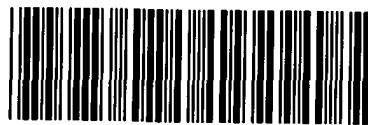


REGISTERED NUMBER: 04119823 (England and Wales)

**Directors' Report and
Audited Financial Statements for the Year Ended 31 December 2022
for
FocusEducation Limited**

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**Contents of the Financial Statements
for the year ended 31 December 2022**

	Page
Company Information	1
Directors' Report	2
Statement of Directors' Responsibilities	4
Report of the Independent Auditor	5
Statement of Comprehensive Income	9
Balance Sheet	10
Statement of Changes in Equity	11
Notes to the Financial Statements	12

FocusEducation Limited

**Company Information
for the year ended 31 December 2022**

Directors:	M Donn L W McKenna C T Solley J H Potgieter
Secretary:	A Mitchell
Registered office:	C/O Albany SPC Services Ltd 3rd Floor 3 - 5 Charlotte Street Manchester M1 4HB
Registered number:	04119823 (England and Wales)
Independent auditor:	Johnston Carmichael LLP Bishop's Court 29 Albyn Place Aberdeen AB10 1YL
Bankers:	Bank of Scotland 11 Earl Grey Street Edinburgh EH3 9BN
Solicitors:	CMS Cameron McKenna LLP Mitre House 160 Aldergate Street London EC1A 4DD

FocusEducation Limited (Registered number: 04119823)

**Directors' Report
for the year ended 31 December 2022**

The directors present their report with the audited financial statements of the company for the year ended 31 December 2022.

Principal activities

The principal activities of the company is that of a holding company for its immediate subsidiaries which are engaged in the design, finance, construction and operation of certain school facilities and the provision of non educational services at a number of schools under concession agreements within the Private Finance Initiative.

Result and dividend

The company made a profit of £1,081,000 in the year (2021: £1,754,000).

The company paid a dividend of £1,081,000 in the year (2021: £1,754,000).

Future developments

The company will continue to be a holding company for PFI special purpose companies for the foreseeable future.

Directors

The directors during the year under review were:

M Donn
L W McKenna
C T Solley
J H Potgieter

The directors holding office at 31 December 2022 did not hold any beneficial interest in the issued share capital of the company at 1 January 2022 or 31 December 2022.

Directors indemnity insurance

The directors benefited from qualifying third party indemnity provisions in place during the financial year and at the date of this report.

Corporate governance

The Company is committed to high standards of corporate governance, as are appropriate for the longer term obligations to finance, construct and operate non-educational services for the new schools under the Private Finance Initiative programme.

Strategic report

The company has taken advantage of the exemption under section 414B of the Companies Act 2006 not to present a Strategic Report.

Statement as to disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that so far as they are each aware there is no relevant audit information of which the Company's auditors are unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Independent Auditors

Pursuant to Section 485 of the Companies Act 2006, the auditor will be deemed to be reappointed and Johnston Carmichael LLP will therefore continue in office.

FocusEducation Limited (Registered number: 04119823)

**Directors' Report
for the year ended 31 December 2022**

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

On behalf of the board:



.....
J H Potgieter - Director

Date: 19 / 05 / 2023

**Statement of Directors' Responsibilities
for the year ended 31 December 2022**

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

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

Under company law, 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 the financial statements, the directors are required to:

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

Independent Auditor's Report to the members of FocusEducation Limited

Opinion

We have audited the financial statements of FocusEducation Limited (the 'company') for the year ended 31 December 2022 which comprise the Statement of Comprehensive Income, Balance Sheet, Statement of Changes in Equity and Notes to the Financial Statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including 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 the financial statements:

- Give a true and fair view of the state of the company's affairs as at 31 December 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 responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report.

