



INTO University Partnerships Limited

Annual report for the year ended 31 July 2022

Registered number: 05507863

THE PARENT ACCOUNTS TO:

ESPALIER PROPERTY PROJECT CO4 LIMITED
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Directors and advisers

Directors

A J Colin
J B Sykes
S G Smale
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D S Eastwood
C J Mairs
O Streatfeild
T Todd
A Gigante

Registered office

One Gloucester Place
Brighton
United Kingdom
BN1 4AA

Independent auditor

Grant Thornton UK LLP
Chartered Accountants
2nd Floor
St Johns House
Haslett Avenue West
Crawley
West Sussex
RH10 1HS

Strategic report for the year ended 31 July 2022

The directors present their strategic report on the group for the year ended 31 July 2022.

Review of the business

The principal activity of the group is the provision of educational, recruitment and marketing services for international students through subsidiary undertakings and in partnership via joint ventures with universities.

The subsidiary and associated undertakings of the group are listed in Note 24 to the financial statements.

The principal activity of the company in the year under review was that of the provision of marketing, management and other corporate services including to the company's joint ventures and direct recruitment of students on behalf of partners and affiliates

Business strategy

INTO's mission is to transform international students' academic and career success through winning university partnerships. Our unified strategy to deliver this mission covers 5 core pillars

- **Winning portfolio of partners and products.** We partner with over 25 universities across US, UK, Europe and Australia to support their internationalisation strategies, including: delivering pathway programmes, advising on university courses & programmes, implementing sales & activation in student markets, and performing enrolment services.
- **Differentiated propositions in market.** We ensure our universities' propositions are differentiated in increasingly competitive markets, and leverage our unique recruitment network and university access centre (UAC) infrastructure to create diverse demand.
- **Enrolment excellence.** We ensure a transparent and reliable application and arrival process for students, agents, and our university partners.
- **Academic and career success.** Our on campus teams teach and support our international students, driving higher progression rates to university, retention to degree, and ultimately, better employability prospects.
- **Streamlined, agile and empowered culture.** We align our global teams to deliver our services efficiently and effectively, using agile methodologies and local empowerment to respond to changing student and market needs.

Results and performance

While the world continued to be disrupted by COVID-19, the year ended July 2022 saw an improvement in student mobility from the previous year, and with this, the ability to continue progressing our strategy.

The results of the group for the year, as set out on pages 21 to 26, show that overall performance for FY22, whilst impacted by the COVID-19 pandemic, are recovering as more locations reduce restrictions on international student mobility and volumes and revenue therefore increase. The results show turnover up 19% to £96,131k (2021 restated: £80,508k). Management monitor and review the business on a constant foreign exchange basis including the group's share of joint venture performance. On this basis adjusted turnover is also up 12% to £138,342k (2021 restated: £123,205k). The group and share of joint ventures operating loss improved £8,950k from the prior year at a loss of £12,077k (2021: restated loss of

£21,027k). Net EBITDA, measured at current year foreign exchange rate, is a loss of £4,299k, an improvement of £10,666k on the prior year (2021 restated loss of £14,965k). The shareholders' funds for the group total £3,731k (2021 restated: £14,128k).

The group has a £30m revolving credit facility with revised covenants to help to provide flexibility as required during the period. As at 31 July 2022 none of the facility was drawn despite its continued investments in its new operations in Australia, university access centres in a number of locations, systems and people. In the second quarter of FY23 the group has drawn £5m of its credit facility.

Strategically, our new partnership with University of Western Australia had its first intake and we signed a new partnership with University of Massachusetts, Amherst, opened 3 new university access centres in Hanoi, Jakarta and Colombia, delivered employment boosts to international students across three UK cities, and materially developed our digital experience for our application process.

St Louis University strategic review

INTO's shareholding in INTO SLU LLC increased to 100% on 1 August 2021. Consequently, the entity has been accounted for as a subsidiary in FY22.

Key performance indicators ("KPIs")

The Board monitors progress against the company's strategy by reference to the following KPIs:

	2022	2021 (restated)
	£'000	£'000
Adjusted turnover *	138,342	123,205
Net EBITDA**	(4,299)	(14,965)
Adjusted EBITDA***	3,180	(6,894)
Underlying group and share of joint ventures operating loss	(11,883)	(23,088)
Student satisfaction	93%	94%
Cash	9,437	20,462

* Adjusted turnover is calculated as statutory turnover plus the group's share of joint venture turnover. This helps INTO to ensure it is measuring the value we deliver to our Partners. Turnover is adjusted to remove discontinued operations and the prior year is presented at current year foreign exchange rates.

** Net EBITDA is a metric used by management to assess the underlying performance of the business. This metric adjusts for non-coterminous year ends and other timing movements and is measured at current year foreign exchange and includes group and share of joint ventures.

*** Adjusted EBITDA. In addition to the adjustments above, this metric also adjusts for losses incurred for both new partnerships and products, one off items and board costs, which can distort profitability. This metric is also measured at current year foreign exchange and includes group and share of joint ventures.

