

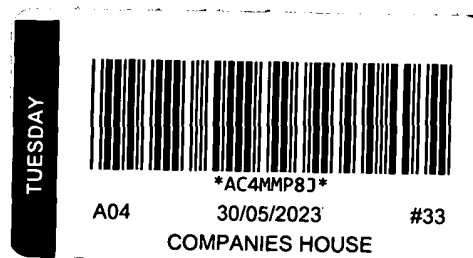
Witherslack Group Limited

Report and Financial Statements

Year ended

31 August 2022

Company Number 03579104



Witherslack Group Limited

Report and financial statements for the year ended 31 August 2022

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Directors

J Carter
R J Wilkins
S Bacon
T Fletcher-Ray

Secretary and registered office

S Bacon, Lupton Tower, Lupton, Carnforth, Lancashire, LA6 2PR

Company number

03579104

Independent Auditors

Ernst & Young LLP, 1 Bridgewater Place, Water Lane, Leeds LS11 5QR

Witherslack Group Limited

Strategic report for the year ended 31 August 2022

The directors have pleasure in presenting their strategic report and the financial statements of the Company for the year ended 31 August 2022.

This report has been prepared by the directors in accordance with the requirements of Section 414 of the Companies Act 2006. The company's independent auditor is required by law to report on whether the information given in the Strategic Report is consistent with the financial statements. The auditor's report is set out on pages 12 to 15.

Principal activities

The principal activity of the Company during the year was the provision of education and residential care for children with special needs. The Company is included in the consolidated financial statements of Witherslack Topco Limited (the 'Group').

The Company provides education and care for children with special needs, their families and local authorities across the UK through a network of thirty four schools and thirty five children's homes. The Company leads with its education offer, and provides residential accommodation to school pupils where necessary. All children and young people in the Company's homes attend the Company's schools. The Company aspires to being an exemplar of best practice for the education and care of children and young people with special needs, locally, regionally and nationally. It has a clear view of its purpose and practice and this is articulated in the theoretical and philosophical aspects of its work. Outcomes for children and young people are closely monitored across a variety of internal metrics.

Business review

Development and performance of the business:

The key financial and non-financial performance indicators during the year were as follows:

	2022	2021
Turnover	134,754,590	113,169,644
Profit after tax	27,815,547	20,671,142
Number of schools in operation	34	25
Number of children's homes in operation	35	32

Turnover and Profit after tax has increased reflecting the increased capacity of the Company. This increased capacity has arisen from a mixture of development of existing sites and the opening of new sites. The increase in profit is as a result of the number of development sites moving towards maturity.

The Company continues to expand successfully with a new School opening in Essex (Luxborough) and a Learning Centre opening in the North East (Wrenfield). New school and home openings have been well received and supported by Local Authorities with strong placement numbers in all new establishments..

The Company's Ofsted ratings continue to be extremely positive overall. 92% (2021:93%) of the provisions were rated 'good' or 'outstanding' at August 2022 and the Directors believe that this is industry leading.

2021/22 ended with strong occupancy rates in new and existing sites, and the starting pupil numbers for 2022/23 being equally high, the Board is confident of continued improvement in the financial performance of the Company in the coming year.

Staff recruitment and retention has again been a key focus of the Company as it continues to expand. The annual staff engagement survey returned very pleasing results and the Board is committed to reviewing and improving its employee value proposition.

Witherslack Group Limited

Strategic report for the year ended 31 August 2022 (continued)

Business review (continued)

The Company's property pipeline is strong with new sites scheduled to open in the Bristol area and the South East, along with extensions in existing schools. These freehold sites have already been acquired. Further new site opportunities are being pursued in a number of other regions.

The Company position is particularly strengthened by its expansion into new geographical areas, much of which has taken place in response to requests by Local Authorities to open in their regions.

Risk management policy

Regulatory and legislative risks

As an education provider, the Company's schools are registered and approved by the Department for Education, (DfE) and are subject to inspection and report by Ofsted. The Company's residential care operations are also registered with Ofsted as providers of care. Inspections and reviews are carried out by Ofsted on all establishments.

The Company regularly updates its policies and procedures in order to ensure compliance with required standards.

In addition, the Company has an obligation to meet Health and Safety requirements. The Company employs a highly experienced and qualified health and safety manager who audits and updates internal policies. The Company has been awarded ISO 45001:2019, which reflects the importance we attach to this vital area.

Reputational Risk

The Company's business activities give rise to certain reputational risks. These are managed through quality control procedures which are checked and monitored by the company's internal Quality Assurance function, along with regular robust training programs. The Company also regularly looks to external providers of Risk Management assessment in order to give the directors comfort that the Company continues to operate in a strong control environment.

Financial risk management policy

The Company's principal financial instruments comprise cash, trade and intercompany debtors and creditors, and certain other debtors and accruals. The main risks associated with these financial assets and liabilities are set out below.

Credit risk

Credit risk arises principally on third party derived revenues. Company policy is aimed at minimising such risk, and collection of debts is actively managed to ensure that payments are received in a timely manner. The Company's customers are Local Authorities and have a good payment history. The directors believe the Company's exposure to bad debts is not significant.

Liquidity risk

The Company is funded by way of overdrafts and operational cash generation, as well as access to long-term bank loans held by other companies within the Group.

The Company's liquidity risk is managed through the Group finance function. The company generates operational cash surpluses. Capital expenditure is approved at board level. Day to day cash flow flexibility is maintained by retaining surplus cash in readily accessible bank accounts. Working capital requirements are funded primarily through each Group company's resources although each Group company does have recourse to additional funding through group, banking facilities.

Interest rate risk

The Company's interest rate risk is managed through the Group finance function.

Witherslack Group Limited

Strategic report for the year ended 31 August 2022 (continued)

Financial risk management policy (continued)

Market price risk

Due to the nature of the principal activity, the directors do not believe the Company is exposed to significant movements in market prices of its services.

Risk Surrounding the UK's exit from the European Union

The Group has been largely unaffected by the UK decision to leave the European Union. However, Management did consider the impact of Brexit and any uncertainty that may have arisen from the situation.

This has not impacted current funding arrangements in place for Young People or influenced the spending patterns of Local Authorities. The potential impact of Brexit has been considered in reference to staff planning for skilled jobs, but review of our ongoing recruitment strategy has concluded there is no significant risk to the business in respect of workforce planning or overhead costs.

