end.

Learning Pool Limited

Directors' Report (continued)

For the Year Ended 30 April 2023

Auditor

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

This report was approved by the board on 29/8/2023 | 12:45 BST and signed on its behalf.

Paul McElvaney

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Paul McElvaney
Director

Independent Auditor's Report to the Members of Learning Pool Limited

Opinion

We have audited the financial statements of Learning Pool Limited, which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity for the financial year ended 30 April 2023, and the related notes to the financial statements, including a summary of significant accounting policies.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion, Learning Pool Limited's financial statements:

- give a true and fair view in accordance with United Kingdom Generally Accepted Accounting Practice of the assets, liabilities and financial position of the Company as at 30 April 2023 and of its financial performance for the financial year then ended; 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 'Responsibilities of the auditor 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 United Kingdom, namely the FRC's Ethical Standard and the ethical pronouncements established by Chartered Accountants Ireland, applied as determined to be appropriate in the circumstances of the entity. 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 the date 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.

Independent Auditor's Report to the Members of Learning Pool Limited (continued)

Other information

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

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

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

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

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

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



Independent Auditor's Report to the Members of Learning Pool Limited (continued)

Responsibilities of management and those charged with governance for the financial statements

Management is responsible for the preparation of the financial statements which give a true and fair view in accordance with United Kingdom Generally Accepted Accounting Practice, including FRS102 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, management is 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 management either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Independent Auditor's Report to the Members of Learning Pool Limited (continued)

Responsibilities of the auditor for the audit of the financial statements

The objectives of an auditor 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 their opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

Explanation as to what 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. Owing to the inherent limitations of an audit, there is an unavoidable risk that material misstatement in the financial statements may not be detected, even though the audit is properly planned and performed in accordance with ISAs (UK).

The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below:

Based on our understanding of the Company and industry, we identified that the principal risks of non-compliance with laws and regulations related to compliance with Data privacy laws, Employment Laws, Environmental Regulations and Health and safety laws, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the preparation of the financial statements such as Companies Act 2006 and applicable tax laws. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries to manipulate financial performance and management bias through judgements and assumptions in significant accounting estimates, in particular in relation to significant one-off or unusual transactions. We apply professional scepticism through the audit to consider potential deliberate omission or concealment of significant transactions, or incomplete/inaccurate disclosures in the financial statement.

In response to these principal risks, our audit procedures included but were not limited to:

- inquiries of management on the policies and procedures in place regarding compliance with laws and regulations, including consideration of known or suspected instances of non-compliance and whether they have knowledge of any actual, suspected or alleged fraud;
- inspection of the Company's regulatory and legal correspondence and review of minutes of the board of directors meetings during the year to corroborate inquiries made;
- gaining an understanding of the internal controls established to mitigate risk related to fraud;
- discussion amongst the engagement team in relation to the identified laws and regulations and regarding the risk of fraud, and remaining alert to any indications of non-compliance or opportunities for fraudulent manipulation of financial statements throughout the audit;
- identifying and testing journal entries to address the risk of inappropriate journals and management override of controls;
- designing audit procedures to incorporate unpredictability around the nature, timing or extent of our testing;
- challenging assumptions and judgements made by management in their significant accounting estimates, including estimating useful lives of intangible fixed assets and estimating an allowance for the impairment of receivables,



Independent Auditor's Report to the Members of Learning Pool Limited (continued)

investments and intangible assets, and the capitalisation of internally developed software; and
- review of the financial statement disclosures to underlying supporting documentation and inquiries of management.

The primary responsibility for the prevention and detection of irregularities including fraud rests with those charged with governance and management. As with any audit, there remains a risk of non-detection or irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations or override of internal controls.

The purpose of our audit work and to whom we owe our responsibilities

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.

A handwritten signature in black ink that reads "Louise Kelly".

