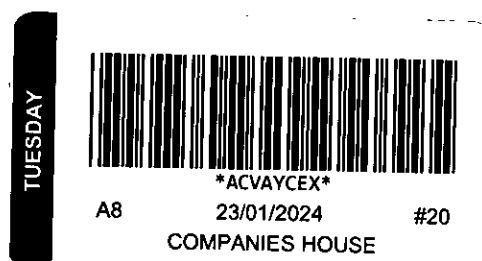


**EDU UK TOPCO LIMITED
ANNUAL REPORT
&
FINANCIAL
STATEMENTS**

31 December 2022

**Registered Number:
07285288**



EDU UK TOPCO LIMITED

Page

1	Directors and Corporate Information
2	Strategic Report
3	Directors' Report
5	Statement of Directors' Responsibilities
6	Statement of Comprehensive Income
7	Statement of Financial Position
8	Statement of Changes in Equity
9	Notes to the Financial Statements

EDU UK TOPCO LIMITED
DIRECTORS AND CORPORATE INFORMATION

DIRECTORS

I Crichton
S Belfer

REGISTERED OFFICE

Britannia House
21 Station Street
Brighton
East Sussex
BN1 4DE

COMPANY REGISTERED NUMBER

Registered in England No. 07285288

**EDU UK TOPCO LIMITED
STRATEGIC REPORT
FOR THE YEAR ENDED 31 DECEMBER 2022**

The Directors present their report and the financial statements for EDU UK Topco Limited (the Company) for the year ended 31 December 2022. The Company is domiciled in the United Kingdom with its registered office at Britannia House, 21 Station Street, Brighton, BN1 4DE. The Company is a part of a group (the Group) which is consolidated within the financial statements of the parent company SG Global Topco Limited.

During the year, the Company acted as an intermediate holding company for the Group.

BUSINESS REVIEW

The Company did not make a profit or loss for the year (2021: loss of £41,456,000).

PRINCIPAL RISKS AND UNCERTAINTIES

The Company acts as an intermediate holding company in the Group in which it is consolidated. It does not generate revenue from parties outside of the consolidated Group and therefore the principal risk to the Company is the ability of the trading subsidiaries of the Group to continue to generate sufficient cash to meet its financing and operating requirements.

The risks to the subsidiaries are primarily global, economic and political risks; in particular those that impact on the willingness and ability of international students to travel to their centres to study, together with regulatory changes that may impede the ability of international students to study abroad.

These are discussed further in the SG Global Topco Limited statutory accounts which are held at Britannia House, 21 Station Street, Brighton, BN1 4DE.

FUTURE DEVELOPMENTS

The Company will continue to operate as an intermediate holding company.



**S Belfer
Director
25 September 2023**

**EDU UK TOPCO LIMITED
DIRECTORS REPORT
FOR THE YEAR ENDED 31 DECEMBER 2022**

GENERAL INFORMATION

EDU UK Topco Limited is an intermediate holding company registered in England and Wales with the company number 07285288.

PRINCIPAL ACTIVITIES

The Company is an indirect subsidiary of SG Global Topco Limited, which is the parent company of the Group. The principal activity of the Company is that of an intermediate holding company. The Group's principal activity is that of a private international education provider.

DIRECTORS

The Directors of the Company who were in office during the year and up to the date of signing the financial statements were:

I Crichton (Appointed on 1 September 2022)
S Belfer (Appointed on 31 May 2023)
E Lancaster (Resigned on 1 September 2022)
N Williams (Resigned on 31 May 2023)

DIRECTORS' INDEMNITY PROVISION

The Group maintains liability insurance for all its Directors and officers including those acting in and on behalf of wholly owned subsidiaries, which includes this Company. The Company has also provided an indemnity for its Directors, which is a qualifying third party indemnity provision for the purposes of the Companies Act 2006. This indemnity has been in place throughout the financial year and is in place as at the date of this report.

RESULTS AND DIVIDENDS

The profit for the financial year was £nil (2021: loss of £41,456,000).

The Company has taken advantage of the exemptions available for small businesses in choosing to not disclose dividends paid.

FINANCIAL INSTRUMENTS

The Company's financial instruments comprise intercompany balances arising directly from its operations. The Company's financial liabilities comprise intercompany creditors. The Company also has financial assets comprising intercompany debtors.

It is, and has been throughout the year under review, the Company's policy that no speculative trading in financial instruments shall be undertaken.