Other information

The other information comprises the information included in the Annual Report other than the financial statements and our auditor's report thereon. The Directors are responsible for the other information contained within the Annual Report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Independent Auditor's Report to the members of FocusEducation Limited

Opinions on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

In the light of 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 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; or
- The directors were not entitled to take advantage of the small companies' exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

Responsibilities of Directors

As explained more fully in the Statement of Directors' Responsibilities, 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 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.

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

Extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below:

Independent Auditor's Report to the members of FocusEducation Limited

Extent to which an audit is considered capable of detecting irregularities, including fraud (continued)

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

All engagement team members were briefed on relevant identified laws and regulations and potential fraud risks at the planning stage of the audit. Engagement team members were reminded to remain alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

We obtained an understanding of the legal and regulatory frameworks that are applicable to company and the sector in which it operates, focusing on those provisions that had a direct effect on the determination of material amounts and disclosures in the financial statements. The most relevant frameworks we identified include:

- Companies Act 2006;
- UK Corporation Tax Legislation; and
- UK Generally Accepted Accounting Practice

We gained an understanding of how the company is complying with these laws and regulations by making enquiries of management and those charged with governance. We corroborated these enquiries through our review of submitted returns and board meeting minutes.

We assessed the susceptibility of the financial statements to material misstatement, including how fraud might occur, by meeting with management and those charged with governance to understand where it was considered there was susceptibility to fraud. This evaluation also considered how management and those charged with governance were remunerated and whether this provided an incentive for fraudulent activity. We considered the overall control environment and how management and those charged with governance oversee the implementation and operation of controls. We identified a heightened fraud risk in relation to:

- Management override of controls

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

- Reviewing minutes of meetings of those charged with governance for reference to: breaches of laws and regulation or for any indication of any potential litigation and claims; and events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud;
- Reviewing the level of and reasoning behind the company's procurement of legal and professional services;
- Performing audit work procedures over the risk of management override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business and reviewing judgements made by management in their calculation of accounting estimates for potential management bias;
- Completion of appropriate checklists and use of our experience to assess the Company's compliance with the Companies Act 2006; and
- Agreement of the financial statement disclosures to supporting documentation.

Our audit procedures were designed to respond to the risk of material misstatements in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve intentional concealment, forgery, collusion, omission or misrepresentation. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we would become aware of it.

Independent Auditor's Report to the members of FocusEducation Limited

Use of our report

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

Johnston Carmichael LLP

Jenny Junnier (Senior Statutory Auditor)

For and on behalf of Johnston Carmichael LLP

Chartered Accountants and Statutory Auditors

Bishop's Court

29 Albyn Place

Aberdeen

AB10 1YL

19 / 05 / 2023

FocusEducation Limited (Registered number: 04119823)

**Statement of Comprehensive Income
for the year ended 31 December 2022**

	Notes	2022 £'000	2021 £'000
Turnover		-	-
Operating profit		-	-
Income from shares in group undertakings	4	1,081	1,754
Profit before taxation		1,081	1,754
Tax on profit	5	-	-
Profit for the financial year		1,081	1,754
Other comprehensive income		-	-
Total comprehensive income for the year		1,081	1,754

The notes on pages 12 to 16 form part of these financial statements

FocusEducation Limited (Registered number: 04119823)

Balance Sheet
31 December 2022

	Notes	2022 £'000	2021 £'000
Fixed assets			
Investments	8	101	101
Total assets less current liabilities		<u>101</u>	<u>101</u>
Capital and reserves			
Called up share capital	9	101	101
Shareholders' funds		<u>101</u>	<u>101</u>

The financial statements were approved by the Board of Directors and authorised for issue on 18/05/2023 and were signed on its behalf by:



.....
J H Potgieter - Director

The notes on pages 12 to 16 form part of these financial statements

FocusEducation Limited (Registered number: 04119823)

