

Phaidon International (UK) Ltd

Annual Report and Financial Statements

Year Ended

31 October 2023

Company Number 05134675

THURSDAY



AD19Z2PE

A3

18/04/2024

#119

COMPANIES HOUSE

Phaidon International (UK) Ltd

Company Information

Directors	J Slipper A J Small A J Williams
Registered number	05134675
Registered office	21 Lombard Street London EC3V 9AH
Independent auditor	BDO LLP 55 Baker Street London W1U 7EU

Phaidon International (UK) Ltd

Contents

	Page
Strategic Report	1 - 7
Directors' Report	8 - 9
Directors' Responsibilities Statement	10
Independent Auditor's Report	11 - 15
Statement of Comprehensive Income	16
Statement of Financial Position	17
Statement of Changes in Equity	18
Notes to the Financial Statements	19 - 42

Phaidon International (UK) Limited

Strategic Report For the year ended 31 October 2023

The directors present their strategic report together with the audited financial statements for Phaidon International (UK) Limited (the "Company") for the year ended 31 October 2023 ("FY23").

Review of the business

The Company helps businesses solve one of their greatest challenges, talent acquisition and is one of the leading global professional search businesses delivering hard to find, highly educated, candidates in business-critical roles. The Company is a key subsidiary of Olympus UK Midco Limited ("Midco"). Midco together with its subsidiaries are known as the "Group".

Despite a softening labour market, as described below, our results demonstrate the resilience of our business. Through our go to market strategy in terms of brands and regional coverage combined with no undue reliance on certain key clients or sales consultants, the Company generated £49m of Net Fee Income ("NFI") representing growth of 8% compared to the same period last year and a 15% CAGR over the last five years. We are pleased with this result given the market conditions highlighted earlier and the financial results announced by our listed direct hire and professional search peers which indicate they on average have experienced contraction levels of between 10-22%.

The softening labour market can be attributed to what is commonly known as "friction" in the recruitment process with candidates and employers.

- Candidates confidence has been damaged due to macroeconomic factors, making it more challenging for individuals to leave their current employers. Often they will leverage external job offers to negotiate better terms with existing employers and no placement fees.
- Employers have been alarmed by tight labour markets, record vacancies, discussions about the great resignation and wage inflation. Hence, last year there was a rush to increase permanent headcount. However, this enthusiasm has subsided as the world transitions into a period of stagnation. Employers are exercising caution, implementing additional hiring checks, freezing headcount. As result the velocity further declines.

As at 31 January 2024, the Company employed 370 sales consultants, which is a 34% increase on January 2023. During 2024, it is the Company's intention to continue to expand organically and to continue to provide global professional search under a contingent model.

Principal risks and uncertainties

We consider the Company's principal risks and uncertainties as part of the overall Group's principal risks and uncertainties given it's a material member of the Group.

The Group's international network reduces its dependence on any one specific geography or economy; nevertheless, global or regional variances still impact the Group's business.

Management structures are in place to allow the Group to react swiftly to changing market conditions. Our international brand strength and the experience of the organically grown management team means the Group is well placed to meet these challenges as demonstrated during the last four years.

The Group is also exposed to foreign exchange risk. The risk is managed through:

- Continual review of our international Group strategy of serving markets locally;
- Competitively reviewing foreign exchange rates; and
- The use of forward exchange contracts where considered appropriate.

The Group is not overly reliant on any one or number of key clients or consultants.

Phaidon International (UK) Limited

Strategic Report For the year ended 31 October 2023 (continued)

Principal risks and uncertainties (continued)

The recruitment industry is governed by an increasing level of compliance which varies from country to country requiring licenses and various solutions for providing interim contractors. The Group manages this by adhering to strict internal controls and continuous legal guidance from external professionals.

Key performance indicators

The Company's key performance indicators are gross profit / net fee income, operating profit and EBITDA. To assess performance against these key performance indicators the directors provide below a summary of results for FY23 as extracted from the Consolidated Statement of Comprehensive Income reported on page 14 of these financial statements.

Results for FY22 and FY23 all in GBP are set out below.

	FY 2022	FY 2023	YoY
	£'000's	£'000's	Increase
Gross profit/NFI	45,148	48,828	8%
Reported Operating profit	12,781	6,247	-51%
Depreciation & Amortisation	1,546	1,654	
Exchange differences	(1,424)	848	
Adoption of IFRS 15 & 16	(1,843)	(2,721)	
Write off of intercompany loans		6,523	
Adjusted EBITDA	11,060	12,551	13%
Staff numbers (average)	390	438	12%

The exchange gain in FY22 was largely due to the increased USD value of the GBP denominated preference shares as the dollar strengthened against sterling. In FY23, the majority of the loss was due to the revaluation of intercompany loan balances.

Outlook

Whilst inflation and interest rates globally are reducing and appear to have peaked respectively, overall prices and interest rates are materially higher than two to three years ago with an increasing challenging geopolitical climate. In 2023, the labour market was challenged with a material pull-back in demand from both clients and candidates.

This means there is a degree of economic and political uncertainty that The Board, alongside the global management team, will continue to monitor carefully together with the labour market which continues to remain challenged.

Inflation and interest rates

The reported inflation in the UK in December 2023 was 4.0% with interest rates in being 5.25%.

Many economic commentators have signalled likely reductions in interest rates in Europe in 2024, given the reported reduction in inflation rates in 2023, the UK inflation rate has fallen by more than half in the last 12 months. However, interest rates continue to remain high compared to recent historical periods and the UK fell into a technical recession in Q4 of 2023.

Phaidon International (UK) Limited

Strategic Report For the year ended 31 October 2023 (continued)

Outlook (continued)

Whilst inflation will increase Phaidon's cost base in terms of staff and other variable operating expense costs and interest rate costs, this is likely to be offset by a combination of:

- Continued demand and supply imbalances in the general job market; and
- Increased NFI generated from placements, as the fee is a percentage of salary.

Global political uncertainty

There appears to be a number of tensions between various governments globally, multi-national corporates and their citizens. The Company, as part of the Group, has demonstrated an ability to operate effectively in these circumstances as evidenced by

- Strong Group financial results in the last five years ended 31 October 2023;
- The Group securing significant investment from a consortium of investors, led by Further Global, to support the future growth of the business in August 2022; and
- Group cash reserves and unused bank facilities totalling \$34m at 31 October 2023

The Board believes it's track record in the last five years together with its focus on the following will put Phaidon and the Company in a strong position to be able to withstand these future uncertainties and challenged labour market:

- Large total addressable market with no dominant players;
- strong diversified end markets;
- geographic spread;
- business critical roles; and
- strong culture.

The Board are confident that we have the resources to continue to support our staff, clients and candidates through this period.

We will continue to follow the advice and guidance from governments and health authorities and our plans will adapt as changes occur.

Section 172 statement - Stakeholder Engagement

Section 172 of the Companies Act 2006 requires Directors to take into consideration the interests of stakeholders in their decision making. In particular, section 172(1) states that regard should be had to the long-term consequences of decisions, the interests of the company's employees, the need to foster the company's business relationships with suppliers, customers and others, the impact of the company's operations on the community and the environment, and the desirability of the company maintaining a reputation for high standards of business conduct.