Risk Surrounding the impact of Covid-19

Covid 19 has not had a significant impact on the Group. Management has determined that there continues to be no material uncertainty that casts doubt on the entity's ability to continue as a going concern. There were some additional costs incurred, notably provision of additional PPE, but these were not significant and the future of the performance of the business is secure. Demand for our services has been unaffected and we expect this to continue. The Witherslack provisions remained open throughout the Covid-19 pandemic and the Department for Education clearly stated that all High Needs Funding should continue to be paid, as any variation from this would be in breach of the Conditions of Grant for the Dedicated Schools Grant. Section 30 of the guidance on Vulnerable Children in Education and Childcare settings also makes it clear that Local Authorities must continue to fund schools, regardless of whether they are open or closed or specific children are attending. We will continue to follow the various government policies and, in parallel, we will do our utmost to continue our operations in the best and safest way possible without jeopardising the health of our young people or employees.

Risk Surrounding the impact of Russia and Ukraine Conflict

The Business has been largely unaffected by the conflict between Russia and Ukraine. There has been no supply chain impact and all revenue is generated from within the UK. However, Management did consider the impact of the conflict and any uncertainty that may have arisen from the situation. The potential impact of the Ukrainian war has been considered in reference to increased energy costs which have been exacerbated by the conflict. Management, after review of projected operating costs, have concluded there is no significant risk to the business.

Risk Surrounding the Cost Of Living Crisis

The Board and Senior Management Team continue to work with and support all stakeholders during the cost of living crisis in the UK currently. Management recognises the increased financial pressure that employees find themselves under and are implementing a range of measures to assist staff across the business, such as reviewing remuneration packages and providing financial support where necessary, especially to lower paid employees. Directors are of the opinion that any costs associated with these measures will not present material risk to the future performance of the business.

Section 172(1) Statement

The following sections serve as our section 172 statement. Section 172 of the Companies Act 2006 recognises that whilst companies are run for the benefit of the shareholders, a business's long-term success and reputation are dependent upon maintaining relationships with stakeholders and an appreciation of the external impact of its activities.

The Directors are fully aware of their responsibilities to promote the success of the Company in accordance with section 172 of the Companies Act 2006 and are keen to ensure proper reflection on stakeholder engagement and issues at Board level, and promote continuous reflection on opportunities for development.

Witherslack Group Limited

Strategic report for the year ended 31 August 2022 (*continued*)

Section 172(1) Statement (*continued*)

The Board of Witherslack Group Limited ("The Company") meets once a month and regularly reviews the company's relationships with principal stakeholders and how we engage with them. The sections below set out a more detailed summary of the Company's relationships with its key stakeholders and how the business engages with those stakeholders

The Board is comprised of:

A Ghanem	Independent Chair
T Fletcher Ray	Chief Executive Officer (appointed 14 November 2022)
S Bacon	Chief Financial Officer
P Jones	Chief Executive Officer (resigned 7 October 2022)
J Jones	Commercial Director (resigned 7 October 2022)
J A Taylor	Operations Director (Education) (Resigned 31 July 2022)
J Carter	Chief People Officer
R J Wilkins	Chief Operating Officer
T Halford	Non-Executive Director
M Al Ali	Non-Executive Director
A Holloway	Non-Executive Director
J C Huxtable	Non-Executive Director

In addition to a schedule programme of monthly Board meetings, The Board and wider members of the Operations Management Team meet fortnightly to focus on the operation of the business and review feedback from various business areas, with particular focus on specific shareholder groups. The actions and details arising from these meetings are fed back to the wider Board.

The outcome of stakeholder engagement generally, as fed back to the Board via the channels referred to above and below, influences the formulation and ongoing review of the long-term strategy and financial planning to ensure that our approach continues to deliver sustainable returns and promotes reputational reward. The Directors aim to take the needs and priorities of each stakeholder group into account as part of their decision-making processes, recognising that the pertinence of a particular stakeholder group may vary depending upon the matter under discussion.

Witherslack Group Limited

Strategic report for the year ended 31 August 2022 (continued)

Section 172(1) Statement (continued)

<p>Young People and Local Authorities: A good understanding of the Young Persons needs and the requirements of the Local Authorities, who place the Young person in our provisions, is critical to our long-term success.</p>		
Why?	How we engage? What they tell us?	Our response / outcomes of engagement
<p>Witherslack Group Ltd is the leading provider of specialist education and care for children and young people with social, emotional and mental health needs, communication difficulties, ADHD and complex learning needs.</p> <p>The Company provides inspirational education and care to these young people, resulting in life changing experiences and countless stories of success</p>	<p>The Board receives regular updates from Operational Management as to the progress of our Young People – academically, socially and emotionally.</p> <p>The Board engages with the charities and organisations that support the area in which we operate – in particular working closely with the ADHD foundation.</p> <p>The Company runs a number of events aimed at Carers and Professionals to support work with vulnerable young people.</p> <p>The Board receives regular updates from the Commercial Team in respect of feedback from Local Authorities. The Company employs a number of Local Authority Partnership Managers to improve and maintain these relationships. In addition, the Company employs family Liaison Officers in our provisions to promote a positive relationship between the Family, Young Person and the Provision.</p>	<p>The Board and Senior Management are regularly informed of the needs of the Young People and children in our Provisions, and consider these when making decisions. Close interaction with Local Authorities mean the Company is able to respond to the requirements of the Local Authorities and can work with them – for example, looking to open provision in their geographical areas.</p> <p>Our record of accomplishment of success and sector-leading Ofsted judgements has been achieved through an ethos of high aspiration, placement stability through our 'team around the child' approach, unique in-school therapy solutions and our inspiring environments. These all combine to optimise life opportunities for children and young people, give confidence to parents and carers, and deliver unmatched value for local authorities.</p>

Witherslack Group Limited

**Strategic report
for the year ended 31 August 2022 (continued)**

Section 172(1) Statement (continued)