**Statement of Changes in Equity
for the year ended 31 December 2022**

	Called up share capital £'000	Retained earnings £'000	Total equity £'000
Balance at 1 January 2021	101	-	101
Changes in equity			
Total comprehensive income	-	1,754	1,754
Dividends	-	(1,754)	(1,754)
Total transactions with shareholders recognised directly in equity	-	(1,754)	(1,754)
Balance at 31 December 2021	101	-	101
Changes in equity			
Total comprehensive income	-	1,081	1,081
Dividends	-	(1,081)	(1,081)
Total transactions with shareholders recognised directly in equity	-	(1,081)	(1,081)
Balance at 31 December 2022	101	-	101

The notes on pages 12 to 16 form part of these financial statements

**Notes to the Financial Statements
for the year ended 31 December 2022**

1. Statutory information

FocusEducation Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

The presentation currency of the financial statements is the Pound Sterling (£).

2. Accounting policies

Basis of preparing the financial statements

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

Financial Reporting Standard 102 - reduced disclosure exemptions

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

- the requirements of Section 7 Statement of Cash Flows.

Preparation of consolidated financial statements

The financial statements contain information about the individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under Section 400 of the Companies Act 2006 from the requirements to prepare consolidated financial statements as it and its subsidiary undertaking are included by full consolidation in the consolidated financial statements of its parent, Consolidated Investments Holdings Limited.

Related party exemption

The company is wholly owned by Consolidated Investment Holdings Limited and has therefore taken the exemption in section 33 of FRS 102 'Related Party Disclosures', that allows it not to disclose transactions with wholly owned members of a group.

Going concern

The company acts as a holding company for FocusEducation (Lincolnshire) Holdings Limited, FocusEducation (Newcastle) Holdings Limited, FocusEducation (Lambeth) Limited and FocusEducation (NMC) Limited. These companies have no immediate requirement for funding.

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they have adopted the going concern basis in preparing the annual report and financial statements.

Significant accounting judgements and key sources of estimation uncertainty

There are no accounting judgments or key sources of estimation uncertainty which are considered to be significant.

Investments in subsidiaries

Investments in subsidiaries and other undertakings are stated at cost less amounts written off.

Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

**Notes to the Financial Statements - continued
for the year ended 31 December 2022**

2. Accounting policies - continued

Deferred tax

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met; and differences relating to investments in subsidiaries, to the extent that it is not probable that they will reverse in the foreseeable future and the reporting entity is able to control the reversal of the timing difference. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

3. Employees and directors

There were no employees or staff costs for the year ended 31 December 2022 nor for the year ended 31 December 2021.

	2022 £	2021 £
Directors' remuneration	-	-

4. Income from shares in group undertakings

	2022 £'000	2021 £'000
Dividends receivable	1,081	1,754

5. Tax on profit

Analysis of the tax charge

No liability to UK corporation tax arose for the year ended 31 December 2022 nor for the year ended 31 December 2021.

Reconciliation of total tax charge included in profit and loss

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below:

	2022 £'000	2021 £'000
Profit before tax	1,081	1,754
Profit multiplied by the standard rate of corporation tax in the UK of 19% (2021 - 19%)	205	333
Effects of:		
Income not taxable for tax purposes	(205)	(333)
Total tax charge	-	-

FocusEducation Limited (Registered number: 04119823)

**Notes to the Financial Statements - continued
for the year ended 31 December 2022**

5. Tax on profit - continued

There was no deferred tax asset or liability at 31 December 2022

6. Dividends

	2022 £'000	2021 £'000
Ordinary shares of £1 each		
Dividends payable	<u>1,081</u>	<u>1,754</u>

The company paid a final dividend of £10.73 per share in the current year (2021: £17.41). The total dividends paid during the year is £1,081,000 (2021: £1,754,000).

7. Auditors' remuneration

The audit fee for the year of £2,000 (2021: £2,000) has been charged to and paid for by one of the company's subsidiaries, FocusEducation (Newcastle) Limited (2021: paid by its parent company, Consolidated Investment Holdings Limited). The company has not been recharged.