Louise Kelly (Senior Statutory Auditor)
for and on behalf of
Grant Thornton (NI) LLP
Chartered Accountants &
Statutory Auditors
Belfast

Date: 29 August 2023

Statement of Comprehensive Income

For the Year Ended 30 April 2023

	Note	2023 £	2022 £
Turnover	4	20,608,350	19,621,490
Gross profit		<u>20,608,350</u>	<u>19,621,490</u>
Administrative expenses		(25,091,715)	(20,734,453)
Other operating income	5	4,241,869	2,820,292
Other operating charges		(1,419,695)	(621,789)
Operating (loss)/profit	6	<u>(1,661,191)</u>	<u>1,085,540</u>
Interest payable and similar expenses	9	-	(26,115)
(Loss)/profit before tax		<u>(1,661,191)</u>	<u>1,059,425</u>
Tax on (loss)/profit	10	64,749	(89,649)
(Loss)/profit for the financial year		<u><u>(1,596,442)</u></u>	<u><u>969,776</u></u>

All amounts relate to continuing operations.

There was no other comprehensive income for 2023 (2022: £NIL).

The notes on pages 17 to 36 form part of these financial statements.

Learning Pool Limited
Registered number: NI060102

Statement of Financial Position

As at 30 April 2023

	Note	2023 £	2022 £
Fixed assets			
Intangible assets	11	12,936,685	12,244,375
Tangible assets	12	322,803	353,503
Investments	13	2,846,153	278,516
		<u>16,105,641</u>	<u>12,876,394</u>
Current assets			
Debtors	14	16,312,411	14,549,886
Cash at bank and in hand	15	3,224,086	2,386,958
		<u>19,536,497</u>	<u>16,936,844</u>
Creditors: amounts falling due within one year	16	(20,913,627)	(19,075,246)
Net current liabilities		<u>(1,377,130)</u>	<u>(2,138,402)</u>
Total assets less current liabilities		<u>14,728,511</u>	<u>10,737,992</u>
Creditors: amounts falling due after more than one year	17	(419,467)	(239,422)
Provisions for liabilities			
Deferred tax	18	(399,629)	(467,587)
		<u>(399,629)</u>	<u>(467,587)</u>
Net assets		<u>13,909,415</u>	<u>10,030,983</u>
Capital and reserves			
Called up share capital	19	53,193	67
Share premium account	20	5,852,386	592,957
Capital redemption reserve	20	50	50
Other reserves	20	162,319	-
Profit and loss account	20	7,841,467	9,437,909
Shareholders' funds		<u>13,909,415</u>	<u>10,030,983</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 29 August 2023.

Paul McElvaney
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Paul McElvaney
Director

The notes on pages 17 to 36 form part of these financial statements.

Learning Pool Limited

Statement of Changes in Equity
For the Year Ended 30 April 2023

	Called up share capital	Share premium account	Capital redemption reserve	Share based payment reserve	Profit and loss account	Total equity
	£	£	£	£	£	£
At 1 May 2022	67	592,957	50	-	9,437,909	10,030,983
Loss for the year	-	-	-	-	(1,596,442)	(1,596,442)
Shares issued during the year	53,126	5,259,429	-	-	-	5,312,555
Share based payment charge	-	-	-	162,319	-	162,319
At 30 April 2023	53,193	5,852,386	50	162,319	7,841,467	13,909,415

The notes on pages 17 to 36 form part of these financial statements.

Learning Pool Limited

Statement of Changes in Equity
For the Year Ended 30 April 2022

	Called up share capital	Share premium account	Capital redemption reserve	Other reserves	Profit and loss account	Total equity
	£	£	£	£	£	£
At 1 May 2021	67	177,941	50	(479,705)	8,947,838	8,646,191
Profit for the year	-	-	-	-	969,776	969,776
Shares issued during the year	-	415,016	-	-	-	415,016
Transfer to/from profit and loss account	-	-	-	-	(479,705)	(479,705)
Transfer between other reserves	-	-	-	479,705	-	479,705
At 30 April 2022	67	592,957	50	-	9,437,909	10,030,983

The notes on pages 17 to 36 form part of these financial statements.

Notes to the Financial Statements

For the Year Ended 30 April 2023

1. General information

Learning Pool Limited is a private company limited by shares and incorporated in Northern Ireland. The registered office is Old City Factory, 100 Patrick Street, Londonderry, BT48 7EL.

The principal activities of the Company comprise the provision of off the shelf e-learning content, hosted learning management systems and consulting services.

2. Accounting policies

2.1 Basis of preparation of financial statements

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

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies (see note 3).