The following describes how the directors have had regard to the matters set out in section 172 (1) of the Companies Act 2006. This section of the strategic report and the pages to which it refers comprises the Company's section 172(1) statement together with the statements as how the directors have engaged with employees and had regard to their interests and how the directors have had regard to the Company's business relationships with customers, suppliers and other external stakeholders.

During the period, the Board reviewed and assessed who they considered to be the Company's key stakeholder groups. These are identified below together with the reasons why each stakeholder group is considered key.

Employees: We are a people centric business, delivering professional search in a first-class way. This can only be achieved by having a highly engaged workforce.






Clients and candidates: The success of Phaidon depends on offering first class services to our customers.

Phaidon International (UK) Limited

Strategic Report For the year ended 31 October 2023 (continued)

Section 172 statement - Stakeholder Engagement (continued)

Owners (investors): Providing returns to owners ensures our future sustainability.

Our Stakeholders	Our commitment	Mechanisms of Engagement & Feedback
 Employees	To provide a supportive, inclusive culture where they experience career opportunities for development and a long rewarding career	<p>CEO & CFO attendance at regional conferences with Q&A sessions</p> <p>Senior leadership visits to local offices and company events</p> <p>Access to an Employee Assistance Programme helpline</p> <p>The creation in 2022 of a "You Matter Fund" to support employees and their families in a situation of hardship.</p> <p>HR Clinics – drop-in sessions for employees and managers</p>
 Clients & candidates	Find Talent to help clients drive their businesses and support candidates to drive forward their careers	<p>Customer satisfaction surveys</p> <p>Attendance at industry events</p> <p>Thought leadership pieces distributed by brands</p> <p>Provide career advice at leading educational institutions to post graduate students</p>
 Suppliers	Level of strong relationships based on fair terms	<p>Updates on key supplier relationships through corporate services functions.</p> <p>Review of modern slavery policy and anti-bribery and corruption arrangements</p>
 Communities & Government	Make a positive impact	<p>Regular updates to the Board on regulatory engagement.</p> <p>Annual consideration of tax strategy</p> <p>Review of CSR activity</p>
 Owners (investors)	Provision of investment growth and confidence that their investment is under sound stewardship	<p>Widen employee share ownership through a combination of issuing new shares directly to employees and the creation of Phaidon Units Programme (PUPs) to facilitate further wealth inclusion in our key stakeholder groups-Employees.</p> <p>Quarterly board meetings and monthly finance calls with representatives of the institutional shareholders, who are majority shareholders in the business</p>

Phaidon International (UK) Limited

Strategic Report For the year ended 31 October 2023 (continued)

Section 172 statement - Stakeholder Engagement (continued)

Suppliers: Our business needs responsible business suppliers with expertise in areas outside of our core discipline of sourcing talent for our clients.

Communities & Government: Having a positive impact on society, sits firmly in the DNA of our culture.

Review of stakeholder engagement



Employees

Board members dedicated time in the year to progress the culture framework and ensure the employee voice was heard. This included regularly visits to regions and offices by the CEO, CFO and regional MD's and promoting the employee value proposition below:



The employee forum continues to be active to drive CSR, diversity and inclusion and well-being initiatives with a quarterly focus. Throughout 2023, this has continued through the recognition and promotion of notable days such as International Women's Day, Mental Health Awareness, Men's health, Pride and Black History month, internal training sessions for employees and collaboration with clients on ED&I events.

As a global business we prioritize creating a diverse workforce to enable the leaders of tomorrow to succeed. Our program, focused on the women in Phaidon, aims to help develop, guide and enable our female talent to have a successful career. Our Future Female leader program utilizes internal and external coaches and mentors, digital, classroom and virtual training, as well as networking and round table events.

With a determined focus on employee careers and wellbeing, the following key initiatives have been implemented this year or have continued from prior years.

- During 2023, we created a professional, transparent and consistent career competency framework which means everyone at Phaidon will have full visibility and a shared accountability of the skills and behaviours they need to succeed. This is called the "Phaidon Way" and was created to allow the individuals' ownership of their career path but more importantly ensuring all have the tools to succeed and progress;
- Benchmarking our D&I approach;

Phaidon International (UK) Limited

Strategic Report For the year ended 31 October 2023 (continued)

Review of stakeholder engagement (continued)

- Our global employee assistance programme remains in place for the support of employees and their immediate family. This is a confidential service and has proven really beneficial when support for employees has been critical with state and government services having lengthy waiting times; and
- "You Matter Fund", remains in place, lending its name from one of our values which underpins all that we do. The fund is allocated finance to provide short term support on a discretionary basis to those employees who find themselves in a time of hardship and have no recourse to other means of financial assistance.



Clients and Candidates

The CEO and regional MD's discuss feedback from clients and candidates through surveys and feedback from the Phaidon strategic account management programme which is focused on understanding the needs of key client accounts. This engagement has helped prioritise investments in marketing, training and the development of technology.

Regional MD's and brand leaders provide up to date knowledge on market trends at a geographical, brand and sub vertical level to ensure the Board can identify and exploit new markets.



Suppliers

Relationships with key suppliers are discussed at the Board. The CFO on behalf of the Board directly reviews the bi-monthly payment runs ensuring suppliers are paid without undue delay and provides an update to the Board on working capital management.



Communities and Government

The Board strongly supports CSR and fundraising activity which is carried out across all our regions. Our involvement in our local communities around the world focuses on two main areas: corporate partnerships and philanthropic activities. In terms of corporate partnerships, we seek associations which align with our own values and which help advance diversity in the workplace. Below are some examples of initiatives across our regions in the last 12 months.

We completed a TIDE survey (Talent, Inclusion and Diversity Evaluation) from the Employers Network for Equality and Inclusion – ENEI, as part of our commitment to benchmarking our current approach to diversity, equity and inclusion. From this, we will identify our growth areas, have a platform to enact change, and ever-increasingly move towards becoming a business that is a first-rate employer of choice in our industry for everyone.

Phaidon International (UK) Limited

Strategic Report For the year ended 31 October 2023 (continued)

Review of stakeholder engagement (continued)

In addition to the TIDE survey in 2023, we continued to:

- partner with The Brokerage, a charity working with students, usually from disadvantaged backgrounds with no or limited access to resources and opportunities in the corporate world. Our employees volunteer their time through running skills workshops, sharing tips on working in London and general career advice.
- advance diversity internally, we hosted a number of employee events led by our Employee Forum, including workshops with ENEI (Employers Network for Equality and Inclusion) on challenging bias.

Carbon reduction and offsetting

Phaidon have retained a carbon offsetting consultancy business who will support our carbon offsetting initiatives by partnering us with global projects providing solutions to climate change.

As a result of offsetting projects which are verified carbon standard, the Group achieved carbon neutrality for the fourth successive financial year.



Owners

As noted last year, the Board secured new investment at the Group level led by Further Global to:

- Assist in the future growth in the business;
- Reward shareholders who either supported the management buyout in April 2018 or invested in subsequent periods.

Wider share ownership is an important priority for the Board to both support the culture of the business and provide wealth inclusion opportunities for our employees. This is a view endorsed by Ownership Works (<https://ownershipworks>), a recently established non-profit organization in the US that partners with companies and investors to provide all employees with the opportunity to build wealth at work.

