

Registered number: 06323443

INSPIRING LEARNING (HOLDINGS) LIMITED

UNAUDITED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 OCTOBER 2022

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Inspiring Learnings (Holdings) Limited

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Inspiring Learnings (Holdings) Limited

Company information for the year ended 31 October 2022

Directors

A Williamson
N Hales

Banker

National Westminster Bank plc
135 Bishopsgate
London
EC2M 3UR

Solicitor

Harper James
10 Fitzroy Square
London
W1T 5HP

Registered office

1 Jubilee Street,
2nd Floor,
Brighton,
BN1 1GE

Registered number

06323443 (England and Wales)

Inspiring Learnings (Holdings) Limited

Strategic report for the year ended 31 October 2022

The directors present their strategic report for Inspiring Learning (Holdings) Limited ('the company') for the year ended 31 October 2022.

Business review

Inspiring Learning (Holdings) Limited is a holding company, holding 100% of the share capital of its subsidiaries. Its subsidiary undertakings provide inspiring learning experiences for young people including educational school trips and adventure holidays.

During the year the Inspiring Learning group expanded its presence in Asia with the setup of a number of new Camp Beaumont branded camps. As new Asia entities were not incorporated until after year end, the results for these new camps are recorded in Inspiring Learning Holdings Limited hence the activity shown for the period with revenue of £64,000 in 2022 (2021: £nil).

The directors do not anticipate any material changes in the company's activities in the ensuing year.

Principal risks and uncertainties

The directors of Graduation Topco Limited, the ultimate parent undertaking, manage the group's operations on a group wide basis. For this reason, the company's directors believe that disclosure of the principal risks and uncertainties of the company and analysis using key performance indicators for the company are not necessary or appropriate for an understanding of the development, performance or position of the business of Graduation Holdco Limited. The development, performance and position of Graduation Topco Limited group, which includes this company, is discussed in the annual report of Graduation Topco Limited which does not form part of this report.

On behalf of the board



N Hales

Director
24 July 2023

Inspiring Learnings (Holdings) Limited

Directors' report for the year ended 31 October 2022

The directors present the financial statements for the year ended 31 October 2022.

Results and dividends

The loss for the financial period amounted to £341,000 (2021: £157,000) after exceptional costs of £85,000 (2021: £168,000) as detailed in the financial statements (note 5).

Financial risk management

The company's operations expose it to a variety of financial risks that include liquidity risk. Given the size of the company the directors have not delegated the responsibility of monitoring financial risk management to a sub-committee of the board. The policies set by the board of directors are implemented by the company's finance department.

Liquidity risk

The company has access to funding from its intermediate parent such as to ensure it is able to settle its creditors as they fall due.

Credit risk

The Directors consider the key risk to the Company to be the recoverability of its investment in its subsidiary. The Directors monitor this closely and are confident that its investment is recoverable.

Credit risk on receivable balances is considered to be low given that all balances held are with other Group companies.

Directors

The directors, who held office throughout the year and up to the date of signing the financial statements, were as follows:

A Williamson
N Hales

Directors' and officers' indemnity insurance

The company maintains liability insurance for its directors and officers, with a cover limit for each claim or series of claims against them in that capacity which was in force during the financial year and also at the date of approval of the financial statements. Neither the company's indemnity nor insurance provides cover in the event that a director is proved to have acted fraudulently or dishonestly.

Statement of directors' responsibilities in respect of the annual report, strategic report, the directors' report and the financial statements

The directors are responsible for preparing the strategic report and 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 prepared the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 The Financial Reporting Standard Applicable in the UK and Republic of Ireland (FRS 102).

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that year. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;

Inspiring Learnings (Holdings) Limited

Directors' report for the year ended 31 October 2022 (continued)

Statement of directors' responsibilities in respect of the annual report, strategic report, the directors' report and the financial statements (continued)

- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Political contributions

The company made no political donations or incurred any political expenditure during the year (2021: £nil).

On behalf of the board



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N Hales
Director
One Jubilee Street, 2nd Floor
Brighton
East Sussex
BN1 1GE

24 July 2023

Inspiring Learnings (Holdings) Limited

Profit and loss account for the year ended 31 October 2022

	Note	2022 £'000	2021 £'000
Turnover	5	64	-
Cost of sales		(9)	-
Gross profit		55	-
Administration costs		(309)	12
Exceptional costs	6	(85)	(168)
Total administrative expenses		(394)	(156)
Operating loss		(339)	(156)
Interest payable and similar expenses	7	(2)	(1)
Loss before taxation		(341)	(157)
Taxation on loss	8	-	-
Loss for the financial year		(341)	(157)

The results for the current year relate entirely to continuing operations.

The company had no items of other comprehensive income in the current year.

The notes on pages 8 to 16 form an integral part of these financial statements.