2.2 Financial reporting standard 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows and paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.41(b), 11.41(c), 11.41(e), 11.41(f), 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Brook Topco Limited as at 30 April 2023 and these financial statements are publicly available on Companies House in the United Kingdom.

2.3 Consolidation

The financial statements contain information about Learning Pool Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt from preparing consolidated accounts under Section 401 of the Companies Act 2006 as it and its subsidiary undertakings are included by full consolidation in the financial statements of its parent undertaking, Brook Topco Limited. These consolidated accounts are publicly available on Companies House in the United Kingdom.

Notes to the Financial Statements

For the Year Ended 30 April 2023

2. Accounting policies (continued)

2.4 Going concern

After reviewing the Company's forecasts and projections, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

2.5 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

2.6 Research and development

In the research phase of an internal project it is not possible to demonstrate that the project will generate future economic benefits and hence all expenditure on research shall be recognised as an expense when it is incurred. Intangible assets are recognised from the development phase of a project if and only if certain specific criteria are met in order to demonstrate the asset will generate probable future economic benefits and that its cost can be reliably measured. The capitalised development costs are subsequently amortised on a straight line basis over their useful economic lives, which range from 3 to 6 years.

If it is not possible to distinguish between the research phase and the development phase of an internal project, the expenditure is treated as if it were all incurred in the research phase only.

2.7 Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

Notes to the Financial Statements

For the Year Ended 30 April 2023

2. Accounting policies (continued)

2.8 Pensions

Defined contribution pension plan

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

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of Financial Position. The assets of the plan are held separately from the Company in independently administered funds.

2.9 Share based payments

Where share options are awarded to employees, the fair value of the options at the date of grant is charged to profit or loss over the vesting period. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

The fair value of the award also takes into account non-vesting conditions. These are either factors beyond the control of either party (such as a target based on an index) or factors which are within the control of one or other of the parties (such as the Company keeping the scheme open or the employee maintaining any contributions required by the scheme).

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to profit or loss over the remaining vesting period.

Where equity instruments are granted to persons other than employees, profit or loss is charged with fair value of goods and services received.

Notes to the Financial Statements

For the Year Ended 30 April 2023

2. Accounting policies (continued)

2.10 Current and deferred taxation

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

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

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Statement of Financial Position date, except that:

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

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

2.11 Intangible assets

Goodwill

Goodwill represents the difference between amounts paid on the cost of a business combination and the acquirer's interest in the fair value of its identifiable assets and liabilities of the acquiree at the date of acquisition. Subsequent to initial recognition, goodwill is measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is amortised on a straight line basis to the Statement of Comprehensive Income over its useful economic life.

Other intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed ten years.

The estimated useful lives range as follows:

Website	-	3	years
Content development	-	3	years
Goodwill	-	10	years
Research & development	-	3	years
Customer relationship management	-	3	years
Customer relationships	-	15	years

Notes to the Financial Statements

For the Year Ended 30 April 2023

2. Accounting policies (continued)

2.11 Intangible assets (continued)

2.12 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

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

Depreciation is provided on the following basis:

Short-term leasehold property	- 20% straight line
Fixtures and fittings	- 15 - 33% straight line
Office equipment	- 33% straight line

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

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

2.13 Impairment of fixed assets and goodwill

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

2.14 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.15 Debtors

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

Notes to the Financial Statements

For the Year Ended 30 April 2023

2. Accounting policies (continued)

2.16 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.

2.17 Creditors

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

2.18 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 profit or loss 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.

2.19 Financial instruments

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

Notes to the Financial Statements

For the Year Ended 30 April 2023

2. Accounting policies (continued)

2.19 Financial instruments (continued)

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

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

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the reporting date.

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

Notes to the Financial Statements

For the Year Ended 30 April 2023

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

In applying the company's accounting policies the directors are required to make significant judgements, estimates and assumptions in determining the carrying amounts of assets and liabilities. The directors' judgements, estimates and assumptions are based on the best and most reliable evidence available at the time when the decisions are made, and are based on historical experience and other factors that are considered to be applicable. Due to the inherent subjectivity involved in making such judgements, estimates and assumptions, the actual results and outcomes may differ. The items in the financial statements where these judgments and estimates have been made include:

Estimating useful lives of intangible assets

The Company estimates the useful lives of intangible fixed assets based on the period over which the assets are expected to be available for use. The estimated useful lives are reviewed periodically and are updated if expectations differ from previous estimates due to prospective economic utilisation, technical or commercial obsolescence and legal or other limits on the use of the assets. In addition, estimation of the useful lives of intangible fixed assets are based on collective assessment of industry practice, internal technical evaluation and experience with similar assets. Actual results, however may vary due to changes in estimates brought about by changes in factors mentioned above.