The Board and Further Global achieved this by setting aside, at the time of the investment, a significant percentage of the ordinary share capital in the Company for the benefit of all employees that have greater than two years service under a Phaidon Units Programme ("PUP"). This was formally implemented in January 2023 with subsequent awards at the half year and year end leading to circa 500 staff currently having equity in the Group.

Each year, the Board expects more employees to be awarded units based on a combination of merit and tenure.

Representatives of the funds that owned significant stakes in the business throughout the year attended all Board meetings and participated in all key decisions.

The above S172 is available on the Group's Website. www.phaidoninternational.com

Approval

12 March 2024

Approved by the Board on and signed on its behalf by:

J Slipper
Director

Phaidon International (UK) Ltd

Directors' Report For the Year Ended 31 October 2023

The directors present their report together with the audited financial statements for the year ended 31 October 2023.

Principal activities

The principal activities of the Company are the provision of high quality permanent and contract specialist staffing services.

Matters covered in the Strategic Report

Details of future developments of the business are set out in the strategic report on page 1 of these financial statements.

Results and dividends

The profit for the year, after taxation, amounted to £2,969,067 (2022 - £10,093,423).

Dividends totalling £Nil (2022 - £Nil) were proposed and settled during the year.

Directors

The directors who served during the year were:

K Behan (resigned 31 August 2023)
S Yendell (resigned 31 August 2023)
J Slipper
H Gray (resigned 31 August 2023)
A J Small (appointed 31 August 2023)
A J Williams (appointed 31 August 2023)

Financial risks

The Company is exposed through its operations to credit risk, fair value or cash flow interest rate risk, foreign exchange risk and liquidity risk.

The Board has overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's finance function.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility.

Phaidon International (UK) Ltd

Directors' Report (continued) For the Year Ended 31 October 2023

Employment of disabled persons

The Company is committed to a policy of recruitment and promotion on the basis of aptitude and ability without discrimination of any kind.

Particular attention is given to the training and promotion of disabled employees to ensure that their career development is not unfairly restricted by their disability, or perceptions of it. This is achieved through our bespoke "Agile Training" programme.

The Company's HR procedures require full and fair consideration to be given to applications made by disabled persons and to the promotion of disabled persons. Where an employee becomes disabled whilst employed by the Company, the HR procedures also require that reasonable effort is made to ensure they have the opportunity for continued employment within the Company. Retraining of employees who become disabled whilst employed by the Company is offered where appropriate.

In addition, as a member of the Employers Network for Equality and Inclusion (ENEI), senior members of the HR department attend regular seminars and training, whilst senior managers in the organisation undergo an annual external certified equality and diversity training course.

Employee involvement

The Company maintains an HR intranet site that provides employees with information on matters of concern to them as employees together with confidential access to senior HR specialists.

A global employee forum has been established to drive CSR, diversity and inclusion and well-being initiatives.

Further details on employee engagement are found in the strategic report on page 5.

Engagement with suppliers, customers and others

The Company continues to develop relationships with business partners. Further details are provided on pages 5, 6 and 7 of the strategic report.

Disclosure of information to auditor

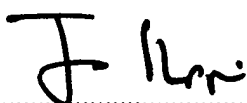
Each of the persons who are directors at the time when this directors' report is approved has confirmed that:

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

Auditor

The auditor, BDO LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 12 March 2024 and signed on its behalf.



.....
J Slipper
Director

Phaidon International (UK) Ltd

Directors' Responsibilities Statement For the Year Ended 31 October 2023

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

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

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

- select suitable accounting policies 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 any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Phaidon International (UK) Ltd

Independent Auditor's Report to the Members of Phaidon International (UK) Ltd

Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 October 2023 and of its profit for the year then ended;
- have been properly prepared in accordance with UK adopted international accounting standards; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Phaidon International (UK) Ltd ("the Company") for the year ended 31 October 2023 which comprise the statement of comprehensive income, the statement of financial position, the statement of changes in equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 *Reduced Disclosure Framework* (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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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.

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.

Phaidon International (UK) Ltd

Independent Auditor's Report to the Members of Phaidon International (UK) Ltd (continued)

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report and financial statements, other than the financial statements and our auditor's report thereon. 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.

Other Companies Act 2006 reporting

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

Responsibilities of directors

As explained more fully in the 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.

Phaidon International (UK) Ltd

Independent Auditor's Report to the Members of Phaidon International (UK) Ltd (continued)

Auditor's responsibilities for the audit of the financial statements

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

Extent to which the audit was 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:

Non-compliance with laws and regulations

Based on:

- Our understanding of the Company and the industry in which it operates;
- Discussion with management and those charged with governance; and
- Obtaining and understanding of the Company's policies and procedures regarding compliance with laws and regulations.

We considered the significant laws and regulations to be the reporting framework (UK adopted international accounting standards, UK GAAP and the Companies Act 2006).

The Company is also subject to laws and regulations where the consequence of non-compliance could have a material effect on the amount or disclosure in the financial statements, for example through the imposition of fines or legislation. We identified such laws and regulations to be labour regulations and tax laws.

Our procedures in respect of the above included:

- Review of minutes of meeting of those charged with governance for any instances of non-compliance with laws and regulations;
- Review of correspondence with tax authorities for any instances of non-compliance with laws and regulations;
- Review of financial statement disclosures and agreeing to supporting documentation; and
- Review of legal expenditure accounts to understand the nature of expenditure incurred.

Phaidon International (UK) Ltd

Independent Auditor's Report to the Members of Phaidon International (UK) Ltd (continued)

Auditor's responsibilities for the audit of the financial statements (continued)

Fraud

We assessed the susceptibility of the financial statements to material misstatement, including fraud. Our risk assessment procedures included:

- Enquiry with management and those charged with governance regarding any known or suspected instances of fraud;
- Obtaining an understanding of the Company's policies and procedures relating to:
 - Detecting and responding to the risks of fraud; and
 - Internal controls established to mitigate risks related to fraud.
- Review of minutes of meeting of those charged with governance for any known or suspected instances of fraud;
- Discussion amongst the engagement team as to how and where fraud might occur in the financial statements;
- Performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud; and
- Considering remuneration incentive schemes and performance targets and the related financial statement areas impacted by these.

Based on our risk assessment, we considered the areas most susceptible to fraud to be revenue recognition at period end.

The auditor's responsibilities relating to fraud in an audit of financial statements requires us to presume the risk of Management Override of controls is present and significant.

Our procedures in this area include, but not limited to, the following:

- Testing a sample of journal entries throughout the year, which met a defined risk criterion, by agreeing to supporting documentation;
- Incorporating unpredictability into our journals testing;
- Assessing significant estimates made by management for bias; and
- Key areas of estimation uncertainty or judgement, for example; revenue recognition, assumptions in IFRS 16 calculations and completeness of accruals and provisions.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members who were all deemed to have appropriate competence and capabilities and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Our audit procedures were designed to respond to risks of material misstatement 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 deliberate concealment by, for example, forgery, misrepresentations or through collusion. 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 are to become aware of it.


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

Phaidon International (UK) Ltd

Independent Auditor's Report to the Members of Phaidon International (UK) Ltd (continued)

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.

DocuSigned by:

4DBAD10598DC44F...

