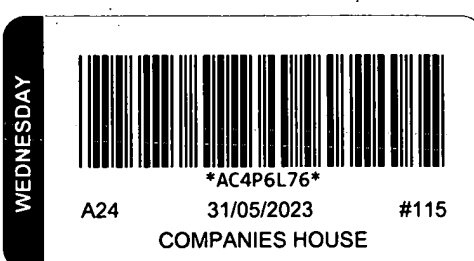


**Company Registration No. 04546335 (England and Wales)**

**BPP Professional Education Limited**  
**Annual report and financial statements**  
**for the year ended 31 August 2022**



## **BPP Professional Education Limited**

### **Company information**

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#### **Directors**

Gary James Dart  
Graham Stuart Mark Gaddes  
Timothy Stewart  
Alison Carol Wells (resigned on 13 January 2023)  
Joanna Clare Preston-Taylor (appointed on 13 January 2023)

#### **Company number**

04546335

#### **Registered office**

BPP House  
Aldine Place  
142-144 Uxbridge Road  
Shepherds Bush  
London  
W12 8AA

#### **Independent auditor**

Deloitte LLP  
Statutory Auditor  
3 Rivergate  
Temple Quay  
Bristol  
United Kingdom  
BS1 6GD

#### **Bankers**

Barclays Bank plc  
27 Soho Square  
London  
W1D 3QR

#### **Solicitors**

Eversheds LLP  
1 Wood Street  
London  
EC2V 7WS

## **BPP Professional Education Limited**

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## BPP Professional Education Limited

### Strategic report For the year ended 31 August 2022

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The directors present the Strategic report of BPP Professional Education Limited ("the Company") for the year ended 31 August 2022.

#### Results and dividends

The trading results for the year ended 31 August 2022 and the Company's financial position at the end of the year, are shown in the attached financial statements. Ordinary dividends were paid amounting to £nil (2021: £nil).

The directors have not recommended payment of a final dividend.

#### Principal activity of the business

The principal activity of the Company is the provision of accountancy training through classroom and online courses and the provision of continuing professional development courses and apprenticeship training in a range of disciplines.

#### Strategic review

|                             |       | 2022   | 2021   | % Change |
|-----------------------------|-------|--------|--------|----------|
| Turnover                    | £'000 | 64,200 | 57,459 | 12%      |
| Operating profit            | £'000 | 10,051 | 8,546  | 18%      |
| Operating profit margin (1) | %     | 16%    | 15%    |          |

1) Operating profit margin% is the operating profit divided by turnover.

The turnover for the year increased by £6.741 millions (12%) compared to the prior year, which is due to growth in student volumes in apprenticeship programmes across the product portfolio.

The operating profit of £10,051 million is shown after accounting for £3.538 million of goodwill amortisation. Once goodwill amortisation is removed, the 2022 adjusted operating profit would be £13.589 million compared with prior year operating profit of £12.084 million. This represents an increase of £1.505 million, which has been generated by strong revenue growth at a scale that has delivered operational efficiency along with proactive management of property, staff and other operating costs.

Compared with the prior year, the Company net assets increased by £7,970 million (18%) which occurred from an increase in revenue and cost efficiencies in the business.

#### Key performance indicators

The key performance indicators have been identified as turnover and operating margin, which are discussed in the strategic review above, and regulatory compliance.

#### Regulatory compliance

A key metric of the Company performance is holding the appropriate regulatory certification and approvals required to deliver its education courses and generate turnover. As at the date of this report the Company continues to meet the ongoing requirements for compliance with the relevant regulatory bodies.

Further discussion on risk management of regulatory compliance can be found under the key risks and uncertainties section of the report.

## **BPP Professional Education Limited**

### **Strategic report (continued)**

**For the year ended 31 August 2022**

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#### **Key risks and uncertainties**

Outlined below is a description of the principal risk factors that management consider affect the Company's business. Not all the factors are within management's control and other factors besides those listed below could also affect the Company.

##### *Economic and competition risk*

There is a risk that the Company may not perform as expected either due to internal factors or competitive pressures in the markets in which it operates.

Changes in the broader economic market can have an impact on the company's business. An example of a change impacting the company is the UK cost of living crisis.

Such risks could have a negative impact on student enrolment, delivery costs and turnover. The company therefore seeks to mitigate risks by closely monitoring the economic outlook caused by local and global economic events and maintaining a flexible resourcing model so that the company is able to respond to changes in economic and political conditions. There is also regular review and consideration of most appropriate operating models to strike the correct balance between efficiency and customer experience. Note that demand for education can be counter cyclical and provide opportunities in recession.

##### *Competition*

The Company faces strong competition in its key markets as both product offerings and technology advance. The Company seeks to address these risks by maintaining its high standards of education, innovation and links to professional firms in order to be the provider of choice to the Company's clients and continues to deliver products that are relevant to customers and bridge the gap between academia and employability.

##### *Compliance and regulatory risk*

The Company operates in markets where many of our competitors are professional education providers or Colleges of Higher Education. Any change in the existing tax regimes or government education policy could put us at a competitive disadvantage and reduce our ability to compete on a level playing field.

As the business continues to expand into the apprenticeship training market, there is further exposure to risk as this area is heavily regulated with the requirement for regular Office for Standards in Education (Ofsted) and Education and Skills Funding Agency (ESFA) reviews. Management has implemented an infrastructure to manage this regulatory risk, which is under regular review and evolves as required.

##### *Reputation risk*

The Company brand is one of the most successful and best established brands in the European Training market and represents a key element of the Company's overall marketing and positioning. To prevent brand and reputational damage we have many quality assurance mechanisms to ensure that our teaching and course materials remain of the highest standard.

**Key risks and uncertainties (continued)**

*Market risk*

The Company has in place an on-going process for identifying, evaluating and managing market risks that the Company may be exposed to.