Allowance for impairment of receivables

The Company estimates the allowance for doubtful trade and group debtors based on assessment of specific accounts where the Company has objective evidence comprising default in payment terms or significant financial difficulty that certain customers and/or group undertakings are unable to meet their financial obligations. In these cases, judgment used was based on the best available facts and circumstances including but not limited to, the length of relationship.

Capitalisation of internally developed software

Distinguishing the research and development phases of a new customised software project and determining whether the recognition requirements for the capitalisation of development costs are met requires judgement. After capitalisation, management monitors whether the recognition requirements continue to be met and whether there are any indicators that capitalised costs may be impaired.

Impairment of assets

The directors determine whether there are indicators of impairment of the Company's tangible and intangible assets. Factors taken into consideration in reaching such a decision include the economic viability and expected future financial performance of the asset and where it is a component of a larger cashgenerating unit, the viability and expected future performance of that unit.

4. Turnover

An analysis of turnover between the geographical markets has not been disclosed as the directors consider it to be seriously prejudicial to the interests of the company to disclose such information.

5. Other operating income

	2023	2022
	£	£
Management fees receivable	4,091,262	2,425,892
Foreign exchange gain	150,607	394,400
	<u>4,241,869</u>	<u>2,820,292</u>

Notes to the Financial Statements

For the Year Ended 30 April 2023

6. Operating (loss)/profit

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

	2023	2022
	£	£
Depreciation of tangible fixed assets	266,886	248,332
Amortisation of intangible assets	4,078,926	3,372,390
Auditors' remuneration	25,000	19,500
Auditors' remuneration - non audit services	34,937	3,500
Share based payment	162,319	-
	<u>162,319</u>	<u>-</u>

7. Directors' remuneration

	2023	2022
	£	£
Directors' emoluments	427,123	619,690
Company contributions to defined contribution pension schemes	25,226	32,627
	<u>452,349</u>	<u>652,317</u>

During the year retirement benefits were accruing to 4 directors (2022 - 4) in respect of defined contribution pension schemes.

The highest paid director received remuneration of £111,795 (2022 - £156,396).

The value of the Company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £5,549 (2022 - £14,076).

8. Employees

Staff costs, including directors remuneration, were as follows:

	2023	2022
	£	£
Wages and salaries	13,874,269	13,035,251
Social security costs	1,657,574	1,042,324
Defined contribution pension costs	809,321	512,140
	<u>16,341,164</u>	<u>14,589,715</u>

Included in the amounts above are wages and salaries of £3,063,765, social security costs of £514,355 and pension costs of £149,088 that have been capitalised.

The average number of employees, including the directors, during the year was 332 (2022: 263).

Notes to the Financial Statements

For the Year Ended 30 April 2023

9. Interest payable and similar expenses

	2023	2022
	£	£
Bank interest payable	-	26,115
	<u> </u>	<u> </u>

10. Taxation

	2023	2022
	£	£
Corporation tax		
Current tax on profits for the year	-	6,770
Adjustments in respect of previous periods	3,209	(575)
Total current tax	<u>3,209</u>	<u>6,195</u>
Deferred tax		
Origination and reversal of timing differences	(27,920)	21,482
Deferred tax in relation to intangible assets	(40,038)	65,663
Adjustment in respect of prior periods	-	(3,691)
Total deferred tax	<u>(67,958)</u>	<u>83,454</u>
Taxation on (loss)/profit on ordinary activities	<u>(64,749)</u>	<u>89,649</u>

Notes to the Financial Statements

For the Year Ended 30 April 2023

10. Taxation (continued)**Factors affecting tax charge for the year**

The tax assessed for the year is higher than (2022 - higher than) the standard rate of corporation tax in the UK of 19% (2022 - 19%). The differences are explained below:

	2023 £	2022 £
(Loss)/profit on ordinary activities before tax	<u>(1,661,191)</u>	<u>1,059,425</u>
(Loss)/profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2022 - 19%)	(315,626)	201,291
Effects of:		
Expenses not deductible for tax purposes	62,474	21,176
Fixed asset timing differences	(145,381)	561,265
Adjustments to tax charge in respect of prior periods	3,209	(575)
Adjustments to tax charge in respect of prior periods - deferred tax RDEC	-	(314,588)
R&D credits	-	59,772
Non-taxable income	-	(516,806)
Unrelieved tax losses carried forward	356,643	-
Remeasurement of deferred tax for changes in tax rates	-	112,234
Other timing differences	<u>(26,068)</u>	<u>(30,429)</u>
Total tax charge for the year	<u><u>(64,749)</u></u>	<u><u>89,649</u></u>

Factors that may affect future tax charges

The standard rate of UK Corporation Tax is to remain at 19% until 31 March 2023. The Finance Act 2021 states that this rate is to be increased from 19% to 25% from 1 April 2023 for companies generating profits of more than £250,000. The current 19% tax rate will continue to apply to 'small' companies with profits less than £50,000, with a 'taper relief rate' for those companies with profits between the new thresholds. These proposed changes have been reflected in these financial statements and deferred tax assets and liabilities have been recognised at using the tax rates applicable for the date the assets and liabilities are expected to reverse.

Learning Pool Limited

Notes to the Financial Statements

For the Year Ended 30 April 2023

11. Intangible assets

	Website £	Content development £	Customer relationship development £	Customer relationships £	Goodwill £	Research & development £	Total £
Cost							
At 1 May 2022	191,261	2,792,220	144,565	2,402,300	7,942,762	11,023,060	24,496,168
Additions	75,872	569,189	108,780	-	-	4,017,395	4,771,236
At 30 April 2023	<u>267,133</u>	<u>3,361,409</u>	<u>253,345</u>	<u>2,402,300</u>	<u>7,942,762</u>	<u>15,040,455</u>	<u>29,267,404</u>
Amortisation							
At 1 May 2022	116,421	2,618,340	93,801	800,765	1,767,760	6,854,706	12,251,793
Charge for the year	44,028	369,112	45,416	160,153	794,276	2,665,941	4,078,926
At 30 April 2023	<u>160,449</u>	<u>2,987,452</u>	<u>139,217</u>	<u>960,918</u>	<u>2,562,036</u>	<u>9,520,647</u>	<u>16,330,719</u>
Net book value							
At 30 April 2023	<u>106,684</u>	<u>373,957</u>	<u>114,128</u>	<u>1,441,382</u>	<u>5,380,726</u>	<u>5,519,808</u>	<u>12,936,685</u>
At 30 April 2022	<u>74,840</u>	<u>173,880</u>	<u>50,764</u>	<u>1,601,535</u>	<u>6,175,002</u>	<u>4,168,354</u>	<u>12,244,375</u>

Notes to the Financial Statements

For the Year Ended 30 April 2023

12. Tangible fixed assets

	Short-term leasehold property £	Fixtures and fittings £	Office equipment £	Total £
Cost or valuation				
At 1 May 2022	3,511	469,132	593,040	1,065,683
Additions	-	9,900	226,286	236,186
At 30 April 2023	<u>3,511</u>	<u>479,032</u>	<u>819,326</u>	<u>1,301,869</u>
Depreciation				
At 1 May 2022	3,394	340,543	368,243	712,180
Charge for the year	111	67,147	199,628	266,886
At 30 April 2023	<u>3,505</u>	<u>407,690</u>	<u>567,871</u>	<u>979,066</u>
Net book value				
At 30 April 2023	<u>6</u>	<u>71,342</u>	<u>251,455</u>	<u>322,803</u>
At 30 April 2022	<u>117</u>	<u>128,589</u>	<u>224,797</u>	<u>353,503</u>

13. Fixed asset investments

	Investments in subsidiary companies £
Cost or valuation	
At 1 May 2022	278,516
Additions	2,567,637
At 30 April 2023	<u>2,846,153</u>

