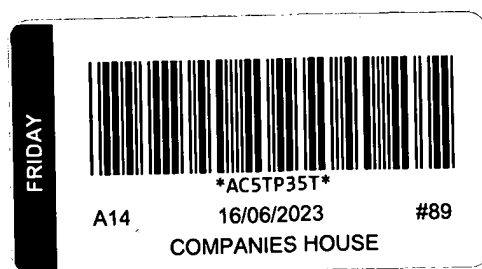


ALG Cognita Limited

Directors' report and unaudited financial statements
Year ended 31 August 2022

Registered number 06762201 (England and Wales)



ALG Cognita Limited
Directors' report and unaudited financial statements
Year ended 31 August 2022

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ALG Cognita Limited
Directors' report and unaudited financial statements
Year ended 31 August 2022

Company Information

Company number: 06762201

Directors: N Miller
M Drake (appointed 1 February 2022)
O C W Williams (appointed 8 February 2023)
L A Smith (appointed 1 February 2022, resigned 28 October 2022)
D P Ratcliffe (resigned 1 February 2022)
S S Rolland (resigned 1 February 2022)

Secretary: EMW Secretaries Limited

Registered office: Seebeck House
Seebeck Place
Knowlhill
Milton Keynes
Buckinghamshire
United Kingdom
MK5 8FR

Directors' report

The directors present their report and the unaudited financial statements of ALG Cognita Limited, formerly trading as The Bushcraft Company Limited, (the "Company") for the year ended 31 August 2022.

Principal activities

The principal activity of the Company is that of outdoor educational and recreational activities.

Review of the business

The trading results of the year and the Company's financial position at the end of the year are shown in the attached financial statements.

Donations

The Company made no political or charitable donations and did not incur any political or charitable expenditure during the year (2021: £nil).

Directors

The following directors have held office during the year:

N Miller

M Drake (appointed 1 February 2022)

O C W Williams (appointed 8 February 2023)

L A Smith (appointed 1 February 2022, resigned 28 October 2022)

Ultimate parent undertaking

The immediate parent undertaking is Cognita Ltd, a company registered in England and Wales. The ultimate parent company is Jacobs Holding AG, a company incorporated in Switzerland.

The smallest group of companies for which group accounts have been drawn up including this company is that headed by Cognita Bondco Parent Limited. The largest group of companies for which group accounts have been drawn up including this company is Lernen Bidco Limited. Accounts for Lernen Bidco Limited can be obtained from the registered office Seebeck House, One Seebeck Place, Knowlhill, Milton Keynes, Buckinghamshire, MK5 8FR.

Directors' report (*continued*)

Employee Involvement

The company's policy is to continue to develop its communications with all employees, to inform them on matters of concern to them as employees and to promote awareness of the financial and economic factors affecting the performance of the group and, subject to practical and commercial considerations, to consult them in the decisions that affect current jobs and future prospects.

Disabled employees

In accordance with the Equality Act 2010, the Company will ensure that those persons defined by legislation as having a disability are dealt with fairly and receive equal treatment to non-disabled people. Applications for employment by disabled persons are always fully considered, bearing in mind the abilities of the applicant. In the event of employees becoming disabled every effort is made to ensure their employment with the Company continues which may involve reasonable adjustments being made to the working environment or other employment arrangements. It is the Policy of the Company that the learning and development, promotion opportunities and terms of employment of disabled employees should, as far as possible, be equal to that of other employees.

Statement of directors' responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

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 UK accounting standards and applicable law (UK Generally Accepted Accounting Practice) 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 the 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;
- 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.

ALG Cognita Limited
Directors' report and unaudited financial statements
Year ended 31 August 2022

Directors' report (*continued*)

Exemptions

The Company is a small company as defined by the Companies Act 2006 and is therefore exempt from the requirements to prepare a Strategic Report.

On behalf of the board

Oli Williams

O C W Williams
Director
26 May 2023

Michael Drake

M Drake
Director
26 May 2023

ALG Cognita Limited
Directors' report and unaudited financial statements
Year ended 31 August 2022

**Statement of comprehensive income
for the year ended 31 August 2022**

	<i>Note</i>	2022 £'000	2021 £'000
Turnover	5	6,076	3,089
Cost of sales		(3,477)	(1,970)
Gross profit		2,599	1,119
Distribution costs		(258)	(316)
Administrative expenses		(3,278)	(2,270)
Operating loss	8	(937)	(1,467)
Interest payable and similar charges		(93)	(30)
Loss on ordinary activities before taxation		(1,030)	(1,497)
Tax on loss on ordinary activities	9	-	-
Loss for the year		(1,030)	(1,497)
Total comprehensive expense for the period		(1,030)	(1,497)

The accompanying notes form part of these financial statements.

