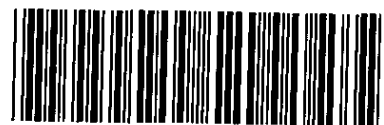


Company Registration No. 06293309 (England and Wales)

SEPTIMO LIMITED
UNAUDITED ANNUAL REPORT AND FINANCIAL
STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2021

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SEPTIMO LIMITED

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SEPTIMO LIMITED

COMPANY INFORMATION

Directors

Mr Nadim Nsouli
Mr Alexander Clement
Mr Robert Rostas

Company number

06293309

Registered office

Sixth Floor
3 Burlington Gardens
London
United Kingdom
W1S 3EP

Bank

Barclays Bank
1 Churchill Place
London
E14 5HP
United Kingdom

Secretary

Intertrust (UK) Limited
1 Bartholomew Lane
London
EC2N 2AX
United Kingdom

SEPTIMO LIMITED

STRATEGIC REPORT

FOR THE YEAR ENDED 31 AUGUST 2021

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 6.

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 £158,609 as at 31 August 2021 (31 August 2020: £170,508).

KEY PERFORMANCE INDICATORS

The Company uses key performance indicators (KPI's) to monitor performance and progress towards strategic objectives. The principle KPI is profit or loss for the year.

	2021	2020	
Profit/(Loss) for the year	£11,899	(£1,045)	Profit for the year is in line with directors' expectation

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.

As part of the Company's disaster recovery planning, the Company has introduced a number of remote learning solutions to mitigate against the potential impact of any unforeseen closure of school premises, as was experienced as part of the COVID-19 pandemic. The provision of such solutions allows the Company's subsidiaries to continue to deliver their primary principal activity of delivering education services.

Approved by the Board and signed on their behalf by



Mr Alexander Clement
Director

Date: 2 March 2022

SEPTIMO LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 AUGUST 2021

The directors present their annual report and the unaudited financial statements of the Company for the year ended 31 August 2021.

Future developments and principal risks and uncertainties have been included in the Strategic Report and form part of this report by cross-reference.

RESULTS AND DIVIDENDS

The Company recorded a profit for the year of £11,899 (2020: loss of £1,045). During the year, the Company did not pay any dividends (2020: £ nil) and the directors do not recommend the payment of a final dividend (2020: £ nil).

DIRECTORS

The directors that held office during the year and to the date of this report, unless otherwise stated, are as follows:

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.

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.

Notwithstanding the uncertainty of the impact of the current COVID-19 pandemic, the Directors of Inspired Education Holdings Ltd consider that there are no material uncertainties that may cast significant doubt about Inspired Education Holdings Ltd.'s ability to continue as a going concern, and therefore to be able to provide financial support to the Company as is needed.

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.

SEPTIMO LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 AUGUST 2021

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.

Approved by the Board and signed on their behalf by



Mr Alexander Clement
Director

Date: 2 March 2022

Company Registration No. 06293309

SEPTIMO LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 AUGUST 2021

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 judgements and 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.

SEPTIMO LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 AUGUST 2021

	Notes	Year ended 31 August 2021 £	Year ended 31 August 2020 £
Turnover		-	-
Operating expenses		-	-
Operating loss		-	-
Administrative Expenses		11,899	(3,178)
Profit/(Loss) before taxation	2	11,899	(3,178)
Tax on loss	3	-	-
Profit/(Loss) for the year / period		11,899	(3,178)

The notes on pages 9 to 14 form part of these financial statements.

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.

SEPTIMO LIMITED

BALANCE SHEET

AS AT 31 AUGUST 2021

	Notes	31 August 2021 £	31 August 2020 £
Fixed Assets			
Investments	4	315,433	315,433
Creditors: amounts falling due within one year	5	(474,042)	(485,941)
Net current liabilities		(474,042)	(485,941)
Total assets less current liabilities		(158,609)	(170,508)
Creditors: amounts falling due after more than one year		-	-
Net liabilities		(158,609)	(170,508)
Capital and Reserves			
Called up share capital	6	2	2
Profit and loss account		(158,611)	(170,510)
Shareholders' funds		(158,609)	(170,508)

The notes on pages 9 to 14 form part of these financial statements.