Notes to the Financial Statements

For the Year Ended 30 April 2023

13. Fixed asset investments (continued)

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Registered office	Principal activity	Class of shares	Holdings
Mind Click Limited	12 Broadway, The Lace Market, Nottingham, NG1 1PS	Dormant	Ordinary	100%
HT2 Limited	C/O Learning Pool, 12 Broadway, Nottingham, England, NG1 1PS	Dormant	Ordinary	100%
Learning Pool Inc *	201 Osage Lane Suite 2, c/o Learning Pool, Waynesboro, VA 22980	Business and domestic software development	Ordinary	100%
Remote Learner Tech Inc*	201 Osage Lane Suite 2, c/o Learning Pool, Waynesboro, VA 22980	Holding company	Ordinary	100%
Remote-Learner.net Inc*	201 Osage Lane Suite 2, c/o Learning Pool, Waynesboro, VA 22980	Holding company	Ordinary	100%
Remote-Learner US Inc*	201 Osage Lane Suite 2, c/o Learning Pool, Waynesboro, VA 22980	Business and domestic software development	Ordinary	100%
Learning Pool Canada Inc*	56A Mill St East, Unit 247, Acton ON, L7J 1HE	Business and domestic software development	Ordinary	100%
Mediacorp Online Limited	Learning Pool, Renfrew Street, Glasgow, Scotland, G2 3BZ	Dormant	Ordinary	100%
True Office Midco LLC*	201 Osage Lane Suite 2, c/o Learning Pool, Waynesboro, VA 22980	Holding company	Ordinary	100%
True Office Learning Acquisitionco Inc*	201 Osage Lane Suite 2, c/o Learning Pool, Waynesboro, VA 22980	Holding company	Ordinary	100%
True Office Learning Inc*	201 Osage Lane Suite 2, c/o Learning Pool, Waynesboro, VA 22980	Business and domestic software development	Ordinary	100%
People-Analytix AG	Weberstrasse 7, CH – 8004 Zurich	Business and domestic software development	Ordinary	100%

* Held indirectly

Notes to the Financial Statements

For the Year Ended 30 April 2023

14. Debtors

	2023	2022
	£	£
Trade debtors	3,694,025	4,224,968
Amounts owed by group undertakings	10,651,271	8,747,450
Other debtors	104,178	44,099
Prepayments and accrued income	1,812,936	1,520,160
Tax recoverable	50,001	13,209
	<u>16,312,411</u>	<u>14,549,886</u>

An impairment loss of £31,500 (2022 : £nil) was recognised against trade debtors.

Amounts due from group undertakings are unsecured, interest free and repayable on demand.

15. Cash and cash equivalents

	2023	2022
	£	£
Cash at bank and in hand	<u>3,224,086</u>	<u>2,386,958</u>

16. Creditors: Amounts falling due within one year

	2023	2022
	£	£
Trade creditors	1,230,756	728,116
Amounts owed to group undertakings	2,443,257	4,598,395
Deferred consideration	675,000	-
Other taxation and social security	4,328,012	2,196,922
Other creditors	225,215	124,571
Accruals and deferred income	12,011,387	11,427,242
	<u>20,913,627</u>	<u>19,075,246</u>

Amounts due to group undertakings are unsecured, interest free and repayable on demand.

Notes to the Financial Statements

For the Year Ended 30 April 2023

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

	2023 £	2022 £
Accruals and deferred income	419,467	239,422
	<u>419,467</u>	<u>239,422</u>

18. Deferred taxation

	2023 £	2022 £
At beginning of year	(467,587)	(384,133)
Charged to profit or loss	67,958	(83,454)
At end of year	<u>(399,629)</u>	<u>(467,587)</u>

The provision for deferred taxation is made up as follows:

	2023 £	2022 £
Fixed asset timing differences	(66,201)	(67,997)
Short term timing differences	26,918	794
Arising on intangible assets on business combination	(360,346)	(400,384)
	<u>(399,629)</u>	<u>(467,587)</u>

Notes to the Financial Statements

For the Year Ended 30 April 2023

19. Share capital

	2023	2022
	£	£
Allotted, called up and fully paid		
5,318,866 (2022 - 6,311) Ordinary A shares of £0.01 each	53,189	63
425 (2022 - 425) Ordinary C shares of £0.01 each	4	4
	<u>53,193</u>	<u>67</u>

During the year 5,312,555 ordinary A shares were issued for consideration of £1 per share.