ALG Cognita Limited
 Directors' report and unaudited financial statements
 Registered number 06762201 (England and Wales)

Balance sheet
as at 31 August 2022

	<i>Note</i>	2022 £'000	2021 £'000
Fixed assets			
Other intangible assets	<i>10</i>	45	77
Tangible assets	<i>11</i>	6,824	4,328
		<u>6,869</u>	<u>4,405</u>
Current assets			
Stocks		179	109
Debtors	<i>12</i>	6,472	3,145
Cash at bank and in hand		164	1,241
		<u>6,815</u>	<u>4,495</u>
Creditors: amounts falling due within one year	<i>13</i>	<u>(15,436)</u>	<u>(11,597)</u>
Net current liabilities		<u>(8,621)</u>	<u>(7,102)</u>
Total assets less current liabilities		<u>(1,752)</u>	<u>(2,697)</u>
Creditors: amounts falling due after more than one year	<i>14</i>	(2,744)	(769)
Net liability		<u>(4,496)</u>	<u>(3,466)</u>
Capital and reserves			
Called-up share capital	<i>15</i>	-	-
Share premium		210	210
Retained earnings		(4,706)	(3,676)
Total equity		<u>(4,496)</u>	<u>(3,466)</u>

The accompanying notes form part of these financial statements.

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 period 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 authorised for issue by the board of directors on 26 May 2023 and were signed on its behalf by:

O C W Williams
 Director

M Drake
 Director

Oli Williams

Michael Drake

ALG Cognita Limited
Directors' report and unaudited financial statements
Year ended 31 August 2022

Statement of changes in equity
for the year ended 31 August 2022

	Called-up share capital £'000	Share premium £'000	Retained deficit £'000	Total £'000
Balance at 1 September 2020	-	210	(2,179)	(1,969)
Total comprehensive income for the year				
Profit for the year	-	-	(1,497)	(1,497)
Balance at 31 August 2021	-	210	(3,676)	(3,466)
Balance at 1 September 2021	-	210	(3,676)	(3,466)
Total comprehensive income for the year				
Loss for the year	-	-	(1,030)	(1,030)
Balance at 31 August 2022	-	210	(4,706)	(4,496)

The accompanying notes form part of these financial statements.

Notes to the financial statements

Year ended 31 August 2022

1 Company Information

ALG Cognita Limited is a limited liability company incorporated and domiciled in the United Kingdom.

The registered office is Seebeck House Seebeck Place, Knowlhill, Milton Keynes, Buckinghamshire, United Kingdom, MK5 8FR.

2 Basis of preparation

The financial statements have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101"), and with the Companies Act 2006. These financial statements have been prepared on the historical cost basis.

The presentation currency on these financial statements is sterling.

All amounts in the financial statements have been rounded to the nearest £1,000.

The directors have performed a review of the business and have a reasonable expectation that the company has adequate resources to continue into the foreseeable future. The Directors therefore continue to adopt the going concern basis of accounting in preparing the financial statements.

Financial Reporting Standard 101 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 101:

- a Cash Flow Statement and related notes;
- comparative period reconciliations for share capital, tangible fixed assets and intangible assets;
- disclosure in respect of capital management;
- the effect of new but not yet effective IFRSs; and
- disclosure in respect of compensation of Key Management Personnel.

Going concern

After reviewing the Company's forecasts and projections, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

The performance of the Company up to the date of signing of these financial statements has been reviewed against the forecasts prepared and the directors consider that the business will generate significant levels of sustainable profit going forward. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

Notes to the financial statements (continued)

Year ended 31 August 2022

2 Basis of preparation (continued)**IFRS 16: Leases**

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the company assesses whether all of the 3 criteria below are met: the contract involves the use of an identified asset - this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capacity of an asset if not physically distinct. If the supplier has a substantive substitution right, then the asset is not identifiable; the company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and the company has the right to direct the use of the asset. The Company has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. Upon meeting the above criteria, the company measures lease liabilities at the present value of future lease payments by discounting contractual payments at the incremental borrowing rate (IBR) applicable to that particular lease. The associated right-of-use asset is recognised at an amount equal to the lease liability plus any direct costs of obtaining the lease, and adjusted for prepaid or accrued amounts.