The Apprenticeship Levy continues to represent a significant market opportunity given the marked increase in funding. However, this also represents a risk to the business as it seeks to grow sustainably in the face of this market opportunity. We seek to manage this by maintaining close relationships with key parties involved in policy and funding.

*Liquidity and cash flow risks*

The company's banking facilities is managed by BPP Services Limited via a robust process of monitoring and review to ensure that the facility members have adequate cash available. There is a cash pooling arrangement across the majority of BPP Holdings Limited subsidiary companies (including BPP Professional Education Limited), meaning that they can lend and borrow funds between them where required.

**Section 172 (1) Statement**

The directors, in line with their duties under section 172 of the Companies Act 2006, act in a way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole. In doing so, the directors have regard, amongst other matters, to the:

- Likely consequences of any decisions in the long-term;
- Interests of the Company's employees;
- Need to foster the Company's business relationships with suppliers, customers and others;
- Impact of the Company's operations on the community and environment;
- Desirability of the Company maintaining a reputation for high standards of business conduct; and
- Need to act fairly as between members of the Company.

In discharging the section 172 duties, the directors have regard to the factors set out above. The directors also have regard to other factors they consider relevant to the decision being made. Those factors, for example, include the interests and views of the Company's controlling parties. The directors acknowledge that every decision that is made will not necessarily result in a positive outcome for all of the Company's stakeholders. However, by considering the Company's purpose, vision and values together with its strategic priorities and having a process in-place for decision-making, the directors aim to make sure their decisions are consistent and predictable.

**Section 172 (1) Statement (continued)**

*Strategic Reviews*

As described earlier in this Strategic report, the Company's strategy is to deliver world-class experiences and outcomes for students and employers, accelerate organic growth of the Company and improve the Company's operating efficiency and effectiveness in order to maximise the value of each of the Company's educational institutions. The directors are responsible for establishing and monitoring the implementation of the Company's strategy, oversight of performance and risk management and setting a strong cultural foundation built around ethical values. The directors include both executive management and those who form part of the ownership Company. The directors delegate authority for day-to-day management of the Company to executive management and to senior management at each subsidiary in overseeing execution of the business strategy and related policies. Regular meetings are held between senior executives and directors where performance, key developments and future strategy are discussed. The approach allows the Company, and specifically, each of its subsidiaries, to be more efficient and effective in responding to local economic, political, regulatory and other market changes that impact the Company and its subsidiaries. Further, this approach ultimately supports the Company in achieving its strategy to maximise the value of each of the Company's educational institutions for the Company's investors.

*Financial and operational performance*

During the year, the directors review matters relating to a variety of areas, including, but not limited to, financial and operational performance, business strategy, key risks, governance, compliance and legal and regulatory matters. This is done through regular meetings and dialogue with senior management, and the consideration of reports and other supporting information. As part of this review process and through discussions with senior management, the directors contributed to the key activities carried out by the Company during the year.

*Stakeholder Engagement*

The Company's key stakeholders include its investors, customers, employees and regulators, the communities in which the Company operates and the partners and suppliers that the Company works with. The Company's success is impacted by the way it conducts itself with these key stakeholders. As such, the views and impact of the Company's activities on its stakeholders are an important consideration for the directors when making relevant decisions. For example, the directors regularly engage with employees through employee surveys to ascertain how involved and satisfied employees feel in their position. As a result, action is taken by senior management to make improvements, for example continuous improvement to the staff training platforms and projects to promote positive culture. While there are cases where the directors determine that they should engage directly with certain stakeholder groups or on certain issues, the size of its stakeholders means that generally, the Company's stakeholder engagement best takes place at an operational level. The Company finds that this is a more efficient and effective approach, and also helps it achieve a greater positive impact on environmental, social and other issues.

The Company strives to create a culture of collaboration and inclusion, and create an environment that ensures its employees have the requisite skills and resources needed to effectively complete their job and deliver value to the Company's customers. The Company is culturally diverse and recognises the importance of engaging employees to help make their fullest contribution to the Company, which is fundamental to achieving the Company's strategy. The Company, as part of the Bright Topco Limited group, leverages a number of different initiatives and tools in engaging with its employees, including offering learning, development and training courses, health and wellness programs, such as an ever evolving benefits platform.

Directors meet regularly at senior leadership meetings to review and discuss the Company's performance and outlook, key developments, controls, student data and surveys and regulatory compliance. More detail about regulatory compliance for the Company is provided in the Strategic report under key risks and uncertainties.

**Section 172 (1) Statement (continued)**

*Customer and Supplier Relationships*

The Company's customers are an integral component to achieving the Company's strategic goals. The Company strives to ensure that its customers are treated fairly and that customer feedback about the educational services provided by the Company is taken into consideration. The Company engages with its customers in a variety of ways, including, for example, through student groups and student surveys, such as daily satisfaction scores. The Company has employees whose work is dedicated to the customer experience and wellbeing, focusing on both corporate customers and individual student groups. Customers have access to tutor support outside of the classroom to access help if they need it. Specific teams are also in place in the Company to work collaboratively with corporate customers and understand how the Company can improve any elements of the product offerings or customer experience.

The Company recognises the importance of fostering business relationships with its suppliers in order to meet strategic priorities, maximise efficiency and optimise costs. The Company engages with suppliers on a regular basis through multiple communication channels to ensure suppliers are providing the goods and services as anticipated by the Company and seeking feedback from suppliers, when applicable. The Company continued to simplify supplier payment plans and processes to satisfy the supplier and helping the Company achieve a predictable cash outflow.

*Environmental*

Finally, the Company also recognises its responsibility to reducing its environmental impact. The Bright Topco Limited group reports environmental usage annually to its investors. The Bright Topco Limited group closely analyses its energy performance to understand usage trends, identify opportunities for reduction and recognise the impacts of its energy saving projects.