Tim Neathercoat (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
London, UK

Date: 13 March 2024

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Phaidon International (UK) Ltd

Statement of Comprehensive Income For the Year Ended 31 October 2023

	Note	2023 £	2022 £
Turnover	4	79,215,921	72,796,539
Cost of sales		(30,388,192)	(27,648,673)
Gross profit		48,827,729	45,147,866
Administrative expenses		(36,967,163)	(31,150,647)
Exceptional administrative expenses	6	(6,522,557)	-
Fair value movements	18	909,460	(1,216,474)
Operating profit	5	6,247,469	12,780,745
Interest receivable and similar income	9	-	23,954
Interest payable and similar expenses	10	(462,647)	(330,097)
Profit before tax		5,784,822	12,474,602
Tax on profit	11	(2,815,755)	(2,381,179)
Profit and total comprehensive income for the financial year		2,969,067	10,093,423

There was no other comprehensive income for 2023 (2022 - £Nil).

The notes on pages 19 to 42 form part of these financial statements.

Phaidon International (UK) Ltd

Registered number:05134675

Statement of Financial Position As at 31 October 2023

	Note	2023 £	2023 £	2022 £	2022 £
Fixed assets					
Intangible assets	12		2,838,375		2,567,846
Tangible assets	13		3,299,921		2,997,327
			<u>6,138,296</u>		<u>5,565,173</u>
Current assets					
Debtors: amounts falling due within one year	14	35,959,548		30,730,194	
Cash at bank and in hand		2,442,916		4,516,590	
		<u>38,402,464</u>		<u>35,246,784</u>	
Current liabilities					
Creditors: amounts falling due within one year	15	(23,324,983)		(22,374,650)	
Net current assets			<u>15,077,481</u>		<u>12,872,134</u>
Total assets less current liabilities			<u>21,215,777</u>		<u>18,437,307</u>
Non-current liabilities					
Creditors: amounts falling due after more than one year	16		(2,321,095)		(2,551,994)
			<u>18,894,682</u>		<u>15,885,313</u>
Provisions for liabilities					
Other provisions	20		(306,000)		(306,000)
Net assets			<u>18,588,682</u>		<u>15,579,313</u>
Capital and reserves					
Called up share capital	21		51,000		51,000
Profit and loss account	22		18,537,682		15,528,313
Total equity			<u>18,588,682</u>		<u>15,579,313</u>

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

12 March 2024

J Slipper

J Slipper
Director

The notes on pages 19 to 42 form part of these financial statements.

Phaidon International (UK) Ltd

Statement of Changes in Equity For the Year Ended 31 October 2023

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 November 2022	51,000	15,528,313	15,579,313
Comprehensive income for the year			
Profit for the year	-	2,969,067	2,969,067
Total comprehensive income for the year	-	2,969,067	2,969,067
Distributions to shareholders			
Share based payment credit	-	40,302	40,302
At 31 October 2023	51,000	18,537,682	18,588,682

Statement of Changes in Equity For the Year Ended 31 October 2022

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 November 2021	51,000	5,434,890	5,485,890
Comprehensive income for the year			
Profit for the year	-	10,093,423	10,093,423
Total comprehensive income for the year	-	10,093,423	10,093,423
At 31 October 2022	51,000	15,528,313	15,579,313

The notes on pages 19 to 42 form part of these financial statements.

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2023

1. General information

Phaidon International (UK) Ltd is a private company limited by shares and incorporated in England and Wales under the Companies Act 2006. The address of the registered office is given in the company information page of these financial statements and the nature of the Company's operations and its principal activities are set out in the directors' report.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies (see note 3).

The financial statements have been prepared on a historical cost basis except for forward currency contracts held at fair value. The presentational currency is sterling and figures are presented in round pounds.

The principal accounting policies adopted are set out below. The policies have been consistently applied to all the years presented, unless otherwise stated.

The financial statements have been prepared on a going concern basis, the Directors have assessed the long-term prospects of the Company as part of the Group based upon business plans and cash flow projections for the period to March 2025, taking into account an number of external factors such challenges around inflation, high interest rates and global political dynamics. This notes no issues with passing all banking covenants. Due to the strong cash position and the proven track record as evidenced by its financial results the Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future and, consequently, continue to adopt the going concern basis of accounting in preparing the annual financial statements.

The business plans have been sensitised and reverse stress tested to assess the ability of the Group to withstand various downside scenarios, such as a 12% decrease in revenues over a 12 month period. The Directors note that the difficult market conditions this year and the post covid "bounce" in FY22 resulted in an 6% contraction so a 12% decrease would be unrealistic.

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2023

2. Accounting policies (continued)

2.1 Basis of preparation of financial statements (continued)

Recession-Inflation and rising interest rates

The reported inflation in the US and UK in December 2023 was 3.4% and 4.0% respectively with interest rates in the US and UK in December being 5.5% and 5.25% respectively.

Many economic commentators and the Federal reserve have signalled likely reductions in interest rates in both Europe and the USA in 2024, given the reported reduction in inflation rates in 2023, the US inflation rate has fallen by more than half in the last 12 months. However, if interest rates continue to remain high compared to recent historical periods this may result in a possible recession in both regions in 2024.

Whilst inflation will increase Phaidon's cost base in terms of staff and other variable operating expense costs and interest rate costs, this is likely to be offset by a combination of:

- Continued demand and supply imbalances in the general job market;
- Increased NFI generated from placements, as the fee is a percentage of salary; and
- An interest rate cap of \$150m entered in Q4 2022.

Global political uncertainty

There appears to be a number of tensions between various governments globally, multi-national corporates and their citizens. The Company, as part of the Group, has demonstrated an ability to operate effectively in these circumstances as evidenced by

- Strong Group financial results and a CAGR of 25% in the last five years ended 31 October 2023;
- The Group securing significant investment from a consortium of investors, led by Further Global, to support the future growth of the business in August 2022; and
- Group cash reserves and unused bank facilities totalling \$34m at 31 October 2023, of which \$Nil was drawn at the end of the financial year.

The Board believes it's track record in the last five years together with its focus on the following will put Phaidon and the Company in a strong position to be able to withstand these future uncertainties and challenged labour market:

- large total addressable market with no dominant players;
- strong diversified end markets;
- geographic spread;
- business critical roles; and
- strong culture.

The Board are confident that we have the resources to continue to support our staff, clients and candidates through this period.

We will continue to follow the advice and guidance from governments and health authorities and our plans will adapt as changes occur.

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2023

2. Accounting policies (continued)

2.2 Financial Reporting Standard 101 - reduced disclosure exemptions

In preparing these financial statements the Company has taken advantage of certain disclosure exemptions conferred by FRS 101. These financial statements do not include:

- Additional comparative information as per IAS 1 Presentation of Financial Statements paragraph 38 in respect of:
 - Including a reconciliation of the number of shares outstanding at the start and end of the prior period; and
 - Reconciliations of the carrying amounts of property, plant and equipment, intangibles assets and investment property at the start and the end of the prior period.
- A statement of cash flows;
- A statement of compliance with IFRS (a statement of compliance with FRS 101 is provided instead);
- Disclosure of the effect of future accounting standards not yet adopted;
- Additional comparative information for narrative disclosures and information, beyond IFRS requirements;
- Disclosures in relation to the objectives, policies and process for managing capital;
- The remuneration of key management personnel;
- Related party transactions with two or more wholly owned members of the Group;
- Certain disclosures required under IFRS 15 Revenue from Contracts with Customers; and
- The maturity analysis of lease liabilities, as required by paragraph 58 of IFRS 16 Leases, has not been disclosed separately as details of indebtedness required by Companies Act has been presented separately for lease liabilities in note 16.