Right-of-use assets are presented in Property, plant and equipment on the company Balance Sheet. Lease liabilities are included in Current and Non-current other interest-bearing loans and borrowings.

Lease components. The Company separates lease and non-lease components of a contract, at inception or on reassessment of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices.

3 Significant judgments and estimates

Preparation of the financial statements requires management to make significant judgments and estimates. The items in the financial statements where these judgements and estimates have been made include:

Taxation

Management estimation is required to determine the amount of deferred tax assets that can be recognised, based upon likely timing and level of future taxable profits together with an assessment of the effect of future tax planning strategies.

4 Principal accounting policies***4.1 Revenue recognition***

Revenue represents fees receivable for the provision of outdoor educational and recreational activities to children and associated goods and services, excluding VAT. Fees are recognised over the period of delivery of the service. Where fees are invoiced in advance they are deferred on the balance sheet and recognised as revenue over the period of the service provision.

4.2 Tangible fixed assets

Depreciation on fixed assets is calculated, using the straight-line method, to allocate their cost less estimated residual values over their estimated useful lives, as follows:

Leasehold improvements	- Straight line over life of lease
Plant and machinery	- 10%, 20%, 33.33%, 50% straight line
Motor vehicles	- 33.33% straight line

Notes to the financial statements (continued)

Year ended 31 August 2022

4 Principal accounting policies (continued)**4.3 Stocks**

Stocks are stated at the lower of cost and estimated selling price less costs to sell. Stocks are recognised as an expense in the period in which the related revenue is recognised. Cost, where appropriate, includes a proportion of directly attributable overheads.

4.4 Debtors

Debtors are shown after providing for any amounts which in the opinion of the directors may not be collected in full.

4.5 Taxation

Current tax is recognised for the amount of income tax payable in respect of the taxable profit for the current or past reporting periods using the tax rates and laws that have been enacted or substantively enacted by the reporting date.

Deferred tax is recognised in respect of all timing differences at the reporting date, except as otherwise indicated.

Deferred tax assets are only recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

If and when all conditions for retaining tax allowances for the cost of a fixed asset have been met, the deferred tax is reversed.

Deferred tax is recognised when income or expenses from a subsidiary or associate have been recognised, and will be assessed for tax in a future period, except where:

- the company is able to control the reversal of the timing difference; and
- it is probable that the timing difference will not reverse in the foreseeable future.

A deferred tax liability or asset is recognised for the additional tax that will be paid or avoided in respect of assets and liabilities that are recognised in a business combination. The amount attributed to goodwill is adjusted by the amount of deferred tax recognised.

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

With the exception of changes arising on the initial recognition of a business combination, the tax expense (income) is presented either in profit or loss, other comprehensive income or equity depending on the transaction that resulted in the tax expense (income).

Deferred tax liabilities are presented within provisions for liabilities and deferred tax assets within debtors. Deferred tax assets and deferred tax liabilities are offset only if:

- the company has a legally enforceable right to set off current tax assets against current tax liabilities, and
- 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.

Notes to the financial statements *(continued)*

Year ended 31 August 2022

4 Principal accounting policies *(continued)*

4.6 Pension costs

The Company operates a defined contribution scheme for its employees. The pension costs charged against operating profits are the contributions payable to the scheme in respect of the accounting period.

4.7 Provision for liabilities

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

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

Where the effect of the time value of money is material, the amount expected to be required to settle the obligation is recognised at present value using a pre-tax discount rate. The unwinding of the discount is recognised as finance cost in profit or loss in the period it arises.

The company recognises a provision for dilapidations which represents the best estimate of future reparations costs in relation to leases occupied by the company.

5 Turnover

Turnover is wholly attributable to the principal activity of the company and arises solely within the United Kingdom.

ALG Cognita Limited

Notes to the financial statements (continued)

Year ended 31 August 2022

6 Staff costs

	2022	2021
	£'000	£'000
Wages and salaries	4,175	2,010
Social security costs	272	141
Other pension costs	33	16
	<u>4,480</u>	<u>2,167</u>

The average monthly number of employees during the period was as follows:

By activity	2022	2021
Head office staff	28	20
Activity camp staff	131	88
	<u>159</u>	<u>108</u>

7 Directors emoluments

	2022	2021
	£'000	£'000
Emoluments payable	<u>202</u>	<u>165</u>

8 Operating loss

Operating loss is stated after charging:

	2022	2021
	£'000	£'000
Depreciation of owned assets	703	529
Depreciation of assets held under finance leases	242	249
Restructuring costs	-	-
Amount payable under lease contracts:	-	-
- Property	-	-
Directors remuneration	202	165
Profit on disposal of property, plant and equipment	<u>-</u>	<u>-</u>

Notes to the financial statements (continued)

Year ended 31 August 2022

9 Taxation

Reconciliation of total tax charge included in profit and loss

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below:

	2022 £'000	2021 £'000
Loss on ordinary activities before tax	<u>(1,030)</u>	<u>(1,497)</u>
Loss on ordinary activities multiplied by the standard rate of corporation tax in the UK of 19.00% (2021: 19.00%)	<u>(196)</u>	<u>(284)</u>
Effects of:		
Expenses not deductible for tax purposes	35	12
Group relief	182	190
Adjustment to tax charge in respect of prior periods	-	-
Deferred tax not recognised	(21)	178
Adjustments due to deferred tax rate change	-	(96)
Total tax (credit)/charge	<u>-</u>	<u>-</u>

The main rate of UK corporation tax is at 19% and an effective increase in the main rate to 25% from 1 April 2023. Deferred tax assets and liabilities have been calculated based on the rate of 19% substantively enacted at the balance sheet date.

Notes to the financial statements (continued)

Year ended 31 August 2022

10 Intangible fixed assets

	Licences	Total
Cost	£'000	£'000
At 1 September 2021	107	107
Additions		
At 31 August 2022	107	107
Amortisation		
At 1 September 2021	30	30
Amortisation for the year	32	32
At 31 August 2022	62	62
Net Book Value		
At 31 August 2022	45	45
At 31 August 2021	77	77

Notes to the financial statements (continued)

Year ended 31 August 2022

11 Tangible fixed assets

	Leasehold property and improvements £'000	Plant and machinery £'000	Computer Equipment vehicles £'000	Total £'000
Cost:				
At 1 September 2021	3,988	1,806	539	6,333
Additions	3,078	366	579	4,023
Disposals	-	-	-	-
At 31 August 2022	7,066	2,172	1,118	10,356
Depreciation:				
At 1 September 2021	447	1,317	241	2,005
Charge for the period	471	590	466	1,527
Disposals	-	-	-	-
At 31 August 2022	918	1,907	707	3,532
Net book value:				
At 31 August 2022	6,148	265	411	6,824
At 31 August 2021	3,541	489	298	4,328

12 Debtors

	2022 £'000	2021 £'000
Trade debtors	66	40
Amounts owed by group undertakings	5,494	2,612
Prepayments and accrued income	862	462
Deferred tax assets	27	27
Other debtors	23	4
	6,472	3,145

Notes to the financial statements (continued)

Year ended 31 August 2022

12 Debtors (continued)

The deferred tax asset arises as follows:

	2022 £'000	2021 £'000
Accelerated capital allowances	27	27
Expenses not deductible for tax purposes	-	-
Other short term differences	-	-
Losses carried forwards	-	-
	<u>27</u>	<u>27</u>

13 Creditors - amounts falling due within one year

	2022 £'000	2021 £'000
Trade creditors	208	218
Amounts owed to group undertakings	14,610	10,307
Accruals and deferred income	411	810
Taxes and social security	207	272
Other creditors	-	(10)
	<u>15,436</u>	<u>11,597</u>

14 Creditors: amounts falling due after more than one year

	2022 £'000	2021 £'000
Lease liability	2,743	769
IFRS16 – amounts related to leasehold property		

15 Share capital

	2022 £'000	2021 £'000
Allotted called up and fully paid	-	-
2,426,004 Ordinary shares of 0.0001p each		

Notes to the financial statements *(continued)*

Year ended 31 August 2022

16 Related party transactions

The Company is exempt from disclosing other related party transactions as they are with other companies that are wholly owned within the Group.

17 Ultimate parent undertaking

The immediate parent undertaking is Cognita Ltd, a company registered in England and Wales. The ultimate parent company is Jacobs Holding AG, a company incorporated in Switzerland.

The smallest group of companies for which group accounts have been drawn up including this company is that headed by Cognita Bondco Parent Limited. The largest group of companies for which group accounts have been drawn up including this company is Lernen Bidco Limited. Accounts for Lernen Bidco Limited can be obtained from the registered office Seebeck House, One Seebeck Place, Knowlhill, Milton Keynes, Buckinghamshire, MK5 8FR.