8. Investments

	Shares in group undertakings £'000
Cost	
At 1 January 2022	
and 31 December 2022	<u>101</u>
Net book value	
At 31 December 2022	<u>101</u>
At 31 December 2021	<u>101</u>

The company's investments at the Balance Sheet date in the share capital of companies include the following:

FocusEducation (Lincolnshire) Holdings Limited

Registered office: 3rd Floor, 3 - 5 Charlotte Street, Manchester, M1 4HB

Nature of business: Holding Company

	% holding	2022 £'000	2021 £'000
Class of shares:			
Ordinary	100.00	<u>20</u>	<u>20</u>
Aggregate capital and reserves			

FocusEducation Limited (Registered number: 04119823)**Notes to the Financial Statements - continued
for the year ended 31 December 2022****8. Investments - continued****FocusEducation (Lincolnshire) Limited**

Registered office: 3rd Floor, 3 - 5 Charlotte Street, Manchester, M1 4HB

Nature of business: PFI Contractor

Class of shares:	% holding		
Ordinary	100.00		
		2022	2021
		£'000	£'000
Aggregate capital and reserves		(744)	(1,859)
Profit/(loss) for the year		22	(16)
		<u>22</u>	<u>(16)</u>

FocusEducation (Lambeth) Limited

Registered office: 3rd Floor, 3 - 5 Charlotte Street, Manchester, M1 4HB

Nature of business: PFI Contractor

Class of shares:	% holding		
Ordinary	100.00		
		2022	2021
		£'000	£'000
Aggregate capital and reserves		(46)	(430)
(Loss)/profit for the year		(8)	5
		<u>(8)</u>	<u>5</u>

FocusEducation (NMC) Limited

Registered office: 6th Floor, South Bank House, Barrow Street, Dublin 4, Ireland

Nature of business: PFI Contractor

Class of shares:	% holding		
Ordinary	100.00		
		2022	2021
		£'000	£'000
Aggregate capital and reserves		437	(331)
Profit for the year		1,217	989
		<u>1,217</u>	<u>989</u>

The presentation currency of FocusEducation (NMC) Limited is in euro.

FocusEducation (Newcastle) Holdings Limited

Registered office: 3rd Floor, 3 - 5 Charlotte Street, Manchester, M1 4HB

Nature of business: Holding Company

Class of shares:	% holding		
Ordinary	100.00		
		2022	2021
		£'000	£'000
Aggregate capital and reserves		37	37
Profit for the year		50	322
		<u>50</u>	<u>322</u>

FocusEducation Limited (Registered number: 04119823)

**Notes to the Financial Statements - continued
for the year ended 31 December 2022**

8. Investments - continued

FocusEducation (Newcastle) Limited

Registered office: 3rd Floor, 3 - 5 Charlotte Street, Manchester, M1 4HB

Nature of business:

	% holding	2022 £'000	2021 £'000
Class of shares:			
Ordinary	100.00		
Aggregate capital and reserves		801	(278)
Profit for the year		<u>523</u>	<u>610</u>

The net liabilities of the subsidiary companies are as a result of accounting for the fair value of interest rate swap agreements, the majority of which do not crystallise as liabilities for a number of years. The carrying amount of the investment is considered supported by the underlying profitability of the subsidiary undertakings.

9. Called up share capital

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2022 £	2021 £
101,000	Ordinary	£1	<u>101,000</u>	<u>101,000</u>

The profit and loss account records retained earnings and accumulated losses.

10. Ultimate parent company and ultimate controlling party

The Company is a subsidiary undertaking of Consolidated Investment Holdings Limited which is the ultimate parent company incorporated in England and Wales.

The largest group in which the results of the Company are consolidated is that headed by Consolidated Investment Holdings Limited incorporated in England and Wales. No other group financial statements include the results of the Company. The consolidated financial statements of this group are available to the public and may be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.

Consolidated Investment Holdings Limited is considered by the directors to be the ultimate controlling party.