In addition, and in accordance with FRS 101, further disclosure exemptions have been applied because equivalent disclosures are included in the consolidated financial statements of Olympus UK Midco Limited. These financial statements do not include certain disclosures in respect of:

- Financial Instrument disclosures as required by IFRS 7 Financial Instruments: Disclosures; and
- Fair value measurements – details of the valuation techniques and inputs used for fair value measurement of assets and liabilities as per paragraphs 91 to 99 of IFRS 13 Fair Value Measurement.

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2023

2. Accounting policies (continued)

2.3 New standards, interpretations and amendments effective for accounting periods beginning on or after 1 January 2022

There are no amendments to accounting standards, or IFRIC interpretations that are effective for the year ended 31 October 2023 which have had a material impact on the Company.

2.4 Revenue

The Company is in the business of providing recruitment services. IFRS 15 requires revenue to be recognised once value has been received by the customer and when the performance obligations have been satisfied. IFRS 15 prohibits the recognition of upfront fees such as retainers and these should be recognised in line with permanent placements.

Performance obligations and timing of revenue recognition

Revenue recognised from permanent placements is typically based on a percentage of the candidate's remuneration package. This income is recognised and billed when the candidate commences employment. The revenue recognition remains appropriate as the Company's performance obligation has been performed once the candidate is placed.

Revenue from temporary placements represent amounts billed for the services of temporary staff, including the cost of these staff, and is recognised when the service has been provided. The Company's only performance obligation has been satisfied and revenue is recognised when the service has been provided and is billed in arrears.

Invoices are raised with credit terms of between 30 to 60 days typically.

Determining the transaction price

The majority of the Company's revenue is derived from fixed price contracts linked to candidates' salaries. Contracts provide customers with a limited right of return. Historical experience enables the Company to estimate reliably the value of services that will be returned and restrict the amount of revenue that is recognised such that it is highly probable that there will not be a reversal of previously recognised revenue. In such cases the revenue will be deferred and recorded in the statement of financial position.

Allocating amounts to performance obligations

There is a fixed price for each placement, therefore, there is no judgement involved in allocating the price to the only performance obligation.

Practical Exemptions

The Company has taken advantage of the practical exemptions relating to financing components and incremental cost as both have time frames of less than one year.

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2023

2. Accounting policies (continued)

2.5 Intangible assets

Intangible assets with finite economic lives are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses. Amortisation is charged from the date the asset is in use and is included within administrative expenses in the statement of comprehensive income.

The estimated useful lives range as follows:

Software and licenses	-	3 years straight line
-----------------------	---	-----------------------

2.6 Goodwill

Goodwill represents the excess of the cost of a business combination over the Company's interest in the fair value of identifiable assets, liabilities and contingent liabilities acquired.

Under the transitional arrangements of IFRS 1, the net book value of goodwill as at 31 October 2014 of £2,336,058 has been carried as deemed cost.

Goodwill is not amortised in accordance with IFRS 3 Business Combinations. This accounting policy is a departure from the Companies Act 2006 for the purpose of giving a true and fair view. Had goodwill been amortised over its useful economic life, previously considered to be 5 years, it would have been fully amortised by the year ended 31 October 2018.

Goodwill is capitalised as an intangible asset with any impairment in carrying value being charged to the statement of comprehensive income.

2.7 Impairment of non-financial assets (excluding deferred tax assets)

Non-financial assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable, or annually for goodwill. Where the carrying value of an asset exceeds its recoverable amount (i.e. the higher of value in use and fair value less costs to sell), the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the smallest group of assets to which it belongs for which there are separately identifiable cash flows - its cash generating units ('CGUs'). Goodwill is allocated on initial recognition to each of the Group's CGUs that are expected to benefit from a business combination that gives rise to the goodwill.

Impairment charges are included in the statement of comprehensive income, except to the extent they reverse gains previously recognised in other comprehensive income. An impairment loss recognised (except for goodwill) is reversed in a subsequent period if, and only if, the reasons for the impairment loss have ceased to apply. Any impairment of goodwill is not reversed.

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2023

2. Accounting policies (continued)

2.8 Tangible fixed assets

Items of property, plant and equipment are initially recognised at cost. As well as the purchase price, cost includes directly attributable costs.

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

Depreciation is provided on the following basis:

Leasehold improvements	-	7 years straight line
Office equipment	-	3 years straight line
Fixtures and fittings	-	3 years straight line

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

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the statement of comprehensive income.

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2023

2. Accounting policies (continued)

2.9 Financial instruments

Financial assets

The Company classifies its financial assets into one of the categories discussed below, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss

The Company does not have any assets held for trading nor does it voluntarily classify any financial assets as being at fair value through profit or loss.

Amortised cost

These assets arise principally from the provision of services to customers (e.g., trade debtors), but also incorporate other types of financial assets where the objective is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

Impairment provisions for current and non-current trade debtors are recognised based on the simplified approach within IFRS 9 using a provision matrix in the determination of the lifetime expected credit losses. During this process the probability of the non-payment of the trade debtors is assessed. This probability is then multiplied by the amount of the expected loss arising from default to determine the lifetime expected credit loss for the trade debtors. For trade debtors, which are reported net, such provisions are recorded in a separate provision account with the loss being recognised within cost of sales in the statement of comprehensive income. On confirmation that the trade debtor will not be collectable, the gross carrying value of the asset is written off against the associated provision.

Impairment provisions for receivables from related parties and loans to related parties are recognised based on a forward looking expected credit loss model. The methodology used to determine the amount of the provision is based on whether there has been a significant increase in credit risk since initial recognition of the financial asset. For those where the credit risk has not increased significantly since initial recognition of the financial asset, twelve month expected credit losses along with gross interest income are recognised. For those for which credit risk has increased significantly, lifetime expected credit losses along with the gross interest income are recognised. For those that are determined to be credit impaired, lifetime expected credit losses along with interest income on a net basis are recognised.

From time to time, the Company elects to renegotiate the terms of trade debtors due from customers with which it has previously had a good trading history. Such renegotiations will lead to changes in the timing of payments rather than changes to the amounts owed and, in consequence, the new expected cash flows are discounted at the original effective interest rate and any resulting difference to the carrying value is recognised in the statement of comprehensive income (operating profit).

The Company's financial assets measured at amortised cost comprise trade and other debtors and cash and cash equivalents in the statement of financial position. Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less, and - for the purpose of the statement of cash flows - bank overdrafts. Bank overdrafts are shown within 'Creditors: amounts falling due within one year' on the statement of financial position.

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2023

2. Accounting policies (continued)

2.9 Financial instruments (continued)

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was acquired. The Company does not have any liabilities held for trading nor does it voluntarily classify any financial liabilities as being at fair value through profit or loss. The Company's accounting policy for each category is as follows:

- Bank borrowings are initially recognised at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the statement of financial position. Interest expense in this context includes initial transaction costs and premium payable on redemption, as well as any interest or coupon payable while the liability is outstanding.
- Trade creditors and other short-term monetary liabilities, which are initially recognised at fair value and are subsequently carried at amortised cost using the effective interest method.