For the year ending 31 August 2021, 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.

Approved by the Board and authorised for issue on 2 March 2022



Mr Alexander Clement
Director

Company Registration No. 06293309

¹
SEPTIMO LIMITED

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 AUGUST 2021

	Notes	Share capital £	Profit and loss account £	Total £
Balance at 1 September 2019		2	(167,332)	(167,330)
Loss for the year		-	(3,178)	(3,178)
Total comprehensive income for the year		-	(3,178)	(3,178)
Balance at 31 August 2020		2	(170,510)	(170,508)
Profit for the year		-	11,899	11,899
Total comprehensive income for the year		-	11,899	11,899
Balance at 31 August 2021		2	(158,611)	(158,609)

SEPTIMO LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 AUGUST 2021

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.

1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

1.2 Going concern

The financial statements have been prepared on the going concern basis, notwithstanding the net current liabilities, 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.

Notwithstanding the uncertainty of the impact of the current COVID-19 pandemic, the Directors of Inspired Education Holdings Ltd consider that there are no material uncertainties that may cast significant doubt about Inspired Education Holdings Ltd's ability to continue as a going concern, and therefore to be able to provide financial support to the Company as is needed.

SEPTIMO LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 AUGUST 2021

1.3 Investments in subsidiaries

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

1.4 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.

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 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.

SEPTIMO LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 AUGUST 2021

1.5 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.

(i) 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 statement of financial position 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 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.

SEPTIMO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2021

1.6 Critical accounting judgements

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.

1.7 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

1.8 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 2020. 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. Loss before taxation

Year ended	Year ended
31 August	31 August
2021	2020
£	£

Loss before taxation is stated after charging:

Auditor's remuneration – Audit of Company annual accounts

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SEPTIMO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2021

3. Taxation	Year ended 31 August 2021 £	Year ended 31 August 2020 £
Current tax		
U.K. corporation tax	-	-
Total current tax	-	-
Factors affecting the tax charge for the year		
Profit / (Loss) on ordinary activities before taxation	11,899	(3,178)
Loss on ordinary activities before taxation multiplied by standard blended rate of UK corporation tax of 19% (2020 – 19%)	2,261	(604)
Effects of:		
Group relief surrendered	(2,261)	604
Current tax charge for the year	-	-

4. Investments

<i>Shares in group undertakings and participating interests</i>	£
Cost	
At 31 August 2020	315,433
At 31 August 2021	315,433
Net book value	
At 31 August 2020	315,433
At 31 August 2021	315,433

SEPTIMO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2021

4. Investments (continued)

The Company has investments in the following subsidiary undertakings:

Name	Country of incorporation	Registered office	Principal activity	Description of shares held	Percentage of ordinary shares held by Company
International School at Sotogrande SI	Spain	Avd de la Reserva s/n San Roque, Sotogrande, 11310 Cádiz Spain	Education services	Ordinary shares	100%*
Integral International School at Sotogrande SL	Spain	Avd de la Reserva s/n San Roque, Sotogrande, 11310 Cádiz Spain	Education services	Ordinary shares	100%

* Directly owned

5. Creditors: amounts falling due within one year	2021 £	2020 £
Accruals	15,613	9,938
Amounts owed to group companies	458,429	476,003
	<u>474,042</u>	<u>485,941</u>

Amounts owed to group companies are receivable on demand. No interest is charged.

6. Share capital	2021 £	2020 £
Allotted, called up and fully paid		
2 Ordinary shares of £1 each	2	2

The Company has one class of Ordinary shares which carry no right to fixed income.

7. Controlling party, ultimate parent company and parent company of larger group

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.