20. Reserves

Share premium account

Includes any premiums received on issue of share capital.

Capital redemption reserve

Includes share capital purchased by the company.

Other reserves

Includes undistributable reserves resulting from business combinations.

Profit and loss account

Includes all current and prior period retained profits and losses.

Notes to the Financial Statements

For the Year Ended 30 April 2023

21. Share based payments

The Group operates a share scheme whereby employees of the Learning Pool Limited have been granted C ordinary and D ordinary shares in Brook Topco Limited. These shares are held in the Learning Pool Employee Benefit Trust for these employees and these share awards are accounted for as share based payments.

The Group is unable to directly measure the fair value of employee services received. Instead the fair value of the shares granted during the year is determined using the Black-Scholes model. The model is internationally recognised as being appropriate to value employee share schemes.

A reconciliation of share option movements over the year to 30 April 2023 is shown below

	Weighted average exercise price (pence) 2023	Number 2023
Granted during the year	0.99943	162,412
Outstanding at the end of the year	0.99943	162,412
	2023	2022
Weighted average share price (£)	1	
Exercise price (£)	0.001	
Weighted average contractual life (years)	5	
Expected volatility	52.11%	
Expected dividend growth rate	Nil	
Risk-free interest rate	11.13%	

The total charge for the year was £162,319 (2022: £Nil).

22. Pension commitments

The group operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £575,441 (2022: £512,140). Contributions totalling £100,671 (2022: £3,177) were payable to the fund at the balance sheet date and are included in creditors.

Notes to the Financial Statements

For the Year Ended 30 April 2023

23. Commitments under operating leases

At 30 April 2023 the Company had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	2023	2022
	£	£
Not later than 1 year	231,201	164,384
Later than 1 year and not later than 5 years	804,872	488,750
Later than 5 years	347,268	290,417
	<u>1,383,341</u>	<u>943,551</u>

24. Related party transactions

The company has taken advantage of the exemption given in FRS 102 section 33. This exemption permits non-disclosure of related party transactions of a wholly owned subsidiary company within the group.

Key management personnel are considered to be the directors. Total remuneration in respect of these individuals is disclosed at note 8.

Glas Trust Corporation Limited hold security over the following in relation to loans drawdown by a wholly owned group company, Brook Bidco I Limited:

- A fixed charge over all of the rights, title and interest in the intellectual property of Learning Pool Limited;
- A fixed charge over all of the rights, title and interest in the equipment of Learning Pool Limited;
- A fixed charge over all of the investments, shares and corresponding related rights of Learning Pool Limited;
- A fixed charge over all trade receivables of Learning Pool Limited and all rights and claims against third parties and against any security in respect of those trade receivables;
- A fixed charge over all other debts of Learning Pool Limited;
- A fixed charge over all monies to the credit of the bank accounts and all of its rights, title and interest in relation to those accounts of Learning Pool Limited;
- A fixed charge over the goodwill and uncalled capital of Learning Pool Limited;
- A floating charge over all the present and future assets, undertakings and rights of Learning Pool Limited.

25. Comparative information

Comparative information has been reclassified where necessary to conform to the current financial year presentation.

26. Post balance sheet events

There have been no significant events affecting the Company since the year end.

Notes to the Financial Statements

For the Year Ended 30 April 2023

27. Immediate parent undertaking and ultimate controlling part

Ginnlear Acquisition Limited, is the Company's immediate parent undertaking, which is incorporated in the United Kingdom. Ginnlear Acquisition Limited is 100% indirectly owed by Brook Topco Limited, a private company incorporated in England. Marlin-Stark Aggregator, L.P. is the majority shareholder in Brook Topco Limited. Marlin-Stark Aggregator is controlled by its general partner, Marlin Ultimate GP (Cayman), LLC.

The smallest company in which the results of the company are consolidated is Brook Top Limited and the largest is Marlin Ultimate GP (Cayman) LLC. Copies of these consolidated financial statements can be obtained from:

Brook Topco Limited – publicly available on Companies House in the United Kingdom

Marlin Ultimate GP (Cayman), LLC – C/O Marlin Equity Partners, 4th Floor, 1 Newman Street, London, United Kingdom, W1T 1PB