2.10 Foreign currency translation

Transactions entered into by Company in a currency other than the currency of the primary economic environment in which they operate (their "functional currency") are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the reporting date. Exchange differences arising on the retranslation of unsettled monetary assets and liabilities are recognised immediately in the statement of comprehensive income.

2.11 Holiday pay accrual

A liability is recognised to the extent of any unused holiday pay entitlement which is accrued at the statement of financial position date and carried forward to future periods. This is measured at the undiscounted salary cost of the future holiday entitlement so accrued at the statement of financial position date.

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2023

2. Accounting policies (continued)

2.12 Leased assets

Identifying Leases

The Company accounts for a contract, or a portion of a contract, as a lease when it conveys the right to use an asset for a period of time in exchange for consideration. Leases are those contracts that satisfy the following criteria:

- (a) There is an identified asset;
- (b) The Company obtains substantially all the economic benefits from use of the asset; and
- (c) The Company has the right to direct use of the asset.

The Company considers whether the supplier has substantive substitution rights. If the supplier does have those rights, the contract is not identified as giving rise to a lease.

In determining whether the Company obtains substantially all the economic benefits from use of the asset, the Company considers only the economic benefits that arise from the use of the asset, not those incidental to legal ownership or other potential benefits.

In determining whether the Company has the right to direct use of the asset, the Company considers whether it directs how and for what purpose the asset is used throughout the period of use. If there are no significant decisions to be made because they are pre-determined due to the nature of the asset, the Company considers whether it was involved in the design of the asset in a way that predetermines how and for what purpose the asset will be used throughout the period of use. If the contract or portion of a contract does not satisfy these criteria, the Company applies other applicable IFRSs rather than IFRS 16.

All leases are accounted for by recognising a right-of-use asset and a lease liability except for:

- Leases of low value assets; and
- Leases with a duration of 12 months or less.

Lease Measurement

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless (as is typically the case) this is not readily determinable, in which case the Company's Incremental borrowing rate on commencement of the lease is used. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2023

2. Accounting policies (continued)

2.12 Leased assets (continued)

Lease Measurement (continued)

On initial recognition, the carrying value of the lease liability also includes:

- amounts expected to be payable under any residual value guarantee;
- the exercise price of any purchase option granted in favour of the Company if it is reasonably certain to assess that option; and
- any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of termination option being exercised.

Right of use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

- lease payments made at or before commencement of the lease;
- initial direct costs incurred; and
- the amount of any provision recognised where the Company is contractually required to dismantle, remove or restore the leased asset (typically leasehold dilapidations - see note 20).

Subsequent to initial measurement lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right-of-use assets are amortised on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if, rarely, this is judged to be shorter than the lease term.

When the Company revises its estimate of the term of any lease (because, for example, it re-assesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted using a revised discount rate. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised, except the discount rate remains unchanged. In both cases an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term. If the carrying amount of the right-of-use asset is adjusted to zero, any further reduction is recognised in the statement of comprehensive income.

When the Company renegotiates the contractual terms of a lease with the lessor, the accounting depends on the nature of the modification:

- if the renegotiation results in one or more additional assets being leased for an amount commensurate with the standalone price for the additional rights-of-use obtained, the modification is accounted for as a separate lease in accordance with the above policy.
- in all other cases where the renegotiated increases the scope of the lease (whether that is an extension to the lease term, or one or more additional assets being leased), the lease liability is remeasured using the discount rate applicable on the modification date, with the right-of-use asset being adjusted by the same amount.
- if the renegotiation results in a decrease in the scope of the lease, both the carrying amount of the lease liability and right-of-use asset are reduced by the same proportion to reflect the partial of full termination of the lease with any difference recognised in the statement of comprehensive income. The lease liability is then further adjusted to ensure its carrying amount reflects the amount of the renegotiated payments over the renegotiated term, with the modified lease payments discounted at the rate applicable on the modification date. The right-of-use asset is adjusted by the same amount.

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2023

2. Accounting policies (continued)

2.12 Leased assets (continued)

For contracts that both convey a right to the Company to use an identified asset and require services to be provided to the Company by the lessor, the Company has elected to account for the entire contract as a lease, i.e. it does allocate any amount of the contractual payments to, and account separately for, any services provided by the supplier as part of the contract.

The Company adopted IFRS 16 using the modified retrospective approach, with recognition of transitional adjustments on the date of initial application (1 November 2019), without restatement of comparative figures. The Company elected to apply the practical expedient to not reassess whether a contract is, or contains a lease at the date of initial application. Contracts entered into before the transition date that were not identified as leases under IAS 17 and IFRIC 4 were not reassessed. The definition of a lease under IFRS 16 is applied only to contracts entered into or changed on or after 1 November 2019. On adoption of IFRS 16, lease liabilities were measured at the present value of the remaining payments, discounted using the Company's incremental borrowing rate as at 1 November 2019, of 7.28%, as permitted by practical expedient C10(a).

2.13 Pensions

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

The contributions are recognised as an expense in the statement of comprehensive income when they fall due. Amounts not paid are shown in other creditors as a liability in the statement of financial position. The assets of the plan are held separately from the Company in independently administered funds.

2.14 Dilapidation provision

Provisions are made where an event has taken place that gives the Company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

If a lease contract requires the lessee to remove any assets it has installed in the leased property the removal obligation arises immediately upon installation. A liability is recognised for the present value of the future cost of removal of the assets at the date they are installed. This amount is included as part of the cost of the asset and depreciated accordingly.

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2023

2. Accounting policies (continued)

2.15 Share-based payments

In November 2022 the Phaidon Group introduced the Phaidon Units Programme ("PUP"). The units awarded under the PUP represent a notional entitlement to a proportion of the value of the 300,000 ordinary C shares of Olympus Jersey Topco held by the EBT at the time of an exit. In accordance with IFRS 2, the units awarded to employees of Phaidon International (UK) Limited will be accounted for as an equity settled scheme, given that the programme is not settled in the equity instruments of Phaidon International (UK) Limited.

The fair value of the PUP at the date of grant is charged to the statement of comprehensive income over the vesting period with a corresponding entry in retained earnings. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of units that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the PUP. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether the market vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

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

2.16 Current and deferred taxation

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

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

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the statement of financial position date, except that:

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

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

2.17 Exceptional items

Exceptional items are transactions that fall within the ordinary activities of the Company but are presented separately due to their size or incidence.

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2023

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

The preparation of financial statements in accordance with FRS 101 requires the Company's directors to exercise judgement in applying the Company's accounting policies. The areas where significant judgements and estimates have been made in preparing the financial statements are summarised as follows:

- *Impairment of goodwill (see note 12)*

The Company is required to test, on an annual basis, whether goodwill has suffered any impairment and other assets where there has been an indication of impairment. The recoverable amount is determined based on value in use calculations. The use of this method requires the estimation of future cash flows and the selection of a discount rate in order to calculate the present value of the cash flows. Actual outcomes may vary and result in the impairment of intangibles and the amount charged to the statement of comprehensive income.