Inspiring Learnings (Holdings) Limited

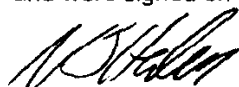
Balance sheet as at 31 October 2022

		2022	2021
	Note	£'000	£'000
Fixed assets			
Investments	9	47,579	47,579
Current assets			
Debtors: amounts falling due within one year	10	21,071	19,834
Cash		48	(389)
Creditors: amounts falling due within one year	11	(32,119)	(30,104)
Net current liabilities		(11,000)	(10,659)
Total assets less current liabilities and Net assets		36,579	36,920
Capital and reserves			
Called up share capital	12	10,299	10,299
Share Premium Account	13	39,490	39,490
Retained earnings		(13,210)	(12,868)
Total equity		36,579	36,920

The notes on pages 8 to 16 form an integral part of these financial statements.

For the year ended 31 October 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 on pages 5 to 16 were authorised for issue by the board of directors on 24 July 2023 and were signed on its behalf by:



N Hales

Director

Registered company number 06323443

Inspiring Learnings (Holdings) Limited

Statement of changes in equity

	Called-up share capital	Share Premium Account	Retained Earnings	Total
	£'000	£'000	£'000	£'000
At 1 November 2020	10,299	39,490	(12,712)	37,077
Loss for the year	-	-	(157)	(157)
At 31 October 2021	10,299	39,490	(12,869)	36,920
Loss for the year	-	-	(341)	(341)
At 31 October 2022	10,299	39,490	(13,210)	36,579

The notes on pages 8 to 16 form an integral part of these financial statements.

Registered number: 06323443

Inspiring Learnings (Holdings) Limited

Notes to the financial statements for the year ended 31 October 2022

1. Company information

Inspiring Learning (Holdings) Limited is a private company limited by shares and is incorporated in the United Kingdom under the Companies Act 2006. The address of the registered office is given on page 1. The nature of the group's principal activities are set out in the strategic report on page 2.

2. Statement of compliance

The group and company financial statements of Inspiring Learning (Holdings) Limited have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006.

3. Accounting policies

The principal accounting policies applied to the preparation of these financial statements are set out below. These policies have been consistently applied to all of the years shown unless otherwise stated.

Basis of preparation

The group financial statements of Inspiring Learning (Holdings) Limited have been prepared under the historical cost convention.

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the group accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 4.

The functional currency of Inspiring Learning (Holdings) Limited is considered to be pounds sterling because that is the currency of the primary economic environment in which the group operates.

Going concern

The following basis of preparation wording has been included in the group accounts:

The Group has net assets of £9,698,000 (2021: net assets of £15,503,000) and net current liabilities of £3,873,000 (2021: £4,879,000). The Group made a loss for the year of £5,805,000 (2021: loss of £14,151,000) which is primarily driven by interest expense of £4,157,000 (2021: £3,380,000).

Notwithstanding the net current liability position the financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons:

The directors have performed a going concern assessment covering a period for at least twelve months from the date of approval of these financial statements. In doing so they have considered cash flow forecasts prepared for the period up to March 2024.

The directors have considered the level of bank facilities available to the Company and the Group, and its compliance with bank covenant tests both during the period and for future periods.

Inspiring Learnings (Holdings) Limited

Notes to the financial statements for the year ended 31 October 2022 (continued)

3. Accounting policies (continued)

The Group meets its day-to-day working capital requirements from the positive cash flows generated by its trading activities and its available cash resources (£3,372,000 as of 31 October 2022) (2021: £2,324,000). During the year, these were supplemented when required by additional drawings under the Group's revolving credit facility. At 31 October 2022 this amounted to £7.0m of which is fully drawn. The revolving credit facility repayment date was extended on 7 February 2023 and is not due for repayment until 30 April 2024.

During the year, the Group's long term funding loans (see note 24) comprised term loans of £27,202,000 (2021: £21,068,000) (net of deferred financing fees) with term loans which are not due for repayment before October 2024.

The base forecast reflects continuing growth from existing customers as well as revenue from new customers compared to the year to 31 October 2022, principally driven off contracted and known revenue and an increase in the base cost. The directors have also considered a severe but plausible downside scenario which assumed a significant reduction in EBITDA compared to actual experience in the year to 31 October 2022.

These forecasts indicate, taking into account of reasonable possible downsides, the Company and the Group will comply with the loan covenants and have sufficient funds to meet its liabilities as they fall due for that period.

Consequently, the directors are confident that the Company and Group will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and consequently have prepared the financial statements on a going concern basis.