Our people: Without talent and committed employees, the Company would be unable to deliver its outstanding provisions		
Why?	How we engage? What they tell us?	Our response / outcomes of engagement
Our people are central to everything we do – the dedicated and passionate teaching, care and therapeutic professionals who combine to create a unique and inspirational environment for every child. Their commitment and ability to genuinely connect with each child allows us to achieve long lasting outcomes and fulfil the ambitions of our young people.	<p>Witherslack carries out an Annual Employee survey. This gives employees at all levels the chance to share their views. We also run smaller pulse surveys throughout the year to collect real-time insights on key issues, for example, the latest survey has been focussed on ESG issues and what Witherslack Group can do to be more sustainable.</p> <p>The Company run an annual Guiding Coalition Conference, which is a meeting of all the Senior leadership from all the provisions in the Company – this is an opportunity to feedback to the Board on both strategic plans but on employee engagement and any areas of concern.</p> <p>Each provision has a regular Home / School Board meeting which is chaired by a Board Member. This is a further opportunity for feedback from Witherslack Employees.</p>	<p>The Board approved a restructure of the Human Resources Department to focus on Learning and Development. This will allow the Company to promote not only the training of employees at induction to ensure they have the right start with the Company, but also to continue to develop them and encourage them to grow with the Company. We have also recently started a programme to look at ESG issues within the Company.</p> <p>The Company has implemented a number of procedures to support employees safety concerns during this time – temperature scans have been installed, the Company has a robust supply of PPE and is constantly reviewing and adapting working practices to support vulnerable employees.</p>

Our Suppliers: Without being able to source quality goods and services from Suppliers, the Company would be unable to deliver its outstanding provisions		
Why?	How we engage? What they tell us?	Our response / outcomes of engagement
The Company recognises the need for the procurement of quality goods and services from external suppliers.	We maintain ongoing communication with all our Suppliers	The modern slavery policy is reviewed annually by the board.

Witherslack Group Limited

Strategic report for the year ended 31 August 2022 (continued)

Greenhouse Gas Emissions

This report has been prepared in accordance with our regulatory obligation to report greenhouse gas (GHG) emissions pursuant to the Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) regulations 2018, which implement the Government's policy on Streamlined Energy and Carbon Reporting.

The greenhouse gas emissions for Witherslack Group Ltd, reportable under SECR for the period 1st September 2021 to 31st August 2022 were 2,905 tonnes CO₂e (2021 – 3,053 tonnes). This figure includes all material Scope 1 and 2 emissions, plus Scope 3 emissions for employees' own vehicles used for business, as required to be disclosed by the legislation.

In accordance with the legislation an intensity ratio has been calculated, this expresses the business' annual emissions in relation to a quantifiable factor or normaliser. The intensity ratio calculated for Witherslack Group Ltd is 21.56 tonnes CO₂e per £M turnover (2021 – 26.98 tonnes), this ratio enables the impact of changes in the estate to be reflected in the reporting.

Emissions source	2020/21	2021/22	% Share	YOY Variance %
Fuel combustion: Natural gas	1,446	1,206	41%	-17%
Fuel combustion: Transport	1,064	1,450	50%	36%
Purchased electricity	543	249	9%	-54%
Total emissions (tCO₂e)	3,053	2,905	100.0%	-5%
Revenue	£113.17m	£134.75m		19%
Intensity: (tCO₂e per £M)	26.98	21.56		-20%

It is a standard protocol to define greenhouse gas emissions by scope. The scope items included in the calculation of the carbon footprint for Witherslack Group Ltd are listed by scope item:

- Scope 1: direct emissions arising from activities on site - combustion of fuels to heat buildings and the use of fuel in company owned vehicles
- Scope 2: indirect energy emissions - purchased electricity
- Scope 3: indirect emissions - Losses from electricity distribution and transmission, private vehicles used for business travel

Witherslack Group Limited

Strategic report for the year ended 31 August 2022 (continued)

Greenhouse Gas Emissions (continued)

The split of emissions by scope is shown in the table below:

Emissions source	2020/21	2021/22	% Share	YOY Variance %
Scope 1	2,375	2,436	84%	3%
Scope 2	499	198	7%	-60%
Scope 3	179	271	9%	52%
Total emissions (tCO₂e)	3,053	2,905	100%	-5%

The Company's initiatives to mitigate greenhouse gas emissions include:

- The reduction in business travel through the use of tele and video conferencing and car sharing
- The offering of electric and hybrid vehicles as company car options
- Implementation of a salary sacrifice scheme for all employees promoting electric and low emission vehicles
- Cycle to Work scheme

Environmental Matters

We have established an ESG program to help support the delivery of the groups ESG strategy. We have a clear vision to reduce our net emissions across all of our sites and aim to be carbon neutral by 2032. In our plan we want to focus on the following

- Incentivise hybrid, electric and low emissions vehicles where possible and install electric vehicle charging points across our sites.
- Install meters in all our existing properties to regular monitor electric and gas consumption as well as focusing on efficiency when building new sites and consider on-site renewable energy.
- Water usage will be monitored with meters and water savings tools will be implemented across the sites.
- Ensure all sites have proper recycling practices in place and provide training to encourage staff to follow such practices.

We are working with energy and carbon consultants to ensure we reduce our relevant emissions and provide a framework so our suppliers and partners can do likewise. We also have plans to launch a school wide participation programme to educate our young people on environmental issues and encourage them to take an active role in helping us reduce our emissions.

Witherslack Group Limited

Strategic report for the year ended 31 August 2022 (continued)

Gender Diversity

Average number of employees, split by gender for the year ended 31 August 2022.

	Male		Female		Total	
	Number	%	Number	%	Number	%
Directors	3	0.15%	3	0.15%	6	0.30%
Senior Managers	3	0.15%	2	0.1%	5	0.25%
All Others	731	38.5%	1,158	60.95%	1,889	99.45%
Total	737	38.8%	1,163	61.2%	1,900	100.0%

We are keen to encourage diversity. Our pay policy is transparent and based upon clearly defined, non-gender specific roles. We are committed to equality of opportunity and to a pro-active and inclusive approach to equality. Which supports and encourages all, promotes an inclusive culture, and values diversity. Our equality, diversity and inclusion policy ensures that no person in our employment, whether temporary, part-time or full-time, should suffer or experience less favourable treatment, discrimination or lack of opportunities on the grounds of gender (including gender reassignment)

Future developments

The Company continues to invest significant resource in the development of both the physical infrastructure of the schools as well as in the further development of the education and care services provided by the Company. As mentioned above the Company's property pipeline is strong with a number of new locations being prepared for opening in the next financial year.

Approval

This strategic report was approved on behalf of the Board on 25th May 2023.