- *Useful lives of intangible assets and property, plant and equipment (see notes 12 and 13)*

Intangible assets and property, plant and equipment are amortised or depreciated over their useful lives. Useful lives are based on management's estimates of the period that the assets will generate revenue, which are periodically reviewed for continued appropriateness. Changes to estimates can result in significant variations in the carrying value and amounts charged to the statement of comprehensive income in specific years.

- *Amounts owed by group undertakings (see note 14)*

Determine whether there are any indicators that the amounts due from group undertakings are not recoverable. Where it is assessed that balances exceed the recoverable amount, the asset is written down accordingly.

- *Dilapidation provision (see note 20)*

The Company has provided for dilapidations on its London leasehold property based on £15 per square foot. The amount payable per square foot is an estimate based upon market rates for office fit out costs in London. Actual costs may vary and result in a charge to the statement of comprehensive income.

- *Incremental borrowing rate used to measure lease liabilities (see note 16)*

Where the interest rate implicit in the lease cannot be readily determined, lease liabilities are discounted at the lessee's incremental borrowing rate. This is the rate of interest that the lessee would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. This involves assumptions and estimates, which would affect the carrying value of the lease liabilities (note 16) and the corresponding right-of-use assets (note 13).

To determine the incremental borrowing rate the Company uses recent third-party financing as a starting point, and adjusts this for conditions specific to the lease such as its term and security.

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2023

4. Turnover

Turnover arises from the provision of services and can be analysed by country of destination as follows:

	2023 £	2022 £
Geographical market		
United Kingdom	12,822,756	12,273,896
USA	22,183,762	17,988,965
Europe	43,435,666	41,795,745
Asia Pacific	323,962	287,572
Middle East	234,948	116,736
Rest of the world	214,827	333,625
	<u>79,215,921</u>	<u>72,796,539</u>

5. Operating profit

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

	2023 £	2022 £
Staff costs (see note 7)	33,151,125	32,613,015
Depreciation of tangible fixed assets	319,789	284,209
Depreciation of right-of-use assets*	1,149,597	754,969
Amortisation of intangible assets	184,205	507,208
Auditor's remuneration	38,635	35,773
Fair value adjustment on forward contracts	(909,460)	1,216,474
Exchange differences	1,757,182	(2,640,423)
Low value lease expense	200,858	51,539
Write off of intercompany loans (see note 6)	<u>6,522,557</u>	<u>-</u>

* Depreciation charges on the Company's right-of-use assets are recognised within administrative expenses.

Fees paid to the Company's auditor, BDO LLP, for services other than the statutory audit for the Company are not disclosed in Phaidon International (UK) Ltd's accounts since the consolidated accounts of Plato UK Topco Limited are required to disclose non-audit fees on a consolidated basis.

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2023

6. Exceptional items

	2023 £	2022 £
Write off of intercompany loans	6,522,557	-

During the year, the intercompany balances with Plato UK Bidco Limited and Plato UK Topco Limited were written off to the statement of comprehensive income.

7. Employees

Staff costs, including directors' remuneration, were as follows:

	2023 £	2022 £
Wages and salaries	28,743,939	28,252,796
Social security costs	4,089,470	3,586,019
Cost of defined contribution scheme	358,018	774,200
	33,191,427	32,613,015

The average monthly number of employees, including the directors, during the year was as follows:

	2023 No.	2022 No.
Back office staff (including directors)	125	104
Consultants	313	286
	438	390

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2023

8. Directors' remuneration

	2023 £	2022 £
Directors' emoluments	552,802	821,886
Company contributions to defined contribution pension schemes	15,451	18,400
	<u>568,253</u>	<u>840,286</u>

During the year retirement benefits were accruing to 3 directors (2022 - 3) in respect of defined contribution pension schemes.

The highest paid director received remuneration of £253,829 (2022 - £400,000).

The value of the Company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £10,000 (2022 - £7,200).

9. Interest receivable and similar income

	2023 £	2022 £
Interest receivable from group companies	-	23,892
Other interest receivable	-	62
	<u>-</u>	<u>23,954</u>

10. Interest payable and similar charges

	2023 £	2022 £
Bank interest payable	-	61,611
Interest on lease liabilities	387,161	268,486
Other interest payable	75,486	-
	<u>462,647</u>	<u>330,097</u>

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2023

11. Taxation

	2023 £	2022 £
Corporation tax		
Current tax on profits for the year	2,774,585	2,400,236
Adjustments in respect of previous periods	(43,010)	(11,206)
Total current tax	2,731,575	2,389,030
Deferred tax		
Origination and reversal of timing differences	30,303	(18,282)
Adjustment in respect of previous periods	50,537	10,431
Effect of changes in tax rates	3,340	-
Total deferred tax	84,180	(7,851)
Taxation on profit on ordinary activities	2,815,755	2,381,179
Factors affecting tax charge for the year		
The tax assessed for the year is higher than (2022 - higher than) the standard rate of corporation tax in the UK of 22.52% (2022 - 19%). The differences are explained below:		
	2023 £	2022 £
Profit on ordinary activities before tax	5,784,822	12,474,602
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 22.52% (2022 - 19%)	1,302,614	2,370,174
Effects of:		
Non-deductible expenses	1,506,580	16,168
Adjustment in respect of prior years	7,527	(775)
Income not taxable	(4,306)	-
Rate differential	3,340	(4,388)
Total tax charge for the year	2,815,755	2,381,179

Factors that may affect future tax charges

On 1 April 2023 the main rate of corporation tax increased to 25% from the previous rate of 19%. The tax rate applied of 22.52% represents a blended rate to account for the two rates which were in effect throughout the year. The deferred tax balances have been measured using the rates expected to apply in the reporting periods when the timing differences are expected to reverse.

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2023

12. Intangible assets

	Goodwill £	Software and licenses £	Total £
Cost			
At 1 November 2022	2,336,058	1,997,764	4,333,822
Additions	-	454,734	454,734
Disposals	-	(1,851,140)	(1,851,140)
At 31 October 2023	2,336,058	601,358	2,937,416
Amortisation			
At 1 November 2022	-	1,765,976	1,765,976
Charge for the year	-	184,205	184,205
Disposals	-	(1,851,140)	(1,851,140)
At 31 October 2023	-	99,041	99,041
Net book value			
At 31 October 2023	2,336,058	502,317	2,838,375
At 31 October 2022	2,336,058	231,788	2,567,846

The goodwill is subject to annual impairment review based on a value in use calculation whereby the discounted cash flow projections of the CGU are reviewed against the relevant goodwill carrying amount. Cash flow projections are based on budgeted information.

Discount rates of 12% are applied and growth in the short term projected to be 20% annually with profits remaining stable.

Under the transitional arrangements of IFRS 1, the net book value of £2,336,058 as at 31 October 2014 was carried forward as deemed cost.

Included within software and licenses is the cost of a new Client Relationship Manager system. The net book value at 31 October 2023 is £Nil (2022 - £82,318). The estimated useful life of the system is three years from the go live date of December 2019 from which point amortisation has been charged.