Exemptions for qualifying entities under FRS 102

In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

(i) from preparing a statement of cash flows, on the basis that it is a qualifying entity and its ultimate parent undertaking, Graduation Topco Limited, includes the Company's cash flows in its own consolidated financial statements;

(ii) from disclosing transactions with other group companies that are wholly owned within the Group, as per FRS 102 paragraph 33.1;

(iii) from certain financial instrument disclosures required under FRS 102 paragraphs 11.39 to 11.48A and paragraphs 12.26 to 12.29, on the basis that equivalent disclosures are included in the consolidated financial statement disclosures of the group in which the entity is consolidated;

(iv) from disclosing the Company key management personnel compensation, as required by FRS 102 paragraph 33.7.

Consolidated financial statements

The company is exempt from preparing consolidated financial statements under section 400 of the Companies Act 2006 on the grounds that its results and those of its subsidiaries, are included in the financial statements of its parent undertaking Graduation Topco Limited, a company incorporated in England and Wales. These financial statements therefore present information about the company as an individual undertaking and not about its group.

Inspiring Learnings (Holdings) Limited

Notes to the financial statements for the year ended 31 October 2022 (continued)

3. Accounting policies (continued)

Taxation

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in arriving at the profit or loss for the period, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively.

Current or deferred taxation assets and liabilities are not discounted.

Current tax

Current tax is the amount of income tax payable in respect of the taxable profit for the period or prior periods. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements.

Deferred tax is recognised on all timing differences at the reporting date. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

Investments

Investments in the subsidiary undertakings are included at cost less any provision for impairment.

Trade and other debtors / creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors

Impairment

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably. An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Company would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised

Inspiring Learnings (Holdings) Limited

Notes to the financial statements for the year ended 31 October 2022 (continued)

3. Accounting policies (continued)

through the unwinding of the discount. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Deferred issue costs

Issue costs in arranging financial instruments are deferred, netted against the loan balance and amortised over the term of the liability to which they relate.

4. Critical judgement

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

a) Critical judgements in applying the company's accounting policies

The directors believe that there are no critical judgements involved in applying the company's accounting policies that warrant disclosure.

b) Key accounting estimates and assumptions

Impairment of investments

Investments held as fixed assets are shown at cost less provision for impairment.

The carrying values of fixed asset investments are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

In assessing the carrying value, the Directors have considered the forecast performance of the trading business underlying the investment.

5. Turnover

Turnover during the period was in relation to new Camp Beaumont branded sites opening in Asia in the period, prior to the incorporation of site-specific entities.

Inspiring Learnings (Holdings) Limited

Notes to the financial statements for the year ended 31 October 2022 (continued)

6. Operating loss

	2022	2021
	£'000	£'000
Operating loss is stated after charging:		
Administration costs	(309)	12
Exceptional costs	(85)	(168)
	(394)	(156)

Exceptional costs in the year relate to the incorporation of new subsidiaries and new site acquisition costs.

7. Interest payable

	2022	2021
	£'000	£'000
Interest payable	2	1
	2	1

8. Income tax

(a) Reconciliation of tax charge

Tax assessed for the period differs to the standard rate of corporation tax in the UK for the year ended 31 October 2022 of 19% (2021: 19%). The differences are explained below:

	2022	2021
	£'000	£'000
Profit/(loss) before tax	(341)	(156)
Profit/(loss) multiplied by the standard rate of corporation tax in the UK of 19% (2021 – 19 %)	(65)	(30)
Effects of:		
Difference between UK CT & DT rates	(21)	-
Deferred tax not recognised	86	-
Unprovided losses carried forward	-	30
Tax charge for the year	-	-

Inspiring Learnings (Holdings) Limited

Notes to the financial statements for the year ended 31 October 2022 (continued)

8. Income tax (continued)

b) Tax rate changes

A reduction in the UK corporation tax rate from 19% to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016. The March 2020 Budget announced that a rate of 19% would continue to apply with effect from 1 April 2020, and this change was substantively enacted on 17 March 2020. An increase in the UK corporation rate from 19% to 25% (effective 1 April 2023) was substantively enacted on 24 May 2021. This will increase the company's future current tax charge accordingly. The deferred tax asset at 31 October 2022 has been calculated based on these rates, reflecting the expected timing of reversal of the related temporary differences (2021: 25%).

9. Investments

	Company £'000
As at 1 November 2021 & 31 October 2022	47,579

At 31 October 2022 the subsidiaries incorporated in England & Wales and 100% owned were as follows:

Entity name	Principal activity	County of incorporation
Inspiring Learning Limited *	Non trading sub holding company	United Kingdom
In2Action Limited *	Activity and training provider	United Kingdom
Outdoor Educational (Holdings) Limited	Dormant	United Kingdom
Kingswood Educational Group Limited	Dormant	United Kingdom
Inspiring Learning Asia Limited *	Non trading sub holding company	United Kingdom
Camp Beaumont Day Care Limited	Day care camps	United Kingdom
Kingswood Day Camps Limited	Dormant	United Kingdom
Kingswood Learning and Leisure Group Limited	Educational visits	United Kingdom
Britannia Coach Services Limited	Coach travel supporting educational visits	United Kingdom
Kingswood Colomendy Limited	Educational visits	United Kingdom
Skern Lodge Limited	Educational visits	United Kingdom
Kingswood Centre Limited	Dormant	United Kingdom
Kingswood (Isle of Wight) Limited	Dormant	United Kingdom
London Day Camps Limited	Dormant	United Kingdom
CB (Oldco) Limited	Dormant	United Kingdom