**Future developments**

The directors will continue to monitor the risks disclosed in the Strategic report. The current outlook for the Company is positive, given the growth in both revenue and underlying operating profit in the year to 31 August 2022. We continue to invest in, and launch, new products to help strengthen Bright Topco Limited's position in the market and capitalise on opportunities provided through the apprenticeship levy and greater focus on technology both products and delivery methodology.

The Strategic report was approved by the Board of directors, and signed on its behalf by:



.....  
Graham Stuart Mark Gaddes  
Director

23 May 2023  
Date:.....

## **BPP Professional Education Limited**

### **Directors' report For the year ended 31 August 2022**

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The directors present their annual report and audited financial statements for the year ended 31 August 2022.

#### **Principal activities**

The principal activities along with the Company's performance, proposed dividends, outlook, strategy, policies, future developments, section 172 statement and risk uncertainties can be found in the Strategic report.

#### **Results and dividends**

The results for the year are set out on page 13.

The trading results for the year ended 31 August 2022 and the Company's financial position at the end of the year, are shown in the attached financial statements. Ordinary dividends were paid amounting to £nil (2021: £nil).

The directors have not recommended payment of a final dividend.

#### **Directors**

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Gary James Dart  
Graham Stuart Mark Gaddes  
Alison Carol Wells (resigned on 13 January 2023)  
Timothy Stewart  
Joanna Clare Preston-Taylor (appointed 13 January 2023)

#### **Energy and carbon reporting**

The Company's sources of greenhouse gas emissions and energy usage are reported on as part of the Bright Topco Limited group financial statements, which are available from BPP House, Aldine Place, 142-144 Uxbridge Road, Shepherds Bush, London, W12 8AA.

#### **Disabled persons**

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of members of staff becoming disabled, every effort is made to ensure that their employment within the Company continues and that the appropriate training is arranged. It is the policy of the Company that the training, career development and promotion of disabled persons should, as far as possible, be identical to that of other employees.

#### **Employee involvement**

The Company's policy is to consult and discuss with employees, staff councils and at meetings, matters likely to affect employees' interests.

Information about matters of concern to employees is given through information bulletins and reports which seek to achieve a common awareness on the part of all employees of the financial and economic factors affecting the company's performance.

There is no employee share scheme at present.

#### **Qualifying third-party indemnity provisions**

The Company has made qualifying third-party indemnity provisions for the benefit of its directors which were in place throughout the year and remain in force at the date of this report.

#### **Events after the balance sheet date**

There were no events after the balance sheet date to be disclosed.

**Going Concern considerations**

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic and Directors' Report. The financial position of the company is described in the Strategic Report.

In assessing the company's going concern the directors give consideration to the impact macroeconomic challenges such as UK recession and the "great resignation".

The Company benefits from a diversified portfolio of customers and products, with strong growth potential in various segments, which the Company has continued to deliver in spite of any macro economic challenges.

The Company participates in Bright Topco Limited treasury arrangements and so shares banking arrangements with its parent company, Bright Topco Limited and a number of fellow subsidiaries. Bright Topco Limited has committed through a letter of support that it will lend as is necessary to this entity to pay the debts of the company as they become due.

After careful consideration of the above, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence and operate within the level of their facilities for the foreseeable future being at least 12 months from the date of this report and they continue to adopt the going concern basis in preparing the annual report and accounts.

**Re-appointment of auditor**

Deloitte LLP have indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place for them to be deemed reappointed as auditor in the absence of an Annual General Meeting.

**Statement of directors' responsibilities**

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; 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 responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at anytime 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.

**Strategic report**

The Company has chosen in accordance with Companies Act 2006, s.414C(11) to set out in the Company's Strategic report information required by Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, Schedule 7 to be contained in the Directors' report. It has done so in respect of the Company's future developments.

**Statement of disclosure to auditor**

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information. The confirmation is given and should be interpreted in accordance with the provisions of S418 of the Companies Act 2006.

The Directors' report was approved by the Board of directors, and signed on its behalf by:



.....  
Graham Stuart Mark Gaddes  
Director

Date: 23 May 2023  
.....

## **BPP Professional Education Limited**

### **Independent auditor's report To the members of BPP Professional Education Limited**

---

#### **Opinion**

In our opinion the financial statements of BPP Professional Education limited (the 'Company'):

- give a true and fair view of the state 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, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in, accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the statement of comprehensive income;
- the statement of financial position;
- the statement of changes in equity; and
- the related notes 1 to 20.

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).

#### **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 Financial Reporting Council's (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.

## **BPP Professional Education Limited**

### **Independent auditor's report (continued) To the members of BPP Professional Education Limited**

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#### **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.

#### **Responsibilities of directors**

As explained more fully in the directors' responsibilities statement, 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.

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

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

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

We considered the nature of the company's industry and its control environment, and reviewed the company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management and the directors about their own identification and assessment of the risks of irregularities, including those that are specific to the company's business sector.

We obtained an understanding of the legal and regulatory frameworks that the Company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included UK Companies Act, tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty.

We discussed among the audit engagement team including relevant internal specialists such as tax, regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

As a result of performing the above, we have determined that the fraud risk in revenue is pinpointed to the cut-off of revenue in relation to learners courses taking place within the period. We have identified this as a fraud risk due to the ability of management to manipulate the course dates.

In response to the identified risk we performed the following procedures:

- obtained an understanding of the relevant controls in place to address the risk of inappropriate revenue cut off; and
- evaluated a sample of transactions to determine whether revenue has been recognised in the correct period based on the status of courses at year end including inspection of invoices, attendance register and other relevant support.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

**BPP Professional Education Limited**

**Independent auditor's report (continued)**  
**To the members of BPP Professional Education Limited**

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In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management and in-house legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and

reading minutes of meetings of those charged with governance.