T Fletcher-Ray
Director

25th May 2023

Witherslack Group Limited

Report of the directors for the year ended 31 August 2022

The Directors present their report and financial statements of Witherslack Group Limited (the Company) as at and for the year ended 31 August 2022.

The Company has chosen in accordance with Section 414C(ii) of the Companies Act 2006 to set out in the Company strategic report the following which the directors believe to be of strategic importance:

- Review of the business
- Future developments
- Financial risk management policy
- Greenhouse Gas Emissions

Results

The Statement of Comprehensive Income is set out on page 16 and shows the profit for the year of £27,815,547 (2021 - £20,671,142). A review of the business can be found within the Strategic Report.

The directors have not declared a dividend (2021 - £Nil).

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 handicapped or 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.

Employee involvement

During the year, 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's performance. The Company has in place an annual staff engagement survey which gives all employees the opportunity to feedback to the Board. Regular meetings are held between local management and employees to allow a free flow of information and ideas.

Witherslack Group Limited

Report of the directors for the year ended 31 August 2022 (*continued*)

Directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 financial statements, and apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Going concern

An assessment of the Company was undertaken to determine the suitability of the going concern basis of preparation.

At the balance sheet date, the Company had net current liabilities of £14,260,093 (2021 - £4,242,509) and profit after tax of £27,815,547 (2021 - £20,671,142). The nature of the Group's business activities comprises education and residential care for children under contracts in place with Local Authorities. In assessing the Group's ability to continue as a going concern, the Directors have considered a wide range of information relating to present and future conditions, including future forecasts of profitability, cash flow and covenant compliance, and available capital resources. This included consideration of a base case and a series of severe but plausible downsides incorporating reduction in education income. This included a remote scenario where revenues were decreased by up to 20% from the next Academic term. No reduction was made to the cost base to reflect the reduced income. The Directors then considered potential mitigations within their control; should it be required, capital expenditure would be constricted to mitigate any shortfall in liquid funds. Based on actual performance in the period since pandemic began, the Directors consider this scenario to be remote.

After conducting the financial projections exercise and making all appropriate enquiries, the Directors have a reasonable expectation that the Group have access to adequate resources to enable them to continue in operational existence for the foreseeable future. For this reason, the Directors continue to adopt the going concern basis in preparing the Group's financial statements.

Witherslack Group Limited

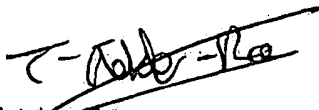
Report of the directors for the year ended 31 August 2022 (*continued*)

Auditors

All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware.

Ernst & Young LLP have expressed their willingness to continue in office and a resolution to re-appoint them as auditors will be proposed at the next annual general meeting.

On behalf of the Board

A handwritten signature in black ink, appearing to read 'T Fletcher-Ray', is written over a horizontal line.

T Fletcher-Ray
Director
25th May 2023

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WITHERSLACK GROUP LIMITED

Opinion

We have audited the financial statements of Witherslack Group Limited for the year ended 31 August 2022 which comprise the Statement of comprehensive income, the Statement of financial position, the Statement of changes in equity and, the related notes 1 to 28, 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 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 company's affairs as at 31 August 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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 the period to 31 August 2024 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. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

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 this 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 the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and directors' 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 obtained in the course of the audit, we have not identified material misstatements in the strategic report or directors' report.

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

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

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 11, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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 irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are those that relate to the reporting framework 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), the Companies Act 2006 and the relevant direct and indirect tax compliance regulations in the UK. In addition, we concluded that there are certain significant laws and regulations relating to the company's operations that may have an effect on determination of the amounts and disclosures in the financial statements, which relate to health and safety, employment law, environmental regulations and regulation by the Office for Standards in Education, Children's Services and Skills (Ofsted).
- We understood how Witherslack Group Limited is complying with those frameworks by making enquiries to management and those charged with governance with consideration of the potential for the override of controls or other inappropriate influence over the financial reporting process during planning and execution of our audit procedures. We corroborated our enquiries with the review of Board minutes.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur by meeting with management to understand where they considered there was a susceptibility to fraud. We also considered performance targets and their propensity to influence efforts made by management to manage earnings. We considered the programmes and controls that the Company has established to prevent, deter and detect fraud and how senior management monitors those programmes and controls. Where the risk was considered to be higher, we performed audit procedures to address our identified fraud risks. These procedures included testing manual journals and challenging estimates and were designed to provide reasonable assurance that the financial statements were free from material fraud or error.
- Based on this understanding we designed our audit procedures to identify noncompliance with such laws and regulations. Our procedures involved inquiries to different levels of management and those charged with governance, execution of detailed audit tests for the areas deemed susceptible to the elevated risk of management override and evaluation of the appropriateness of the management's judgments particularly for the critical accounting estimates.

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

Use of our report

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

^{DS}
Ernst & Young LLP

Richard Lingwood (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Leeds
26 May 2023

Witherslack Group Limited

Statement of comprehensive income for the year ended 31 August 2022

	Note	2022 £	2021 £
Turnover	3	134,754,590	113,169,644
Administrative expenses		(103,889,565)	(88,087,447)
Other operating income	6	686,366	469,103
		<hr/>	<hr/>
Operating profit	7	31,551,391	25,551,300
Interest payable and similar charges	9	(57,246)	(69,997)
		<hr/>	<hr/>
Profit on ordinary activities before taxation		31,494,145	25,481,303
Tax on profit on ordinary activities	10	(3,678,598)	(4,810,161)
		<hr/>	<hr/>
Profit for the financial year		27,815,547	20,671,142
Other comprehensive income		-	-
		<hr/>	<hr/>
Total comprehensive profit for the year		<u>27,815,547</u>	<u>20,671,142</u>

All amounts relate to continuing activities.

The notes on pages 20 to 33 form part of these financial statements.