The registered address for the listed subsidiaries is 1 Jubilee Street, 2nd Floor, Brighton, BN1 1GE

* Directly held

Inspiring Learnings (Holdings) Limited

Notes to the financial statements for the year ended 31 October 2022 (continued)

9. Investments (continued)

At 31 October 2022 the subsidiaries incorporated overseas and 100% owned were as follows:

Entity name	Principal activity	County of incorporation
Camp Beaumont Hong Kong Limited	Day care camps	Hong Kong, China
Camp Beaumont PTE Limited	Day care camps	Singapore

The registered address for the Camp Beaumont Hong Kong Limited is 21st Floor, Edinburgh Tower, The Landmark, 15 Queen's Road Central, Hong Kong.

The registered address for the Camp Beaumont PTE Limited is 491B River Valley Road, #15-01, Valley Point, Singapore (248373).

At 31 October 2022 the joint venture, 51% owned by the group and incorporated in China was as follows:

Entity Name	Principal Activity
Inspiring Learning Summerhill Education Technology (Shanghai) Co., Limited	Day Care Camps

The registered address for the above company is 5th Floor, No. 310, Jingao Road, Pudong, China.

The directors consider the value of the investments to be supported by their underlying assets and cashflows

10. Debtors

	2022	2021
	£'000	£'000
Prepayments & accrued income	1	-
Other taxes and social security	1	-
Other debtors	45	-
Amounts owed by group undertakings (note 13)	21,024	19,834
	21,071	19,834

Amounts owed by group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

Inspiring Learnings (Holdings) Limited

Notes to the financial statements for the year ended 31 October 2022 (continued)

11. Creditors: amounts falling due within one year

	2022	2021
	£'000	£'000
Amounts owed to parent undertaking (note 13)	13,691	13,691
Amounts owed to group undertakings (note 13)	17,401	16,095
Bank Overdraft	650	-
Other creditors	75	150
Accruals and deferred income	302	168
	32,119	30,104

Amounts owed to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

12. Called up share capital

	2022	2021
	£'000	£'000
Authorised		
1,029,858,689 (2020: 1,029,858,689) A Ordinary shares of 1p each (2020: 1p)	10,298	10,298
100,000 (2020: 100,000) Ordinary shares of 1p each (2020: 1p)	1	1
50,000 (2020: 50,000) B Ordinary shares of 1p each (2020: 1p)	1	1
	10,300	10,300
Allotted and fully paid:		
1,029,858,689 (2020: 1,029,858,689) Ordinary A shares of 1p each (2020: 1p)	10,298	10,298
61,240 (2020: 61,240) Ordinary shares of 1p each (2020: 1p)	1	1
26,666 (2020: 26,666) Ordinary B shares of 1p each (2020: 1p)	-	-
	10,299	10,299

The different classes of shares rank pari passu in all material respects.

Inspiring Learnings (Holdings) Limited

Notes to the financial statements for the year ended 31 October 2022 (continued)

13. Share premium account

	£'000
Balance as at 1 November 2021 and 31 October 2022	39,490

14. Related party transactions

Related balances are disclosed in note 10 and 11 with trade balances included as part of trade debtors and trade creditors. As at 31 October 2022 Inspiring Learning (Holdings) Limited had the following aggregate related party balances with subsidiaries of the Ultimate parent.

	2022 £'000	2021 £'000
Amounts owed by group undertakings	21,024	19,834
Amount owed by related parties	21,024	19,834
Amounts owed to parent undertaking	13,691	13,691
Amounts owed to group undertakings	17,401	16,095
Amount owed to related parties	31,092	29,786

8. Ultimate controlling party

The immediate parent undertaking of the entity is Inspiring Learning Services Limited, a company incorporated in England.

The largest group of undertakings for which consolidated financial statements are prepared to include the results of this company is headed by Swift Newco Limited which is registered at 3rd Floor, 44 Esplanade, St Helier, Jersey, JE4 9WG.

The smallest group of undertakings for which consolidated financial statements are prepared to include the results of this company is headed by Graduation Topco Limited which is registered at 1 Jubilee Street, Brighton, BN1 1GE.

A copy of Graduation Topco Limited consolidated financial statements can be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.

Swift Newco Limited, incorporated in Jersey is the ultimate parent undertaking of the entity.

The company is jointly controlled by certain limited partnerships managed by Crescent Capital Group and Barings Asset Management.