**Report on other legal and regulatory requirements**

**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 the directors' report have been prepared in accordance with applicable legal requirements.

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 any material misstatements in the strategic report or the directors' report.

**Matters on which we are required to report by exception**

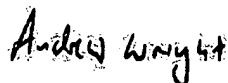
Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- 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.

We have nothing to report in respect of these matters.

**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.



Andrew Wright, FCA (Senior Statutory Auditor)  
For and on behalf of Deloitte LLP  
Statutory Auditor  
Bristol, United Kingdom

Date: 23 May 2023

**BPP Professional Education Limited****Statement of comprehensive income  
For the year ended 31 August 2022**

|  | Notes | 2022<br>£'000 | 2021<br>£'000 |
|--|-------|---------------|---------------|
| Turnover                                       | 3     | 64,200        | 57,459        |
| Cost of sales                                  |       | (34,382)      | (29,973)      |
| <b>Gross profit</b>                            |       | <b>29,818</b> | <b>27,486</b> |
| Administrative expenses                        |       | (19,767)      | (18,940)      |
| <b>Operating profit</b>                        | 4     | <b>10,051</b> | <b>8,546</b>  |
| Interest receivable and similar income         | 7     | 650           | 189           |
| <b>Profit before taxation</b>                  |       | <b>10,701</b> | <b>8,735</b>  |
| Tax on profit                                  | 8     | (2,731)       | (2,004)       |
| <b>Profit for the financial year</b>           |       | <b>7,970</b>  | <b>6,731</b>  |
| <b>Total comprehensive income for the year</b> |       | <b>7,970</b>  | <b>6,731</b>  |

The Statement of comprehensive income has been prepared on the basis that all operations are continuing operations.

There were no recognised gains or losses other than those recognised through the Statement of comprehensive income above.

The notes on pages 16 to 32 form part of these financial statements.

**BPP Professional Education Limited**

**Statement of financial position  
As at 31 August 2022**

|   | Notes | 2022<br>£'000 | £'000         | 2021<br>£'000 | £'000         |
|---|-------|---------------|---------------|---------------|---------------|
| <b>Fixed assets</b>   |       |               |               |               |               |
| Goodwill  | 9     |               | 7,077         |               | 10,615        |
| Intangible assets   | 9     |               | 106           |               | 77            |
| Tangible assets   | 10    |               | 7             |               | 11            |
|   |       |               | <u>7,190</u>  |               | <u>10,703</u> |
| <b>Current assets</b>   |       |               |               |               |               |
| Debtors (including £0.367m (2021: £0.864m) due after more than one year | 11    | 46,196        |               | 40,002        |               |
| Restricted cash   | 12    | 548           |               | 340           |               |
| Cash at bank and in hand  |       | 18,330        |               | 10,225        |               |
|   |       | <u>65,074</u> |               | <u>50,567</u> |               |
| <b>Current liabilities</b>  |       |               |               |               |               |
| Creditors: amounts falling due within one year                          | 13    | (20,996)      |               | (17,830)      |               |
| <b>Net current assets</b>   |       |               | <u>44,078</u> |               | <u>32,737</u> |
| <b>Total assets less current liabilities</b>                            |       |               | <u>51,268</u> |               | <u>43,440</u> |
| <b>Other provisions</b>   |       |               |               |               |               |
| Provisions for liabilities  | 14    |               | -             |               | (142)         |
| <b>Net assets</b>   |       |               | <u>51,268</u> |               | <u>43,298</u> |
| <b>Capital and reserves</b>   |       |               |               |               |               |
| Called up share capital *   | 17    |               | -             |               | -             |
| Other reserves  | 18    |               | 25,000        |               | 25,000        |
| Profit and loss account   | 18    |               | 26,268        |               | 18,298        |
|   |       |               | <u>51,268</u> |               | <u>43,298</u> |

\* = amount less than £1,000 due to rounding.

The notes on pages 16 to 32 form part of these financial statements.

The financial statements were approved by the board of directors and authorised for issue on 23 May 2023 and are signed on its behalf by:



Graham Stuart Mark Gaddes  
Director

Company Registration No. 04546335

**BPP Professional Education Limited**

**Statement of changes in equity**  
**For the year ended 31 August 2022**

|                                    | <b>Called up<br/>share<br/>capital*<br/>£'000</b> | <b>Other<br/>reserves<br/>£'000</b> | <b>Profit and<br/>loss<br/>account<br/>£'000</b> | <b>Total<br/>£'000</b> |
|------------------------------------|---|-------------------------------------|--|------------------------|
| <b>Balance at 1 September 2020</b> | -   | 25,000                              | 11,567   | 36,567                 |
| Profit for the year                | -   | -                                   | 6,731  | 6,731                  |
| <b>Balance at 31 August 2021</b>   | -   | 25,000                              | 18,298   | 43,298                 |
| Profit for the year                | -   | -                                   | 7,970  | 7,970                  |
| <b>Balance at 31 August 2022</b>   | -   | 25,000                              | 26,268   | 51,268                 |

\*=amount less than £1,000, due to rounding.

The notes on pages 16 to 32 form part of these financial statements.

**1 Accounting policies**

**Company information**

BPP Professional Education Limited ("the Company") is a private company limited by shares incorporated in the United Kingdom and registered in England and Wales. The registered office is BPP House, Aldine Place, 142-144 Uxbridge Road, Shepherds Bush, London, W12 8AA.

**1.1 Accounting convention**

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the Company. Monetary amounts in these financial statements are rounded to the nearest £1,000.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

This Company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The Company has therefore taken advantage of exemptions from the following disclosure requirements:

- Section 7 'Statement of Cash Flows': Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues': Interest income/expense and net gains/losses for each category of financial instrument; basis of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive income;
- Section 33 'Related Party Disclosures': Compensation for key management personnel.