Witherslack Group Limited

Statement of financial position at 31 August 2022

Company number 03579104	Note	2022 £	2022 £	2021 £	2021 £
Fixed assets					
Intangible assets	12	-	-	-	-
Tangible assets	13	112,430,699		96,907,072	
Investments	14	28,565,871		6,875,900	
			140,996,570		103,782,972
Current assets					
Stocks	15	32,022		23,527	
Debtors	16	42,309,545		35,630,185	
Cash at bank		4,755,354		23,559,744	
		47,096,921		59,213,456	
Creditors: amounts falling due within one year	17	61,357,014		63,455,965	
Net current liabilities			(14,260,093)		(4,242,509)
Total assets less current liabilities			126,736,477		99,540,463
Creditors: amounts falling due after more than one year	18		520,479		673,408
Provision for liabilities					
Deferred taxation	19		1,909,373		2,375,977
Net assets			124,306,625		96,491,078
Called up equity share capital	20		1,059		1,059
Share premium account	21		99,935		99,935
Revaluation reserve	21		446,859		446,859
Capital contribution reserve	21		11,941,322		11,941,322
Profit and loss account	21		111,817,450		84,001,903
Shareholders' funds			124,306,625		96,491,078

The financial statements were approved by the Board of Directors and authorised for issue on 25th May 2023.

T Fletcher-Ray

Director

The notes on pages 20 to 33 form part of these financial statements.

Witherslack Group Limited

Statement of changes in equity for the year ended 31 August 2022

	Share capital £	Share premium £	Revaluation reserve £	Capital contribution reserve £	Retained earnings £	Total equity £
Balance at 1 September 2020	1,059	99,935	446,859	11,941,322	63,330,761	75,819,936
Profit for the year	-	-	-	-	20,671,142	20,671,142
Total comprehensive income for the year	-	-	-	-	20,671,142	20,671,142
Balance at 31 August 2021	1,059	99,935	446,859	11,941,322	84,001,903	96,491,078

	Share capital £	Share premium £	Revaluation reserve £	Capital contribution reserve £	Retained Earnings £	Total equity £
Balance at 1 September 2021	1,059	99,935	446,859	11,941,322	84,001,903	96,491,078
Profit for the year	-	-	-	-	27,815,547	27,815,547
Total comprehensive income for the year	-	-	-	-	27,815,547	27,815,547
Balance at 31 August 2022	1,059	99,935	446,859	11,941,322	111,817,450	124,306,625

The notes on pages 20 to 33 form part of these financial statements.

Witherslack Group Limited

Notes forming part of the financial statements for the year ended 31 August 2022

1 Accounting policies

Witherslack Group Limited is a private company limited by shares incorporated in England & Wales under the Companies Act. The address of the registered office is given on the contents page and the nature of the Company's operations and its principal activities are set out in the strategic report. The registered number is 03579104. The financial statements have been prepared under the historical cost convention unless otherwise stated.

The Company has taken advantage of the exemption afforded by FRS 102.33.1A not to disclose transactions between wholly owned members of the Group. The Company is a qualifying entity as defined by FRS 102 and has taken advantage of the following exemptions available to qualifying entities which are relevant to its financial statements:

- the requirement to prepare a cash flow statement.
- the requirement to disclose transactions with members of the group

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

The company is exempt by virtue of S401 & the CA 2006 for the requirements to prepare group financial statements. The financial statements present information about the company as an individual entity and not about its group.

The following accounting policies have been applied:

Basis of preparation

An assessment of the Company was undertaken to determine the suitability of the going concern basis of preparation.

At the balance sheet date, the Company had net current liabilities of £14,260,093 (2021 - £4,242,509) and profit after tax of £27,815,547 (2021 - £20,671,142). The nature of the Group's business activities comprises education and residential care for children under contracts in place with Local Authorities. In assessing the Group's ability to continue as a going concern, the Directors have considered a wide range of information relating to present and future conditions, including future forecasts of profitability, cash flow and covenant compliance, and available capital resources. This included consideration of a base case and a series of severe but plausible downsides incorporating reduction in education income. This included a remote scenario where revenues were decreased by up to 20% from the next Academic term. No reduction was made to the cost base to reflect the reduced income. The Directors then considered potential mitigations within their control; should it be required, capital expenditure would be constricted to mitigate any shortfall in liquid funds. Based on actual performance in the period since pandemic began, the Directors consider this scenario to be remote.

After conducting the financial projections exercise and making all appropriate enquiries, the Directors have a reasonable expectation that the Group have access to adequate resources to enable them to continue in operational existence for the foreseeable future. For this reason, the Directors continue to adopt the going concern basis in preparing the Group's financial statements.

Turnover

The turnover shown in the Statement of Comprehensive Income represents amounts invoiced during the year. Turnover is recognised on the provision of educational and care services, once the service has been delivered and the right to consideration has been achieved. The majority of termly fees are billed in advance and booked to deferred revenue in current liabilities (see note 17). Turnover is then recognised in the appropriate accounting period.

Witherslack Group Limited

Notes forming part of the financial statements for the year ended 31 August 2022 (*continued*)

1 Accounting policies (*continued*)

Goodwill

Goodwill represents the excess of the cost of a business combination over the fair value of the Company's share of the net identifiable assets of the acquired subsidiary at the date of the acquisition. Goodwill on acquisitions is included in 'intangible assets'. Goodwill is carried at cost less accumulated amortisation and accumulated impairment losses. Goodwill amortisation is calculated by applying the straight line method to its estimated useful life, which is considered to be 10 years based on the anticipated cash flows attributable to the acquisition. Goodwill is assessed for impairment when there are indicators present and any impairment is charged to the Statement of Comprehensive Income.

Development Costs

Amortisation is calculated on development costs so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Development costs - 5 - 20% straight line

Fixed assets

All fixed assets are initially recorded and held at cost with the exception of the freehold children homes. On transition to FRS 102, the Company took the option of using the valuation carried out at 31 August 2014 to carry forward as the deemed cost for freehold children's homes. These properties will subsequently be measured at cost less depreciation.

Depreciation

Depreciation is calculated so as to write off the cost or valuation of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Freehold property	-	2% straight line
Leasehold property	-	5 - 10% straight line or the life of the lease if less
Fixtures and fittings	-	20% straight line (policy changed from 15% reducing balance from 1 September 2021)
Motor vehicles	-	25% straight line (policy changed from 25% reducing balance on 1 September 2021)
Assets under construction	-	0%

Stocks

Stocks are valued at the lower of cost and net realisable value.