The main risks arising from the Company's financial instruments are interest rate risk, liquidity risk and foreign currency risk. The Board reviews and agrees policies for managing each of these risks and they are summarised below. These policies have been reviewed and remain unchanged.

Interest rate risk

The Company charges interest on any long-term intercompany loans at a fixed rate of interest, there are currently no long-term intercompany loans held, therefore there is no current exposure to interest rate risk.

Liquidity risk

The Group holds the responsibility for the Company's liquidity risk. Ultimate responsibility for liquidity risk management rests with the Board of Directors of the Group, who have built an appropriate liquidity risk management framework for the Group's short, medium and long-term funding and liquidity requirements. The Group manages liquidity risk by maintaining adequate cash reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. The Group actively monitors compliance with its covenants relating to the Group term loans.

**EDU UK TOPCO LIMITED
DIRECTORS' REPORT (CONT'D)
FOR THE YEAR ENDED 31 DECEMBER 2022**

Foreign currency risk

The Company's intercompany debtors and creditors are entirely held with other Group companies based in the UK and are denominated in Pound Sterling therefore there is no current exposure to foreign currency risk.

POLITICAL CONTRIBUTIONS

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

CHARITABLE CONTRIBUTIONS

The Company made no charitable contributions during the year (2021: £nil).

GOING CONCERN

Going concern is assessed at a consolidated Study Group level for SG Global Topco Limited and its subsidiaries, with Group-wide financing facilities which are managed centrally.

The Directors of SG Global Topco Limited with the support of its shareholders and investors have taken timely action to ensure that Study Group remains in compliance with its Senior Facilities Agreement and has sufficient committed facilities to meet liabilities as they fall due for a period of 12 months from signing these financial statements. Positive cash headroom on committed facilities is projected throughout the going concern assessment period and the Directors of SG Global Topco Limited continue to adopt the going concern basis in the financial statements. This basis is adopted after consideration of the positive growth prospects within the business.

Whilst the Company's operation was not directly affected by the Covid 19 pandemic, the performance of a number of its investments were impacted, particularly by the resulting travel restrictions. Countries having closed borders into 2022 continued to affect investment performance. The Directors continue to monitor the effect that a change in performance of these investments would have on the results of the Company. The going concern basis is adopted after considering positive growth indicators and increased KPI volumes within the investments of the Company as travel restrictions have eased.

Accordingly, the Directors continue to adopt the going concern basis in preparing the annual report and accounts.

EVENTS AFTER THE BALANCE SHEET DATE

Events between the balance sheet date and the date the financial statements were issued are disclosed in Note 12.

AUDIT EXEMPTION

For the year ending 31 December 2022 the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.



**S Belfer
Director
25 September 2023**

EDU UK TOPCO LIMITED
STATEMENT OF DIRECTORS' RESPONSIBILITIES
FOR THE YEAR ENDED 31 DECEMBER 2022

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ANNUAL REPORT AND THE FINANCIAL STATEMENTS

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 they have elected to prepare 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 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 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.

Approved by the Board of Directors
and signed on behalf of the Board



S Belfer
Director
25 September 2023

EDU UK TOPCO LIMITED
STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2022

	Note	2022 £'000	2021 £'000
Administrative expenses		-	(41,456)
Operating loss			(41,456)
Finance income		-	-
Loss on ordinary activities before taxation		-	(41,456)
Tax charge	2	-	-
Loss for the financial year		-	(41,456)
TOTAL COMPREHENSIVE LOSS		-	(41,456)

EDU UK TOPCO LIMITED
STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2022

	Note	2022 £'000	2021 £'000
NON-CURRENT ASSETS			
Investments	3	<u>234,841</u>	<u>234,841</u>
		234,841	234,841
CURRENT ASSETS			
Trade and other receivables	5	<u>179</u>	<u>26,776</u>
		179	26,776
CURRENT LIABILITIES			
Trade and other creditors	6	<u>(14,869)</u>	<u>(41,466)</u>
		(14,869)	(41,466)
NET CURRENT (LIABILITIES)/ASSETS		<u>(14,690)</u>	<u>(14,690)</u>
NET ASSETS		<u>220,151</u>	<u>220,151</u>
CAPITAL AND RESERVES			
Called up share capital	7	900	900
Share premium		101,623	101,623
Accumulated profits		117,628	117,628
TOTAL SHAREHOLDERS' FUNDS		<u>220,151</u>	<u>220,151</u>