The results of the Company are included in the consolidated financial statements of Bright Topco Limited, which are available from BPP House, Aldine Place, 142-144 Uxbridge Road, Shepherds Bush, London, W12 8AA.

**1 Accounting policies (continued)**

**1.2 Going concern**

**Going Concern consideration**

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic and Directors' Report. The financial position of the company is described in the Strategic Report.

In assessing the company's going concern the directors give consideration to the impact macroeconomic challenges such as UK recession and the "great resignation".

The Company benefits from a diversified portfolio of customers and products, with strong growth potential in various segments, which the Company has continued to deliver in spite of any macro economic challenges.

The Company participates in Bright Topco Limited treasury arrangements and so shares banking arrangements with its parent company, Bright Topco Limited and a number of fellow subsidiaries. Bright Topco Limited has committed through a letter of support that it will lend as is necessary to this entity to pay the debts of the company as they become due.

After careful consideration of the above, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence and operate within the level of their facilities for the foreseeable future being at least 12 months from the date of this report and they continue to adopt the going concern basis in preparing the annual report and accounts.

**1.3 Turnover**

Turnover represents the invoiced amount of goods and services provided. Turnover is recognised as follows:

***Tuition fees***

Tuition fees are recognised in profit and loss over the length of the course. Tuition fees received in advance are accounted for in liabilities and released over the year of the course. For tuition fees invoiced in advance but where cash is yet to be received, a current liability and corresponding current asset is raised.

***Sales of educational materials***

Sales of educational materials are recognised when the Company has delivered goods to the student; the student has accepted the goods; and collectability of the related receivable is reasonably assured.

**1 Accounting policies (continued)**

***Government grants***

Government grants received during the previous year represent funds from a government funding scheme associated with COVID-19. Government grants are recognised at the fair value of the asset received or receivable when there is reasonable assurance that the grant conditions will be met and the grants will be received. Government grants relating to turnover are recognised as income on an accrual basis over the years when the related costs are incurred. The Company did not received any government grant in the current year.

***Interest receivable***

Interest income is recognised when it is probable that the economic benefit will flow to the Company and the amount of revenue can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

**1.4 Intangible fixed assets - goodwill**

Goodwill arising on acquisitions is capitalised, classified as an asset on the Statement of financial position and amortised on a straight-line basis over its useful economic life up to a presumed maximum of 10 years. It is reviewed for impairment at the end of the first full financial year following the acquisition and in other years if events or change in circumstances indicate that the carrying value may not be recoverable.

Amortisation is recognised so as to write off the cost or valuation of assets less their residual values.

**1.5 Intangible fixed assets other than goodwill**

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Intangible assets acquired on business combinations are recognised separately from goodwill at the acquisition date where it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the fair value of the asset can be measured reliably; the intangible asset arises from contractual or other legal rights; and the intangible asset is separable from the entity.

Amortisation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

|                   |                  |
|-------------------|------------------|
| Software          | over three years |
| Other intangibles | over two years   |

The period of amortisation will depend on the year the Company is expected to benefit.

**1 Accounting policies (continued)**

**1.6 Tangible fixed assets**

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciations and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on a straight-line basis over the following bases:

|                       |                                |
|-----------------------|--------------------------------|
| Short leasehold       | over the duration of the lease |
| Office equipment      | over three years               |
| Fixtures and fittings | over five years                |

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset and is credited or charged to the statement of comprehensive income.

**1.7 Impairment of fixed assets**

At each reporting year end date, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the statement of comprehensive income, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the statement of comprehensive income, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

**1.8 Cash and cash equivalents**

Cash at bank and in hand are basic financial assets and include cash in hand, deposits held at call with banks and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

**1 Accounting policies (continued)**

**1.9 Financial instruments**

The Company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the Company's statement of financial position when the Company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

***Basic financial assets***

Basic financial assets, which include debtors, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

***Impairment of financial assets***

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in the statement of comprehensive income.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in the statement of comprehensive income.

***Derecognition of financial assets***

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the Company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

***Classification of financial liabilities***

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

***Basic financial liabilities***

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

**1 Accounting policies (continued)**

**1.9 Financial instruments (continued)**

***Basic financial liabilities (continued)***

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

***Derecognition of financial liabilities***

Financial liabilities are derecognised when the Company's contractual obligations expire or are discharged or cancelled.

**1.10 Equity instruments**

Equity instruments issued by the Company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the Company.

**1.11 Taxation**

The tax expense represents the sum of the current tax and deferred tax.

***Current tax***

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

***Deferred tax***

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the year when the liability is settled or the asset is realised. Where items recognised in other comprehensive income or equity are chargeable to or deductible for tax purposes, the resulting current or deferred tax expense or income is presented in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense or income. Deferred tax assets and liabilities are offset when the Company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

**1 Accounting policies (continued)**

**1.12 Provisions**

Provisions are recognised when the Company has a legal or constructive present obligation as a result of a past event, it is probable that the Company will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting end date, taking into account the risks and uncertainties surrounding the obligation. Where the effect of the time value of money is material, the amount expected to be required to settle the obligation is recognised at present value. When a provision is measured at present value, the unwinding of the discount is recognised as a finance cost in the statement of comprehensive income in the year in which it arises.

***Dilapidations provision***

Provision for dilapidation represents the costs that are expected to be incurred on the expiry of the lease term to return the property back to its original condition. Accordingly an asset is recognised which is amortised over the duration of the lease. Dilapidation costs are provided at the present value of the expenditure expected to settle the obligation. Estimated future costs of dilapidations are reviewed regularly and adjusted as appropriate for new circumstances. Changes in estimates are capitalised or reversed against the lease hold costs. Estimates are discounted at a pre-tax rate that reflects current market assessment of the time value of money.