Leasing and hire purchase commitments

Assets held under finance leases, which are leases where substantially all the risks and rewards of ownership of the asset have passed to the company, and hire purchase contracts, are capitalised in the Statement of Financial Position and are depreciated over their useful lives. The capital elements of future obligations under the leases and hire purchase contracts are included as liabilities in the Statement of Financial Position. The interest elements of the rental obligations are charged in the Statement of Comprehensive Income over the periods of the leases and hire purchase contracts and represent a constant proportion of the balance of capital repayments outstanding.

Witherslack Group Limited

Notes forming part of the financial statements for the year ended 31 August 2022 (continued)

1 Accounting policies (continued)

Rentals payable under operating leases are charged in the Statement of Comprehensive Income on a straight line basis over the lease term.

Pension costs

Retirement benefits to employees of the Company are provided by the Teachers' Pension scheme ('TPS') which is a defined benefit scheme and the assets are held separately to those of the Company. In addition, the company operates a money purchase (defined contribution) pension scheme. Contributions payable to this scheme are charged to the Statement of Comprehensive Income in the period to which they relate. These contributions are invested separately from the company's assets.

The TPS is an unfunded scheme and contributions are calculated so as to spread the cost of pensions over employees' working lives with the Company in such a way that the pension cost is a substantially level percentage of current and future pensionable payroll. The contributions are determined by the Government Actuary on the basis of quadrennial valuations using a prospective unit credit method. The TPS is an unfunded multi-employer scheme with no underlying assets to assign between employers. Consequently, the TPS is treated as a defined contribution scheme for accounting purposes and the contributions are recognised in the period to which they relate.

Taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in the Statement of Comprehensive Income, except that a charge attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current 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 taxable income.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the Statement of Financial Position date. Timing differences are differences between taxable profits and the results as stated in the financial statements which arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements. A net deferred tax asset is regarded as recoverable and therefore recognised only when it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of underlying timing differences can be deducted. Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the Statement of Financial Position date.

Financial instruments

Investments

Investments held as fixed assets are stated at cost less any provision for impairment. At each reporting date, the Company reviews investments to ensure there are no indicators of impairment. The Company performs impairment tests based on fair values or a value in use calculation. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget for the next five years.

Trade and other debtors

Trade and other debtors are recognised and carried forward at invoiced amounts less provisions for any doubtful debts. Bad debts are written off when identified.

Cash and cash equivalents

Cash and cash equivalents are included in the Statement of Financial Position at cost. Cash and cash equivalents comprise cash at bank and in hand and short term deposits with an original maturity of three months or less.

Witherslack Group Limited

Notes forming part of the financial statements for the year ended 31 August 2022 (*continued*)

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

In preparing these financial statements, the directors have made the following judgements:

Leases – Determined whether leases entered into by the Company either as a lessee are operating or finance leases. These decisions depend on an assessment of whether the risks and rewards of ownership have been transferred from the lessor to the lessee on a lease by lease basis.

Other key sources of estimation uncertainty:

Tangible fixed assets (see note 13) - Tangible fixed assets are depreciated over their useful lives taking into account residual values, where appropriate. The actual lives of the assets and residual values are assessed annually and may vary depending on a number of factors. In re-assessing asset lives, factors such as asset life cycles and maintenance programmes are taken into account. Residual value assessments consider issues such as future market conditions, the remaining life of the asset and projected disposal values.

3 Turnover

The turnover and profit before tax are attributable to the one principal activity of the Company. All turnover arises in the United Kingdom.

4 Employees

	2022 £	2021 £
The aggregate payroll costs were:		
Wages and salaries	59,648,167	53,816,683
Social security costs	6,411,446	5,453,035
Other pension costs	6,442,722	5,844,110
	<u>72,502,335</u>	<u>65,113,828</u>

Witherslack Group Limited

Notes forming part of the financial statements for the year ended 31 August 2022 (continued)

4 Employees (continued)

	2022 Number	2021 Number
The average number of FTE staff employed by the Company during the financial year amounted to:		
Teachers and assistants	714	678
Care workers	645	640
Ancillary staff	108	109
Administration and other staff	345	292
Directors	6	7
	<u>1,818</u>	<u>1,726</u>

The average number of staff employed by the Company amounted to:

Teachers and assistants	729	694
Care workers	649	647
Ancillary staff	142	142
Administration and other staff	374	321
Directors	6	7
	<u>1,900</u>	<u>1,811</u>

5 Directors

	2022 £	2021 £
The directors' remuneration consist of:		
Directors' emoluments	1,102,592	991,370
Value of company pension contributions to money purchase schemes	205,573	95,246
	<u>1,308,165</u>	<u>1,086,616</u>

The number of directors who accrued benefits under company pension schemes was as follows:

	Number	Number
Money purchase schemes	<u>6</u>	<u>7</u>

The total amount payable to the highest paid director in respect of emoluments was £261,926 (2021 - £181,579), with pension contributions amounting to £12,500 (2021 - £8,500).

6 Other operating income

	2022 £	2021 £
Sundry income	<u>686,366</u>	<u>469,103</u>

Witherslack Group Limited

Notes forming part of the financial statements for the year ended 31 August 2022 (continued)

7	Operating profit	2022	2021
		£	£
	This has been arrived at after charging/(crediting):		
	Depreciation of owned fixed assets	7,605,954	4,110,412
	Depreciation of assets held under hire purchase agreements	734,228	648,499
	Operating lease expense	1,313,670	1,257,982
	Fees payable to the company's auditor, or an associate of the company's auditor for the auditing of the company's annual accounts.	180,000	166,800
		<hr/>	<hr/>
8	Profit/ (Loss) on disposal of fixed assets	2022	2021
		£	£
	Proceeds from sale of fixed assets	151,463	301,800
	NBV of disposed assets	(129,902)	(323,143)
		<hr/>	<hr/>
	Profit / (Loss) on disposal of fixed assets	21,561	21,343
		<hr/>	<hr/>
9	Interest payable and similar charges	2022	2021
		£	£
	Finance charges	57,246	69,997
		<hr/>	<hr/>
10	Taxation on profit on ordinary activities	2022	2021
		£	£
	<i>Analysis of charge in the period</i>		
	<i>Current tax</i>		
	UK corporation tax based on the results for the year	4,015,785	3,119,634
	Under / (Over) provision in the prior years	129,417	895,130
		<hr/>	<hr/>
	Total current tax	4,145,202	4,014,764
	<i>Deferred tax</i>		
	Origination and reversal of timing differences (note 19)		
	- Adjustment in respect of prior years	(290,904)	(151,155)
	- Charge to the Statement of Comprehensive Income	(175,700)	946,522
		<hr/>	<hr/>
	Tax on profit on ordinary activities	3,678,598	4,810,161
		<hr/>	<hr/>

Witherslack Group Limited

Notes forming part of the financial statements for the year ended 31 August 2022 (continued)

10 Taxation on profit on ordinary activities (continued)

The tax assessed on the profit on ordinary activities for the year is lower (2021: lower) than the standard rate of corporation tax in the UK of 19% (2021 - 19%).