For the year ending 31 December 2022 the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities

- 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 the Financial Statements

These financial statements of EDU UK Topco Limited, Company Registration Number 07285288, on pages 6 to 13 were approved by the Board of Directors and signed on its behalf by:



S Belfer
Director
25 September 2023

EDU UK TOPCO LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2022

2022	Share capital	Share Premium	Accumulated Profits	Total Equity
	£'000	£'000	£'000	£'000
Balance at 1 January 2022	900	101,623	117,628	220,151
Profit for the year	-	-	-	-
Balance at 31 December 2022	900	101,623	117,628	220,151

2021	Share capital	Share Premium	Accumulated Profits	Total Equity
	£'000	£'000	£'000	£'000
Balance at 1 January 2021	900	101,623	159,084	261,607
Loss for the year	-	-	(41,456)	(41,456)
Balance at 31 December 2021	900	101,623	117,628	220,151

EDU UK TOPCO LIMITED

NOTES TO FINANCIAL STATEMENTS

1. ACCOUNTING POLICIES

1.1 GENERAL INFORMATION

EDU UK Topco Limited is a company incorporated and domiciled in the UK. The principal accounting policies, which have been applied consistently throughout the year, are set out below.

1.2 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ('FRS 101') on the historical cost basis.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of UK-adopted international accounting standards ('Adopted IFRS'), but makes amendments where necessary in order to comply with the Companies Act 2006.

In these financial statements the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- a cash flow statement and related notes;
- the requirements of IAS 24 Related Party Transactions and has, therefore, not disclosed transactions between the Company and its wholly owned subsidiaries;
- disclosure requirements concerning situations when an entity has not applied a new IFRS that has been issued but is not yet effective;
- a statement of compliance with IFRS (a statement of compliance with FRS 101 is provided instead); and
- certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosures.

1.3 NEW STANDARDS, INTERPRETATIONS AND AMENDMENTS EFFECTIVE FROM 1 JANUARY 2022

There are no amendments to accounting standards, or IFRIC interpretations that are effective for the year ended 31 December 2022 which have had a material impact on the Company.

1.4 GROUP FINANCIAL STATEMENTS

The financial statements contain information about EDU UK Topco Limited as an individual company and do not contain consolidated financial information as the parent of a group. The Company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of the parent company of the Group, SG Global Topco Limited. The consolidated financial statements of SG Global Topco Limited are prepared in accordance with UK-adopted International Accounting Standards and are available to the public and may be obtained from Britannia House, 21 Station Street, Brighton, BN1 4DE.

1.5 INVESTMENTS

In the Company's financial statements, investments in subsidiary undertakings are stated at cost less any impairment. Assets that have an indefinite useful life are tested for impairment when a trigger event occurs. An impairment loss is recognised for the amount by which the asset's carrying value exceeds its recoverable amount, which is considered to be the higher of its value in use and fair value less costs to sell. In order to assess impairment, assets are grouped into the lowest levels for which there are separately identifiable cash flows.

1.6 TRADE AND OTHER RECEIVABLES

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost less provision for impairment. A provision for impairment is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of receivables. The amount of the provision is recognised in the Statement of Comprehensive Income.

1.7 TRADE AND OTHER PAYABLES

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

EDU UK TOPCO LIMITED
NOTES TO FINANCIAL STATEMENTS (CONT'D)

1.8 TAXATION INCLUDING DEFERRED TAX

Corporation tax, where payable, is provided on taxable profits at the current rate. Deferred tax is provided on all temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry-forward of unused tax assets and unused tax losses can be utilised. The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date. Tax relating to items recognised directly in equity is recognised in equity and not in the income statement.

Deferred tax assets and liabilities have not been discounted.

1.9 FINANCIAL RISK MANAGEMENT

The Company's operations expose it to a variety of financial risks that include the effects of changes in foreign currency exchange rates, market interest rates, credit risk and its liquidity position. The Company has in place a risk management programme that seeks to limit adverse effects on the financial performance of the Company which is outlined in the Directors' Report.

1.10 GOING CONCERN

The Company's business activities, together with the factors likely to affect its future development and position, are set out in the Going Concern and Principal Risks and Uncertainties section of the Strategic Report on page 2 and the Directors' Report on page 4.