**1.13 Employee benefits**

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the year in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the Company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

**1.14 Retirement benefits**

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due. Any difference between the amount due and the amount paid is recorded on the Statement of financial position.

**1.15 Leases**

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leases asset are consumed.

**2 Critical accounting judgements and key sources of estimation uncertainty**

In the application of the Company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised where the revision affects only that year, or in the year of the revision and future years where the revision affects both current and future years.

***Critical judgements***

The directors deem that there were no critical judgements (apart from those involving estimates) involved in these financial statements.

***Key sources of estimation uncertainty***

The directors deem that there were no key sources of estimation uncertainty which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities

### 3 Turnover and other revenue

Turnover represents the invoiced amount of goods and services provided during the year, stated net of VAT. Amounts invoiced but unearned at the end of the year are treated as deferred revenue.

An analysis of turnover is provided below:

|   | 2022<br>£'000         | 2021<br>£'000         |
|---|-----------------------|-----------------------|
| <b>Other significant revenue</b>                |                       |                       |
| Interest income                                 | 650                   | 189                   |
|   | <b>2022<br/>£'000</b> | <b>2021<br/>£'000</b> |
| <b>Turnover analysed by geographical market</b> |                       |                       |
| United Kingdom                                  | 63,577                | 56,871                |
| Europe  | 302                   | 276                   |
| Rest of the World                               | 321                   | 312                   |
|   | <b>64,200</b>         | <b>57,459</b>         |

Turnover includes £nil million (2021: £0.034 million) of government grants received from the Coronavirus Job Retention Scheme.

### 4 Operating profit

|   | 2022<br>£'000 | 2021<br>£'000 |
|---|---------------|---------------|
| Operating profit for the year is stated after charging:                                   |               |               |
| Foreign exchange  | 2             | 2             |
| Fees payable to the Company's auditor for the audit of the Company's financial statements | 122           | 90            |
| Depreciation of owned tangible fixed assets   | 4             | 4             |
| Amortisation of intangible assets - goodwill  | 3,538         | 3,538         |
| Amortisation of intangible assets other than goodwill                                     | 18            | 17            |
| Property rental charge  | 2,403         | 2,403         |

**BPP Professional Education Limited****Notes to the financial statements (continued)**  
**For the year ended 31 August 2022****5 Employees**

The average monthly number of persons employed by the Company during the year was:

|                             | <b>2022</b>    | <b>2021</b>    |
|-----------------------------|----------------|----------------|
|                             | <b>Numbers</b> | <b>Numbers</b> |
| Education delivery          | <b>250</b>     | 220            |
| Administration and services | <b>118</b>     | 117            |
|                             | <b>368</b>     | 337            |

Their aggregate remuneration comprised:

|                       | <b>2022</b>   | <b>2021</b>  |
|-----------------------|---------------|--------------|
|                       | <b>£'000</b>  | <b>£'000</b> |
| Wages and salaries    | <b>16,168</b> | 14,807       |
| Social security costs | <b>1,697</b>  | 1,507        |
| Pension costs         | <b>868</b>    | 795          |
|                       | <b>18,733</b> | 17,109       |

In the current year 189, (2021:135) employees of BPP University Limited performed services for the Company. This resulted in staff cost recharges to this entity of £6.41 million (2021: £6.184 million) and as such, these costs were borne by the Company.

The staff costs and staff numbers after these recharges were:

|                             | <b>2022</b>  | <b>2021</b>  |
|-----------------------------|--------------|--------------|
|                             | <b>£'000</b> | <b>£'000</b> |
| Education delivery          | <b>250</b>   | 220          |
| Administration and services | <b>307</b>   | 252          |
|                             | <b>557</b>   | 472          |

Their aggregate remuneration comprised:

|                       | <b>2022</b>   | <b>2021</b>  |
|-----------------------|---------------|--------------|
|                       | <b>£'000</b>  | <b>£'000</b> |
| Wages and salaries    | <b>21,615</b> | 20,092       |
| Social security costs | <b>2,367</b>  | 2,119        |
| Pension costs         | <b>1,160</b>  | 1,081        |
|                       | <b>25,142</b> | 23,292       |

**BPP Professional Education Limited****Notes to the financial statements (continued)**  
**For the year ended 31 August 2022****6 Directors' remuneration**

|   | <b>2022</b>  | <b>2021</b>  |
|---|--------------|--------------|
|   | <b>£'000</b> | <b>£'000</b> |
| Remuneration for qualifying services                          | <b>384</b>   | <b>453</b>   |
| Company pension contributions to defined contribution schemes | <b>15</b>    | <b>15</b>    |
|   | <b>399</b>   | <b>468</b>   |

Remuneration disclosed above include the following amounts paid to the highest paid director:

|   | <b>2022</b>  | <b>2021</b>  |
|---|--------------|--------------|
|   | <b>£'000</b> | <b>£'000</b> |
| Remuneration for qualifying services                          | <b>165</b>   | <b>155</b>   |
| Company pension contributions to defined contribution schemes | <b>6</b>     | <b>6</b>     |
|   | <b>171</b>   | <b>161</b>   |

The directors of the Company are also directors of other BPP Holdings Limited subsidiaries. The directors emoluments are allocated to the relevant entities based on qualifying services. The amount remunerated to directors of the Company by its subsidiaries and not included in Directors' emoluments disclosed above was £0.858 million (2021: £0.781 million). In addition, all of the directors are accruing benefits under the BPP Holdings Limited group pension scheme, which is a defined contribution scheme, in respect of their services to the group Companies. This is included in the amount remunerated to directors of the Company by its fellow group entities above.