Factors affecting total tax charge

	2022 £	2021 £
Profit on ordinary activities before taxation	31,494,145	25,481,303
Profit on ordinary activities at the standard rate of corporation tax in the UK of 19% (2021 - 19%)	5,983,888	4,841,448
Effects of:		
Group relief received for which no payment has been made	(2,277,571)	(1,696,295)
Expenses not deductible	359,484	412,547
Income not taxable	(183,548)	(61,748)
Under / (Over) provision for prior years (Current tax)	129,417	-
Under / (Over) provision for prior years (Deferred tax)	(290,904)	743,975
Tax rate changes	(42,168)	570,234
Total taxation charge	3,678,598	4,810,161

Factors that may affect future tax charges

In the Spring Budget 2021, the UK Government announced that the corporation tax rate would increase to 25% from 1 April 2023 (rather than remaining at 19%, as previously enacted). This new law was substantively enacted on 24 May 2021. Deferred taxes as at the balance sheet date have therefore been measured using these enacted rates and reflected in these financial statements.

11 Dividends

During the year the company paid dividends of £Nil (2021 - £Nil) to its shareholders.

12 Intangible assets

	Goodwill £	Development costs £	Total £
<i>Cost</i>			
At 1 September 2021 and 31 August 2022	1,056,757	24,138	1,080,895
<i>Amortisation</i>			
At 1 September 2021 and 31 August 2022	1,056,757	24,138	1,080,895
<i>Net book value</i>			
At 31 August 2021 and 31 August 2022	-	-	-

Witherslack Group Limited

Notes forming part of the financial statements
for the year ended 31 August 2022 (continued)

13 Tangible fixed assets

	Freehold Schools £	Freehold Children's homes £	Leasehold land and buildings £	Fixtures and fittings £	Assets under construction £	Motor vehicles £	Total £
<i>Cost</i>							
At 1 September 2021	35,065,538	43,792,668	13,434,386	20,588,772	1,763,280	4,963,735	119,608,379
Reclassification	3,462	-	-	-	(3,462)	-	-
Additions	579,713	872,444	614,685	3,714,788	17,247,909	964,172	23,993,711
Disposals	-	-	-	-	-	(349,963)	(349,963)
At 31 August 2022	35,648,713	44,665,112	14,049,071	24,303,560	19,007,727	5,577,944	143,252,127
<i>Depreciation</i>							
At 1 September 2021	3,808,143	4,204,250	3,363,386	9,088,072	-	2,237,456	22,701,307
Charge for the year	(386,288)	(96,467)	650,673	6,653,990	-	1,518,274	8,340,182
Disposals	-	-	-	-	-	(220,061)	(220,061)
At 31 August 2022	3,421,855	4,107,783	4,014,059	15,742,062	-	3,535,669	30,821,428
<i>Net book value</i>							
At 31 August 2022	32,226,858	40,557,329	10,035,012	8,561,498	19,007,727	2,042,275	112,430,699
At 31 August 2021	31,257,395	39,588,418	10,071,000	11,500,700	1,763,280	2,726,279	96,907,072

Included within the net book value of £2,042,275 for motor vehicles is £1,698,278 (2021 - £2,298,125) relating to assets held under hire purchase agreements. The depreciation charged to the financial statements in the year in respect of such assets amounted to £734,228 (2021 - £648,499).

Witherslack Group Limited

Notes forming part of the financial statements
for the year ended 31 August 2022 *(continued)*

13 Tangible fixed assets (continued)

Assets Under Construction

Assets under construction consist of Schools and Children's Homes which are not yet complete at year end and which are not licenced to operate.

14 Investments

	Subsidiaries £
<i>Cost</i>	
At 1 September 2021	7,003,032
Additions	21,689,971
	<hr/>
At 31 August 2022	28,693,003
	<hr/>
<i>Impairment</i>	
At 1 September 2021	127,132
Charged in the year	-
	<hr/>
At 31 August 2022	127,132
	<hr/>
<i>Net book value</i>	
At 31 August 2022	28,565,871
	<hr/>
At 31 August 2021	6,875,900
	<hr/>

Additions in the year of £21,689,971 relate to the purchase of the entire share capital of Eagle House Group Ltd.

Witherslack Group Limited

**Notes forming part of the financial statements
for the year ended 31 August 2022 (continued)**

14 Investments (continued)

Subsidiary undertakings, associated undertakings and other investments.

The undertakings in which the company has an interest are as follows:

Subsidiary Undertakings	Country of incorporation or registration	Proportion of voting rights and ordinary share capital held	Nature of business
Belle Vue House Assessment Centre Limited	UK	100%	Assessment and development centre for individuals with communication difficulties.
Witherslack Training and Development Limited	UK	100%	Training and development of adults engaged in the education and care sectors.
Witherslack Care Limited	UK	100%	Dormant
Cedar House School and Lowgate house Limited	UK	100%	Dormant
Witherslack Hall School Limited	UK	100%	Dormant
Pontville School Limited	UK	100%	Dormant
Lakeside School Limited	UK	100%	Dormant
Chilworth Schools Limited	UK	100%	Dormant
Cumberland and Westmorland Schools Limited	UK	100%	Dormant
Witherslack Group of Schools Limited	UK	100%	Dormant
Queensmead Property Limited	UK	100%	Property company – non trading
Witherslack Wiltshire Limited	UK	100%	Provision of education and residential care for children with special needs.
Eagle House Group Limited	UK	100%	Provision of education and residential care for children with special needs.

The registered office of the above companies is the same as Witherslack Group Limited.