After making enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

1.11 FOREIGN CURRENCY TRANSACTIONS

Transactions denominated in foreign currencies are recorded in GBP at the exchange rates ruling at the date of the transaction. Foreign exchange gains and losses resulting from such transactions are recognised in the Statement of Comprehensive Income, except when deferred in equity as qualifying cash flow hedges. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rates ruling at the balance sheet date and any exchange differences are taken to the Statement of Comprehensive Income.

Foreign exchange gains and losses relating to foreign currency loans and other foreign exchange adjustments are included within finance income and expenses.

EDU UK TOPCO LIMITED
NOTES TO FINANCIAL STATEMENTS (CONT'D)

2. TAXATION

Reconciliation of effective tax rates

	2022 £'000	2021 £'000
Loss on ordinary activities before tax	-	(41,456)
Loss on ordinary activities multiplied by rate of corporation tax in the UK of 19.00% (2021: 19.00%)	-	7,877
Effects of: Items not taxable or deductible	-	(7,877)
Total current tax charge	-	-

3. INVESTMENTS

	Investments in subsidiaries £'000
Cost	
At 1 January 2022	234,841
At 31 December 2022	234,841
Provisions	
At 1 January 2022	-
At 31 December 2022	-
Net book value at 31 December 2022	234,841
Net book value at 31 December 2021	234,841

The Directors believe that the carrying value of the investments at year end is supported by their underlying assets.

A summary of the Company's direct investments at the balance sheet date is as follows:

Name of Entity	Country of Incorporation	Nature of Business	Ownership 2022 %	Ownership 2021 %
EDU UK Intermediate Limited	United Kingdom	Holding company	100	100

4. DEFERRED TAX ASSET

The Company had a total of £1,000,000 of deductible temporary differences arising from unused tax losses and unused tax credits for which there was an unrecognised deferred tax asset of £250,000 (2021: £190,000). No deferred tax asset is recognised as these are not likely to reverse per projections up to 2027 (2021: none).

5. TRADE AND OTHER RECEIVABLES DUE WITHIN ONE YEAR

	2022 £'000	2021 £'000
Amounts falling due within one year:		
Amounts owed by group undertakings	179	26,776
	179	26,776

EDU UK TOPCO LIMITED
NOTES TO FINANCIAL STATEMENTS (CONT'D)

6. TRADE AND OTHER CREDITORS DUE WITHIN ONE YEAR

	2022 £'000	2021 £'000
Amounts falling due within one year:		
Amounts owed to group undertakings	14,869	41,466
	<u>14,869</u>	<u>41,466</u>

7. SHARE CAPITAL

	2022		2021	
	Number of shares	£	Number of shares	£
<i>Ordinary shares authorised, allotted and issued of £1 each</i>				
Balance at the beginning of the year	899,541	899,541	899,541	899,541
Balance at 31 December	<u>899,541</u>	<u>899,541</u>	<u>899,541</u>	<u>899,541</u>

8. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

There are no employees of the Company other than the Directors. The Directors are remunerated through other group companies.

9. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The immediate parent undertaking is SG Global Bidco Limited.

The ultimate parent undertaking and controlling party is Ardian LBO Fund VI B S.L.P, a French Special Limited Partnership with a separate legal identity registered and resident in France, with registered office at 20 place Vendôme, 75 001 Paris, France.

The parent company of the largest consolidated group is SG Global Topco Limited. The consolidated accounts are available from Britannia House, 21 Station Street, Brighton, BN1 4DE.

10. RELATED PARTY TRANSACTIONS

The Company has taken advantage of the exemption in IAS 24 from the requirement to disclose transactions between the Company and its wholly owned subsidiaries.

11. EVENTS AFTER THE BALANCE SHEET DATE

EDU UK Topco Limited is an indirect subsidiary of SG Global Topco Limited, which is the parent company of Study Group, the consolidated Group. On 12 May 2023, a transaction to sell Study Group's interests in the pathway colleges associated with the University of Sydney in Australia and the University of Waikato in New Zealand was completed. This followed a public announcement on 1 March 2023, and was effected by a sale of the shares in Study Group Australia Pty Limited and its subsidiaries to Navitas Pty Limited. Study Group Australia Pty Limited is an indirect subsidiary of EDU UK Topco Limited through its investment in EDU UK Intermediate Limited.

The effect of the sale of these subsidiaries on the value in use of the Group investments, including those within these financial statements as an intermediate subsidiary, is yet to be calculated and will be finalised and disclosed within the 2023 financial statements.