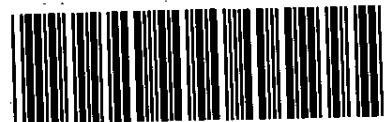

SEPTIMO LIMITED

UNAUDITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2022

TUESDAY



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SEPTIMO LIMITED

COMPANY INFORMATION

Directors Mr Nadim Nsouli
Mr Alexander Clement
Mr Robert Rostas

Company secretary Intertrust (UK) Limited

Registered number 06293309

Registered office Sixth Floor
3 Burlington Gardens
London
United Kingdom
W1S 3EP

Bankers Barclays Bank
1 Churchill Place
London
E14 5HP

SEPTIMO LIMITED

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SEPTIMO LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 AUGUST 2022

Principal activities

The principal activity of Septimo Limited ("the Company") is that of an intermediate holding company.

Business review and future developments

The profit and loss account is set out on page 4

The Directors consider the underlying performance of the Company to be satisfactory. It is the intention of the Company to continue in its principal activity for the foreseeable future.

The Company's net liabilities were £133,549 as at 31 August 2022 (2021: £158,609).

Key performance indicators

The company uses a range of key performance indicators (KPIs) to monitor performance and progress towards strategic objectives. The principal KPIs are Profit for the year.

An analysis of these KPIs is provided in the table below.

	2022	2021	Quantitative analysis
Profit	£25,060	£11,899	The release of excess cost accruals resulted in a profit being recorded for the year.

Principal risks and uncertainties

The Company's operations expose it to a variety of financial risks that include liquidity risk. The ultimate parent of the Company has mechanisms in place that seek to limit the impact of the adverse effects of these risks on the financial performance of the Company.

Liquidity risk

The Company is in a net liability position but actively manages its finances to ensure that the Company has sufficient funds available for its operations, including through obtaining additional support from other group entities.

Market risk

The company actively looks to maintain and improve product quality and customer offerings, which together with established strong customer relationships combine to mitigate market risks.

This report was approved by the board on 23 January 2023 and signed on its behalf.



Mr Alexander Clement
Director

SEPTIMO LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 AUGUST 2022

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

Directors' responsibilities statement

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 101 "Reduced Disclosure Framework".

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 judgments and accounting estimates that are reasonable and prudent;
- state whether Financial Reporting Standard 101 Reduced Disclosure Framework has been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the company complies 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.

Matters covered in the strategic report

Certain elements of the Directors' Report have been elevated to the Strategic Report such as future developments, financial risk management objectives and policies.

Results and dividends

The profit for the year, after taxation, amounted to £25,060 (2021 : £11,899).

During the year, the Company did not pay any dividends (2021: £nil) and the directors do not recommend the payment of a final dividend (2021: £nil). No dividends have been declared since balance sheet date.

Directors

The directors who served during the year were:

Mr Nadim Nsouli
Mr Alexander Clement
Mr Robert Rostas

Qualifying third-party indemnity provisions were in place during the financial year and at the date of this report for the benefit of the Company's directors as well as directors of the Company's related entities.

SEPTIMO LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 AUGUST 2022

Political and charitable donations

The company made no charitable or political donations, nor incurred any political expenditure during the year.

Going concern

The financial statements have been prepared on the going concern basis, which the directors believe to be appropriate for the following reasons:

The Company is reliant on financial support from Inspired Education Holdings Limited, the Company's parent undertaking. Inspired Education Holdings Limited has confirmed that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as are needed by the Company. This will enable the Company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment.

The key factors in considering the ability for Inspired Education Holdings Ltd to provide funding to the Company are available cash balances; access to loan facilities; and ability to meet the covenants under the terms of loan facilities.


Approval of reduced disclosures

The Company, as a qualifying entity, has taken advantage of the disclosure exemptions available under FRS 101 in relation to financial instruments, capital management, presentation of comparative information in respect of certain assets, presentation of a cash flow statement, standards not yet effective, impairment of assets and related party transactions.

Post balance sheet events

There are no post balance sheet events that, as at the date of this report, had a material impact on either the financial performance, or financial position of the Company.

This report was approved by the board on 23 January 2023 and signed on its behalf.



Mr Alexander Clement
Director

SEPTIMO LIMITED

PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 AUGUST 2022

	Note	2022 £	2021 £
Administrative expenses		25,060	11,899
Operating profit		25,060	11,899
Profit before tax		25,060	11,899
Tax on profit	3	-	-
Profit for the financial year		25,060	11,899

The profit and loss account has been prepared on the basis that all operations are continuing operations.

There are no recognised gains and losses other than those passing through the profit and loss account and on this basis no separate statement of comprehensive income has been prepared.

The notes on pages 7 to 13 form part of these financial statements.