**7 Interest receivable and similar income**

|  | <b>2022</b>  | <b>2021</b>  |
|--|--------------|--------------|
|  | <b>£'000</b> | <b>£'000</b> |
| <b>Interest income</b>                   |              |              |
| Interest receivable from group companies | <b>650</b>   | <b>189</b>   |

**BPP Professional Education Limited****Notes to the financial statements (continued)**  
**For the year ended 31 August 2022****8 Taxation**

|  | 2022<br>£'000       | 2021<br>£'000       |
|--|---------------------|---------------------|
| <b>Current tax</b>                                 |                     |                     |
| UK corporation tax on profits for the current year | 2,233               | 1,056               |
| Adjustments in respect of prior years              | 1                   | (72)                |
| <b>Total current tax</b>                           | <u>2,234</u>        | <u>984</u>          |
| <b>Deferred tax</b>                                |                     |                     |
| Origination and reversal of timing differences     | 629                 | 1,020               |
| Adjustments in respect of prior periods            | 3                   | -                   |
| Effect of tax rate change on opening balance       | (135)               | -                   |
|  | <u>497</u>          | <u>1,020</u>        |
| <b>Total tax charge</b>                            | <u><u>2,731</u></u> | <u><u>2,004</u></u> |

The actual charge for the year can be reconciled to the expected charge for the year based on the profit or loss and the standard rate of tax as follows:

|  | 2022<br>£'000       | 2021<br>£'000       |
|--|---------------------|---------------------|
| Profit before taxation   | <u>10,701</u>       | <u>8,735</u>        |
| Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (2021: 19.00%) | 2,033               | 1,660               |
| <i>Effects of:</i>   |                     |                     |
| Fixed asset differences  | 672                 | -                   |
| Tax effect of expenses that are not deductible in determining taxable profit                         | 6                   | 521                 |
| Unutilised tax losses carried forward  | -                   | (855)               |
| Adjustments in respect of prior years  | 1                   | (72)                |
| Deferred tax adjustments in respect of prior years   | 3                   | 175                 |
| Deferred tax - rate difference   | 16                  | (105)               |
| Deferred tax - current-year activity   | -                   | 950                 |
| Other timing differences   | -                   | (270)               |
| <b>Taxation charge for the year</b>  | <u><u>2,731</u></u> | <u><u>2,004</u></u> |

The standard rate of tax applied to reported profit is 19% (2021: 19%). In the Finance Bill 2021, the Government announced that from 1 April 2023 the corporation tax rate would increase to 25% (rather than remaining at 19%, as previously enacted). This new law was substantively enacted on 24 May 2021.

The Company recorded a tax expense of £0.134 million, a tax expense of £0.118 million and a tax expense of £0.057 million during the years ended 31 August 2022, 2021 and 2020 respectively, associated with the change in tax rates.

**BPP Professional Education Limited****Notes to the financial statements (continued)**  
**For the year ended 31 August 2022****9 Intangible fixed assets**

|                                    | <b>Goodwill</b> | <b>Software</b> | <b>Other</b>       |               |
|------------------------------------|-----------------|-----------------|--------------------|---------------|
|                                    | <b>£'000</b>    | <b>£'000</b>    | <b>intangibles</b> | <b>Total</b>  |
|                                    |                 |                 | <b>£'000</b>       | <b>£'000</b>  |
| <b>Cost</b>                        |                 |                 |                    |               |
| At 1 September 2021                | <b>57,378</b>   | <b>15</b>       | <b>90</b>          | <b>57,483</b> |
| Additions                          | <b>-</b>        | <b>-</b>        | <b>47</b>          | <b>47</b>     |
| <b>At 31 August 2022</b>           | <b>57,378</b>   | <b>15</b>       | <b>137</b>         | <b>57,530</b> |
| <b>Amortisation and impairment</b> |                 |                 |                    |               |
| At 1 September 2021                | <b>46,763</b>   | <b>15</b>       | <b>13</b>          | <b>46,791</b> |
| Amortisation charged for the year  | <b>3,538</b>    | <b>-</b>        | <b>18</b>          | <b>3,556</b>  |
| <b>At 31 August 2022</b>           | <b>50,301</b>   | <b>15</b>       | <b>31</b>          | <b>50,347</b> |
| <b>Carrying amount</b>             |                 |                 |                    |               |
| <b>At 31 August 2022</b>           | <b>7,077</b>    | <b>-</b>        | <b>106</b>         | <b>7,183</b>  |
| At 31 August 2021                  | <b>10,615</b>   | <b>-</b>        | <b>77</b>          | <b>10,692</b> |

Other intangibles additions relate to the capitalisation of curriculum development costs. Development costs have been capitalised in accordance with FRS 102 Section 18 Intangible Assets other than Goodwill and are therefore not treated, for dividend purposes, as a realised loss.

**BPP Professional Education Limited**

**Notes to the financial statements (continued)**  
**For the year ended 31 August 2022**

**10 Tangible fixed assets**

|                                    | Short<br>leasehold<br>£'000 | Office<br>Equipment<br>£'000 | Fixture and<br>fittings<br>£'000 | Total<br>£'000 |
|------------------------------------|-----------------------------|------------------------------|----------------------------------|----------------|
| <b>Cost</b>                        |                             |                              |                                  |                |
| At 1 September 2021                | 273                         | 1,420                        | 360                              | 2,053          |
| <b>At 31 August 2022</b>           | <b>273</b>                  | <b>1,420</b>                 | <b>360</b>                       | <b>2,053</b>   |
| <b>Depreciation and impairment</b> |                             |                              |                                  |                |
| At 1 September 2021                | 266                         | 1,420                        | 356                              | 2,042          |
| Depreciation charged in the year   | 3                           | -                            | 1                                | 4              |
| <b>At 31 August 2022</b>           | <b>269</b>                  | <b>1,420</b>                 | <b>357</b>                       | <b>2,046</b>   |
| <b>Carrying amount</b>             |                             |                              |                                  |                |
| <b>At 31 August 2022</b>           | <b>4</b>                    | <b>-</b>                     | <b>3</b>                         | <b>7</b>       |
| At 31 August 2021                  | 7                           | -                            | 4                                | 11             |