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2023

13. Tangible fixed assets

	Leasehold improvements £	Fixtures and fittings £	Office equipment £	Right-of-use asset £	Total £
Cost					
At 1 November 2022	384,794	632,975	1,331,768	4,379,685	6,729,222
Additions	68,826	36,012	285,835	1,389,746	1,780,419
Disposals	-	(476,635)	(1,020,152)	-	(1,496,787)
Effect of modification to lease terms	-	-	-	(8,439)	(8,439)
At 31 October 2023	<u>453,620</u>	<u>192,352</u>	<u>597,451</u>	<u>5,760,992</u>	<u>7,004,415</u>
Depreciation					
At 1 November 2022	199,318	514,043	1,077,442	1,941,092	3,731,895
Charge for the year	74,531	60,990	184,268	1,149,597	1,469,386
Disposals	-	(476,635)	(1,020,152)	-	(1,496,787)
At 31 October 2023	<u>273,849</u>	<u>98,398</u>	<u>241,558</u>	<u>3,090,689</u>	<u>3,704,494</u>
Net book value					
At 31 October 2023	<u>179,771</u>	<u>93,954</u>	<u>355,893</u>	<u>2,670,303</u>	<u>3,299,921</u>
At 31 October 2022	<u>185,476</u>	<u>118,932</u>	<u>254,326</u>	<u>2,438,593</u>	<u>2,997,327</u>

Right-of-use assets relate solely to land and buildings.

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2023

14. Debtors

	2023 £	2022 £
Trade debtors	12,291,298	12,369,015
Amounts owed by group undertakings - trading balances	20,581,757	11,964,114
Other debtors	817,892	4,356,517
Prepayments and accrued income	2,055,823	1,743,590
Deferred taxation (see note 19)	212,778	296,958
	<u>35,959,548</u>	<u>30,730,194</u>

Other debtors include rental deposits totalling £127,476 (2022 - £80,162) which are due after more than one year.

All intercompany trading balances are provided interest free and are repayable on demand.

15. Creditors: amounts falling due within one year

	2023 £	2022 £
Trade creditors	4,278,988	4,620,428
Amounts owed to group undertakings	7,550,933	3,450,138
Corporation tax	2,581,145	1,883,284
Taxation and social security	972,272	948,755
Lease liabilities	1,685,731	1,038,089
Other creditors	1,875,529	1,658,452
Accruals and deferred income	4,380,385	7,866,044
Financial instruments - forward foreign exchange contracts	-	909,460
	<u>23,324,983</u>	<u>22,374,650</u>

Amounts owed to group undertakings are provided interest free and are repayable on demand.

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2023

16. Creditors: amounts falling due after more than one year

	2023 £	2022 £
Lease liabilities	<u>2,321,095</u>	<u>2,551,994</u>

Included within creditors are the following amounts:

	Lease liabilities 2023 £	Lease liabilities 2022 £
Due within 1 year	1,685,731	1,038,089
Between 1-2 years	1,837,912	1,135,754
Between 2-5 years	483,183	1,416,240
	<u>4,006,826</u>	<u>3,590,083</u>

17. Leases

In the capacity as lessee

The Company leases four floors of 21 Lombard Street, London, a building in the jurisdiction the Company operates in. The periodic rent is fixed over the lease term that runs to December 2025 for three floors and March 2026 for the remaining floor.

The total cash outflow for leases during the year was £1,360,145 (2022 - £992,072).

The aggregate undiscounted commitments for short-term and low value leases not recognised in the statement of financial position at year end is £557,417 (2022 - £108,938).

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2023

18. Financial instruments

At the year end the Company held forward foreign currency exchange contracts that are classified as fair value through profit and loss. At 31 October 2023 the forward foreign exchange contracts were categorised as follows:

	2023 £	2022 £
Financial liabilities		
Derivative financial instruments measured at fair value through profit or loss		
- Forward foreign exchange contracts	-	(909,460)
Profit for the year has been arrived at after (crediting)/charging:		
	2023 £	2022 £
Financial instruments designated as fair value through profit and loss	(909,460)	1,216,474

19. Deferred taxation

	2023 £	2022 £
At beginning of year	296,958	289,107
(Charged)/credited to profit or loss	(33,643)	7,851
Adjustment in respect of prior years	(50,537)	-
At end of year	212,778	296,958

The deferred tax asset is made up as follows:

	2023 £	2022 £
Temporary trading differences	104,584	120,720
Fixed assets	108,194	176,238
	212,778	296,958

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2023

20. Provisions

	Dilapidation provision £
At 1 November 2022	306,000
At 31 October 2023	306,000

The dilapidation provision represents the present value of the future cost to the Company of returning the leasehold property to its original condition at the end of the lease term in 2025.

The main uncertainty relates to estimating the cost that will be incurred at the end of the lease.

21. Share capital

	2023 £	2022 £
Allotted, called up and fully paid		
5,100,000 ordinary shares of £0.01 each	51,000	51,000

All shares rank pari passu for dividend rights and provide the holder with one vote.

22. Reserves

The Company's capital and reserves are as follows:

Called up share capital

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

Profit and loss account

The profit and loss account represents cumulative profits or losses net of dividends settled and other adjustments.

23. Charge over assets

The Company entered into debentures on 15 November 2022 containing fixed and floating charges over its assets, to secure the loan facilities of Olympus US Bidco LLC. At 31 October 2023 the amount outstanding under this facility was \$233,500,000 (2022 - \$259,315,136).

Phaidon International (UK) Ltd

Notes to the Financial Statements For the Year Ended 31 October 2023

24. Share-based payments

In November 2022 the Phaidon Group introduced the Phaidon Units Programme ("PUP"), widening the Groups employee share ownership to motivate and assist in staff retention. An Employee Benefit Trust (EBT) was set up which holds 150,000 ordinary B shares and 300,000 ordinary C shares in Olympus Jersey Topco Limited, to fund the scheme.

The scheme is for the benefit of all employees that have greater than two years service and units in the scheme are awarded at yearly or half yearly intervals based on a combination of merit and tenure. The units awarded represent a notional entitlement to a proportion of the value of 150,000 ordinary B shares and 300,000 ordinary C shares held by the EBT at the time of an exit, currently expected to be 5 years from the introduction of the programme. Holders of units must remain employees of the Group at the time of an exit, when the programme will vest. Employees are not required to pay for their units and the PUP will be settled in cash.

In accordance with IFRS 2, the units awarded to employees of Phaidon International (UK) Limited will be accounted for as an equity settled scheme, given that the programme is not settled in the equity instruments of Phaidon International (UK) Limited.

The fair value of the units awarded were estimated using external valuation experts having applied a Binomial model underpinned by various trading and exit assumptions provided by the directors.

25. Pension commitments

The Company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pension cost charge represents contributions payable by the Company to the fund and amounted to £342,567 (2022 - £755,800).

At the year end there were contributions payable to the fund of £112,336 (2022 - £176,878) included in other creditors.

26. Immediate and ultimate parent company

The immediate parent company is Plato UK Bidco Limited, a company incorporated and registered in England and Wales. The Company's ultimate parent company is Olympus FG Holdco, L.P. registered in the Cayman Islands.

The largest and smallest group of undertakings for which consolidated accounts are drawn up and in which the Company is included is the Group headed by Olympus UK Midco Limited. Copies of the Group financial statements are available from Companies House, Cardiff, CF14 3UZ. The registered office of Olympus UK Midco Limited is 21 Lombard Street, London, EC3V 9AH.