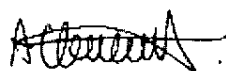
SEPTIMO LIMITED
REGISTERED NUMBER: 06293309

BALANCE SHEET
AS AT 31 AUGUST 2022

	Note	2022 £	2022 £	2021 £	2021 £
Fixed assets					
Investments	4		315,433		315,433
			<u>315,433</u>		<u>315,433</u>
Creditors: amounts falling due within one year	5	(448,982)		(474,042)	
Net current liabilities			<u>(448,982)</u>		<u>(474,042)</u>
Total assets less current liabilities			<u>(133,549)</u>		<u>(158,609)</u>
Net liabilities			<u>(133,549)</u>		<u>(158,609)</u>
Capital and reserves					
Called up share capital	6		2		2
Profit and loss account			(133,551)		(158,611)
Shareholders equity			<u>(133,549)</u>		<u>(158,609)</u>

For the year ending 31 August 2022, the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies. The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476. The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 23 January 2023.



Mr Alexander Clement
Director

The notes on pages 7 to 13 form part of these financial statements.

Company Registration No. 06293309

SEPTIMO LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 AUGUST 2022**

	Called up share capital £	Profit and loss account £	Total equity £
At 1 September 2020	2	(170,510)	(170,508)
Comprehensive income for the year			
Profit for the year	-	11,899	11,899
Other comprehensive income for the year			
	-	-	-
Total comprehensive income for the year	-	11,899	11,899
Total transactions with owners	-	-	-
At 1 September 2021	2	(158,611)	(158,609)
Profit for the year	-	25,060	25,060
Total comprehensive income for the year	-	25,060	25,060
At 31 August 2022	2	(133,551)	(133,549)

The notes on pages 7 to 13 form part of these financial statements.

SEPTIMO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2022

1. Accounting policies

Septimo Limited is a private company limited by shares, incorporated in England and Wales under the Companies Act. The registered office address is included in the 'Company Information' section of this report.

The Company is exempt from the preparation of consolidated financial statements, because it is included in the consolidated group accounts of Inspired Education Holdings Limited. The group accounts of Inspired Education Holdings Limited, the Company's controlling entity and ultimate parent, are available to the public and can be obtained as set out in note 7. These financial statements present information about the Company as an individual undertaking and not about its group.

The Company has applied Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS 101) issued by the Financial Reporting Council (FRC) incorporating the Amendments to FRS 101 issued by the FRC in July 2015 and the amendments to Company law made by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 that are effective for accounting periods beginning on or after 1 January 2016.

The Company does not have any employees other than the directors. No director received any remuneration for their services to this Company.

These financial statements are presented in pounds sterling because that is the currency of the primary economic environment in which the Company operates.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to business combinations, financial instruments, presentation of a cash-flow statement, standards not yet effective and related party transactions (including compensation of key management personnel). Where relevant, equivalent disclosures have been given in the group accounts named above.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

2. Accounting convention

2.1 Basis of preparation of financial statements

The financial statements are prepared under the historical cost convention.

2.2 Going concern

The financial statements have been prepared on the going concern basis, which the directors believe to be appropriate for the following reasons:

The Company is reliant on financial support from Inspired Education Holdings Limited, the Company's parent undertaking. Inspired Education Holdings Limited has confirmed that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as are needed by the Company. This will enable the Company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment.

The key factors in considering the ability for Inspired Education Holdings Ltd to provide funding to the Company are available cash balances; access to loan facilities; and ability to meet the covenants under the terms of loan facilities.

SEPTIMO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2022

2. Accounting convention (continued)

2.3 Adoption of new and revised standards

In the current year, the Company has adopted all new standards issued by the International Accounting Standards Board (IASB) that are mandatorily effective for an accounting period that begins on or after 1 January 2021. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements.

The Company has reviewed the new and revised IFRS Standards that have been issued but are not yet effective. The Directors do not expect the adoption of these Standards to have a material impact on the financial statements.

2.4 Investments in subsidiaries

Investments in subsidiaries are accounted for at cost, less, where appropriate, provisions for impairment.

2.5 Taxation

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date. A provision is recognised for those matters for which the tax determination is uncertain but it is considered probable that there will be a future outflow of funds to a tax authority. The provisions are measured at the best estimate of the amount expected to become payable. The assessment is based on the judgement of tax professionals within the Company supported by previous experience in respect of such activities and in certain cases based on specialist independent tax advice.

Deferred tax is provided in full on timing differences, which result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax liabilities are recognised for timing differences arising from investments in subsidiaries and associates, except where the Company is able to control the reversal of the timing difference and it is probable that it will not reverse in the foreseeable future.

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.

Current tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts and the Company intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Deferred tax assets and liabilities are offset only if: a) the Company has a legally enforceable right to set off current tax assets against current tax liabilities; and b) the deferred tax assets and deferred

SEPTIMO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2022

2. Accounting convention (continued)

2.5 Taxation (continued)

tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

2.6 Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into.