**11 Debtors**

|   | 2022<br>£'000 | 2021<br>£'000 |
|---|---------------|---------------|
| <b>Amounts falling due within one year:</b> |               |               |
| Trade debtors                               | 4,881         | 4,131         |
| Amounts due from parent undertaking         | 21,818        | 20,527        |
| Amounts due from fellow subsidiaries        | 282           | 95            |
| Other debtors                               | 49            | 49            |
| Prepayments                                 | 371           | 275           |
| Accrued income                              | 18,428        | 14,061        |
|   | <b>45,829</b> | <b>39,138</b> |

Amounts owed from group undertakings falling due within one year represent loans repayable on demand and trading balances at arm's length settled monthly. Interest is charged on the loan balances at 2.75% above the monthly SONIA rate. The amount charged up to the 1st December 2021 was at 1.75% above the monthly SONIA rate.

**BPP Professional Education Limited****Notes to the financial statements (continued)**  
**For the year ended 31 August 2022****11 Debtors (continued)**

|   | 2022<br>£'000 | 2021<br>£'000 |
|---|---------------|---------------|
| Amounts falling due after more than one year: |               |               |
| Deferred tax asset (note 15)                  | 367           | 864           |
| <b>Total debtors</b>                          | <b>46,196</b> | <b>40,002</b> |

**12 Restricted cash**

|                               | 2022<br>£'000 | 2021<br>£'000 |
|-------------------------------|---------------|---------------|
| Employer apprenticeship funds | 548           | 340           |

**13 Creditors: amounts falling due within one year**

|   | 2022<br>£'000 | 2021<br>£'000 |
|---|---------------|---------------|
| Trade creditors                                 | 85            | 268           |
| Amounts owed to parent undertaking              | -             | 2,085         |
| Amounts due to fellow subsidiaries undertakings | 6,261         | 5,006         |
| Corporation tax                                 | 4,504         | 2,275         |
| Other Taxation and social security              | 971           | 1,232         |
| Deferred income                                 | 3,030         | 1,430         |
| Fees received in advance                        | 835           | 1,551         |
| Other creditors                                 | 584           | 420           |
| Accruals  | 4,726         | 3,563         |
|   | <b>20,996</b> | <b>17,830</b> |

Amounts owed to group undertakings falling due within one year represent loans repayable on demand and trading balances at arm's length settled monthly. Interest is charged on the loan balances at 2.75% above the monthly SONIA rate. The amount charged up to the 1st December 2021 was at 1.75% above the monthly SONIA rate.

**BPP Professional Education Limited****Notes to the financial statements (continued)**  
**For the year ended 31 August 2022****14 Provisions for liabilities**

|               | 2022<br>£'000 | 2021<br>£'000 |
|---------------|---------------|---------------|
| Dilapidations | -             | 142           |

## Movements on provisions:

|                          | Dilapidations<br>£'000 |
|--------------------------|------------------------|
| At 1 September 2021      | 142                    |
| Utilisation of provision | (142)                  |
| At 31 August 2022        | -                      |

***Dilapidations***

The provision for dilapidation costs related to leases that expired in 2018 and was fully utilised in the year.

**15 Deferred taxation**

The following are the major deferred tax assets recognised by the Company and movements thereon:

| Balances:                      | 2022<br>£'000 | 2021<br>£'000 |
|--------------------------------|---------------|---------------|
| Accelerated capital allowances | 367           | 437           |
| Tax losses                     | -             | 427           |
|                                | 367           | 864           |

| Movements in the year:    | 2022<br>£'000 |
|---------------------------|---------------|
| Asset at 1 September 2021 | 864           |
| Credit to profit or loss  | (497)         |
| Asset at 31 August 2022   | 367           |

The deferred tax asset set out above is expected to reverse within 12 months and relates to the utilisation of tax losses against future expected profits of the same year.

**BPP Professional Education Limited****Notes to the financial statements (continued)**  
**For the year ended 31 August 2022****16 Retirement benefit schemes**

|   | <b>2022</b>  | 2021  |
|---|--------------|-------|
|   | <b>£'000</b> | £'000 |
| Defined contribution schemes  |              |       |
| Charge to profit or loss in respect of defined contribution schemes | <b>868</b>   | 795   |

The Company operates a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the Company in an independently administered fund.

**17 Share capital**

|  | <b>2022</b>  | 2021  |
|--|--------------|-------|
|  | <b>£'000</b> | £'000 |
| Issued and fully paid                      |              |       |
| 102 (2021: 102) Ordinary shares of £1 each | -            | -     |

Share capital does not display above, due to rounding, as it is an amount less than £1,000

**18 Reserves****Profit and loss reserves**

The profit and loss reserve represents the cumulative distributable profits and losses, net of dividends and other adjustments.

**Capital contribution reserves**

The Capital Contribution Reserve was created as a result of an entity restructuring exercise to clear out historic intercompany balances between BPPH1 Limited and its subsidiaries, through the waiver of an intercompany loan.

**19 Operating lease commitments****Lessee**

The Company has no lease commitments.

**20 Ultimate controlling party**

In the opinion of the directors, the Company's immediate parent is BPP Holdings Limited, a company incorporated in the United Kingdom and registered in England and Wales. The ultimate parent of the Company is Bright Holdings S.a.r.l. (registered in Luxembourg) and the ultimate controlling party is a group of investment funds managed by TDR Capital LLP (registered in the UK).

Bright Topco Limited is the largest and smallest group undertaking for which consolidated financial statements are prepared. Copies of the Group financial statements of BPPH1 Limited are available from BPP House, Aldine Place, 142-144 Uxbridge Road, Shepherds Bush, London, W12 8AA.