Witherslack Group Limited

Notes forming part of the financial statements for the year ended 31 August 2022 (*continued*)

15 Stocks

	2022 £	2021 £
Food consumables	32,022	23,527

16 Debtors

	2022 £	2021 £
Trade debtors	27,157,110	19,575,122
Amounts owed by parent undertakings	11,905,048	13,804,800
Amounts owed by subsidiary undertakings	1,751,957	993,971
Other debtors	91,631	59,609
Prepayments and accrued income	1,403,799	1,196,683
	<u>42,309,545</u>	<u>35,630,185</u>

All amounts shown above are due within one year.

Amounts owed by parent and subsidiary undertakings are interest free and repayable on demand.

17 Creditors: amounts falling due within one year

	2022 £	2021 £
Trade creditors	6,218,618	3,064,434
Hire purchase agreements (see note 25)	702,252	833,491
Corporation tax	6,964,836	3,722,177
Tax and social security	2,460,954	1,973,798
Other creditors	417,580	447,222
Accruals and deferred income	3,755,609	4,181,006
Deferred Income	37,389,950	32,835,346
Amounts owed to parent undertakings	3,201,998	16,166,062
Amounts owed to subsidiary undertakings	245,217	232,429
	<u>61,357,014</u>	<u>63,455,965</u>

Amounts owed to parent and subsidiary undertakings were interest free and repayable on demand.

Witherslack Group Limited

Notes forming part of the financial statements
for the year ended 31 August 2022 (*continued*)

18 Creditors: amounts falling due after more than one year

	2022 £	2021 £
Hire purchase agreements (see note 25)	520,479	673,408

19 Deferred taxation

The movement in the deferred taxation provision during the year was:

	2022 £	2021 £
Provision brought forward	2,375,977	1,580,580
Adjustment in respect of prior years	(290,904)	(151,155)
Charge to the Statement of Comprehensive Income	(175,700)	946,552
Provision carried forward	1,909,373	2,375,977

The provision for deferred taxation consists of the tax effect of timing differences in respect of:

	2022 £	2021 £
Excess of taxation allowances over depreciation on fixed assets	2,052,122	2,593,339
Short term timing differences – trading	(142,749)	(217,362)
	1,909,373	2,375,977

The Company expects deferred tax liabilities of £142,749 (2021: £295,000) to reverse as capital allowances reduce.

Witherslack Group Limited

**Notes forming part of the financial statements
for the year ended 31 August 2022 (continued)**

20 Share capital

	Allotted, called up and fully paid			
	2022	2021	2022	2021
	Number	Number	£	£
Ordinary shares of £0.01 each	105,882	105,882	1,059	1,059

21 Reserves

The Company's capital and reserves are as follows:

Share capital

Called up share capital represents the nominal value of the shares issued.

Share premium

The share premium account includes the premium on issue of equity shares, net of any issue costs.

Revaluation Reserve

Revaluation reserve represents the surplus or deficit arising on the revaluation of Land and Buildings.

Capital Contribution Reserve

The Capital Contribution Reserve represents debt waived by Witherslack Group (Holdings) Limited.

Retained earnings

Retained earnings represents cumulative profit or losses, net of any dividends paid and other adjustments.

Witherslack Group Limited

Notes forming part of the financial statements for the year ended 31 August 2022 (*continued*)

22 Pensions

The Company makes contributions to employee personal pension plans. Contributions payable during the year amounted to £6,442,722 (2021 - £5,844,110). Unpaid contributions as at 31 August 2022 amounted to £667,899 (2021 - £562,685).

23 Financial risk management objectives and policies

The Company holds or issues financial instruments in order to achieve two main objectives, being:

- (a) to finance its operations; and
- (b) to manage its exposure to interest and currency risks arising from its operations and from its sources of finance;

In addition, various financial instruments (e.g. trade debtors, trade creditors, accruals and prepayments) arise directly from the Company's operations.

Transactions in financial instruments result in the Company assuming or transferring to another party one or more of the financial risks described below.

Credit risk

The Company monitors credit risk closely and considers that its current policy of credit checks meets its objectives of managing exposure to credit risk.

The Company has no significant concentrations of credit risk. Amounts shown in the Statement of Financial Position best represent the maximum credit risk exposure in the event other parties fail to perform their obligations under financial instruments.

24 Commitments under operating leases

As at 31 August 2022, the Company had minimum lease payments under non-cancellable operating leases as set out below:

	Land and buildings 2022 £	Other 2022 £	Land and Buildings 2021 £	Other 2021 £
Company				
Operating leases which expire:				
Not later than 1 year	1,603,783	33,716	824,595	33,716
Later than 1 year and not later than 5 years	5,835,605	4,925	2,340,135	35,945
Later than 5 years	15,935,500	-	3,902,503	-
	<u>23,374,888</u>	<u>38,341</u>	<u>7,067,233</u>	<u>69,661</u>

Witherslack Group Limited

Notes forming part of the financial statements for the year ended 31 August 2022 (continued)

25 Commitments under hire purchase agreements

Future commitments under hire purchase agreements are as follows:

	2022 £	2021 £
Amounts payable within one year	749,983	892,146
Amounts payable between one and two years	403,833	530,749
Amounts payable between two and five years	157,712	182,348
	<hr/>	<hr/>
	1,311,528	1,605,243
Less: Interest and finance charges relating to future periods	(88,797)	(98,344)
	<hr/>	<hr/>
	1,222,731	1,506,899
	<hr/>	<hr/>

26 Contingencies

The Company together with other Group members has entered into a composite accounting agreement with its bankers whereby each participating company has provided a guarantee to the bank to support the total Group bank borrowings and group overdraft facility. As at the 31 August 2022, the total Group bank borrowings totalled £240,000,000 (2021 - £240,000,000). The Banking Facilities are with Witherslack Bidco Limited, but the cross guarantee includes Witherslack Group Limited.

27 Controlling party

The Company's immediate parent company is Witherslack Group (Holdings) Limited.

The Company's ultimate parent company is Witherslack Topco Limited. Witherslack Topco Limited is the parent company of the smallest & largest group of which the company is a member, and for which the group financial statements of Witherslack Topco Ltd are available at 11th Floor 200 Aldersgate Street, London, England, EC1A 4HD.

The ultimate controlling party is considered to be the directors of Witherslack Aggregator Limited, acting in concert.

28 Related party disclosures

The Company have taken advantage of the exemption confirmed by section 33 of FRS 102 not to disclose transactions with members of the group headed by Witherslack Topco Limited on the grounds that 100% of the voting rights in the company are controlled within that group.