Financial assets and liabilities

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets and liabilities are only offset in the Balance Sheet when, and only when there exists a legally enforceable right to set off the recognised amounts and the Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Debt instruments which meet the following conditions are subsequently measured at amortised cost using the effective interest method:

- a) The contractual return to the holder is (i) a fixed amount; (ii) a positive fixed rate or a positive variable rate; or (iii) a combination of a positive or a negative fixed rate and a positive variable rate.
- b) The contract may provide for repayments of the principal or the return to the holder (but not both) to be linked to a single relevant observable index of general price inflation of the currency in which the debt instrument is denominated, provided such links are not leveraged.
- c) The contract may provide for a determinable variation of the return to the holder during the life of the instrument, provided that (i) the new rate satisfies condition (a) and the variation is not contingent on future events other than (1) a change of a contractual variable rate; (2) to protect the holder against credit deterioration of the issuer; (3) changes in levies applied by a central bank or arising from changes in relevant taxation or law; or (ii) the new rate is a market rate of interest and satisfies condition (a).
- d) There is no contractual provision that could, by its terms, result in the holder losing the principal amount or any interest attributable to the current period or prior periods.
- e) Contractual provisions that permit the issuer to prepay a debt instrument or permit the holder to put it back to the issuer before maturity are not contingent on future events, other than to protect

SEPTIMO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2022

2. Accounting convention (continued)

the holder against the credit deterioration of the issuer or a change in control of the issuer, or to protect the holder or issuer against changes in levies applied by a central bank or arising from changes in relevant taxation or law.

- f) Contractual provisions may permit the extension of the term of the debt instrument, provided that the return to the holder and any other contractual provisions applicable during the extended term satisfy the conditions of paragraphs (a) to (c).

Debt instruments that have no stated interest rate (and do not constitute financing transaction) and are classified as payable or receivable within one year are initially measured at an undiscounted amount of the cash or other consideration expected to be paid or received, net of impairment.

With the exception of some hedging instruments, other debt instruments not meeting these conditions are measured at fair value through profit or loss.

Financial assets are derecognised when and only when a) the contractual rights to the cash flows from the financial asset expire or are settled, b) the Company transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the Company, despite having retained some, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party.

Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

2.7 Critical accounting judgements and key sources of estimation uncertainty

In the course of preparing the financial statements, no judgements have been made in the process of applying the Group's accounting policies, other than those involving estimations (listed below), that have had a significant effect on the amounts recognised in the financial statements.

Key sources of estimation uncertainty

In the application of the company's accounting policies, which are described above, the directors are required to make judgements, estimates and assumptions about the carrying amounts 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 period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The key sources of estimation uncertainty at the reporting period, that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

Carrying value of investments

The Company tests annually whether investments have suffered any impairment. The recoverable amounts of cash-generating units have been determined based on value in use calculations. The value in use calculation requires the Directors to estimate the future cash flows expected to arise from each investment and a suitable discount rate in order to calculate present value. Central costs are not allocated to individual investments.

SEPTIMO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2022**

3. Taxation

	2022 £	2021 £
Total current tax	-	-
Deferred tax		
Total deferred tax	-	-
Taxation on profit on ordinary activities	-	-
Factors affecting tax charge for the year		

	2022 £	2021 £
Profit on ordinary activities before tax	25,060	11,899
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2021 - 19%)	4,761	2,261
Effects of:		
Group relief surrendered	(4,761)	(2,261)
Total tax charge for the year	-	-

4. Investment in subsidiaries

	Investments in subsidiary companies £
Cost or valuation	
At 31 August 2021	315,433
At 31 August 2022	315,433

SEPTIMO LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2022

4. Investment in subsidiaries (continued)

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Registered office	Class of shares	Holding
International School at Sotogrande SL *	Avd de la Reserva s/n San Roque, Sotogrande, 11310 Cádiz Spain	Ordinary shares	100%
Integral International School at Sotogrande SL	Avd de la Reserva s/n San Roque, Sotogrande, 11310 Cádiz Spain	Ordinary shares	100%

* Directly owned

All companies principal activity is the provision or facilitation of private education services.

5. Creditors: Amounts falling due within one year

	2022 £	2021 £
Amounts owed to group undertakings	448,982	458,429
Accruals	-	15,613
	<u>448,982</u>	<u>474,042</u>

6. Share capital

	2022 £	2021 £
Authorised, allotted, called up and fully paid		
2 (2021 - 2) Ordinary shares shares of £1.00 each	<u>2</u>	<u>2</u>

SEPTIMO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2022

7. Ultimate parent company and parent company of larger company

The Company is a subsidiary undertaking of Inspired Europe Holdings Limited, incorporated in the United Kingdom and registered at Sixth Floor, 3 Burlington Gardens, London, United Kingdom, W1S 3EP. The controlling party and ultimate parent company is Inspired Education Holdings Limited, incorporated in the United Kingdom.

The smallest and largest group in which the results of the Company are consolidated is that headed by Inspired Education Holdings Limited. The consolidated financial statements of Inspired Education Holdings Limited will be available from its registered office at Sixth Floor, 3 Burlington Gardens, London, United Kingdom, W1S 3EP.