	2022	2021 (restated)
	£'000	£'000
Turnover	96,131	80,508
Share of joint venture turnover	42,226	44,913
Adjust prior year at current year foreign exchange rates	-	446
Adjust for discontinued operations	(15)	(2,662)
Adjusted turnover (at constant foreign exchange rates)	138,342	123,205

	2022	2021
	£'000	£'000
Group and share of joint ventures operating loss	(12,077)	(21,027)
Add: group and share of joint ventures administrative exceptional (credit)/charge	193	(2,061)
Add: depreciation and amortisation	5,055	4,751
Add: share of joint ventures' depreciation and amortisation	1,262	2,391
Adjustment for non-coterminous year end and other timing movements	1,268	1,101
Adjustment to current year foreign exchange rates	-	(120)
Net EBITDA (at constant foreign exchange rates)	(4,299)	(14,965)
Board and one off costs	1,150	2,281
New partnership and product start-up losses	6,329	5,790
Adjusted EBITDA (at constant foreign exchange rates)	3,180	(6,894)

The INTO group planned for and managed an improvement in student volumes in FY22 vs FY21. Statutory group turnover increased 19% to £96,131k (2021 restated: £80,508k). Adjusted turnover which includes the group's share of joint venture turnover, stated at constant foreign exchange rates increased 12% to £138,342k (2021 restated: £123,205k).

Group and share of joint ventures operating loss in the year was £12,077k, an improvement of £8,950k on the prior year (2021 restated: loss of £21,027k).

Net EBITDA, measured at current year foreign exchange rate, is a loss of £4,299k, a increase of £10,666k on the prior year (2021 restated: £14,965k).

The year end cash balance was £9,437k (2021: £20,462k). As the group continues to be loss making due to COVID- 19 there has been a reduction in group cash position as investments in capital expenditure and new business areas have continued to be protected. The group has revised EBITDA covenants agreed with its bankers to February 2024 showing the forecast recovery and continues to track inline with these requirements. The group is expecting to use the facility in FY23 for working capital purposes.

Principal risks and uncertainties

The process of risk acceptance and risk management is addressed through a framework of policies, procedures and internal controls. All policies are subject to Board approval and ongoing review by management. Compliance with regulation, legal and ethical standards is a high priority for the group and the group finance department take on an important oversight role in this regard. See the statement on governance and internal control for more details on the risk management process.

The directors consider the following to be principal risks and uncertainties facing the company:

- global pandemic and the consequent impact on the ability of international students to travel;
- global economic recession, inflationary pressures and interest rates;
- changes to government regulations, particularly those affecting student visas; and
- natural disasters, acts of terrorism and the consequent impact on the ability of international students to travel.

The Board actively monitor these risks on an on-going basis. The impact of the global pandemic and the mitigation and actions taken have been discussed elsewhere in this report. The Board believe that high quality student education remains a priority for parents during recession and therefore work to develop the product portfolio to ensure that INTO remains an educator of choice in the event of any downturn. New initiatives are constantly being developed to attract and retain high quality students and the courses the group offers are reviewed to ensure that they remain relevant and competitive. Inflationary pressures are being monitored and actions taken where possible to manage these e.g. fixing 3 years of energy costs for London premises in Autumn 2021. Staff cost inflation is being seen in many markets as in other industries and the Board review these as part of the wider financial forecasting process.

Government regulations in both the countries that INTO recruit students from and the countries students' study in, are monitored and the impacts of any changes assessed and understood. As the group has a portfolio of countries in both its recruitment markets and education markets the impact of any one change on the business is lessened. The Board have continued to pursue a strategy of diversifying in both markets to ensure this continues to be the case.

Any items which impact students' willingness or ability to travel internationally; be those natural disasters, terrorism or the general openness of a country for international students impact the group. The directors keep abreast of these risks through market awareness, building robust working relationships with partners and developing a strong senior management team and react to these market forces as deemed appropriate in each location.

Outlook

In light of the ongoing recovery in international student mobility due to COVID-19, INTO anticipate the continuing recovery of financial performance in the year ending 31 July 2023 and have seen strong growth in new student enrolments in the Aug-Nov 22 intake. The group have prepared a forecast based on student volumes continuing to recover and have worked with our partners, staff and bankers to respond to this. Careful monitoring of delivery of the strategic plan will continue into FY23 and should enable INTO to continue to invest in new products, recruitment, and technology to help ensure the future business will continue to thrive. Surveys show that students continue to demand high quality international education opportunities and as such the Board believe that INTO is well positioned to respond to the market.

Statement by the directors in performance of their statutory duties in accordance with s172 (1) Companies Act 2006

The directors consider, both individually and collectively, that they have acted in the way they consider in good faith would promote the success of the group for the benefit of its members as a whole (having regard to the stakeholders and matters set out in s172(1)(a-f) of the Act) in the decisions taken during the year ended 31 July 2022 and in creating the future business plans (the "business plans"):

- INTO University Partnerships' business plans are designed to have a long-term beneficial impact on the group and to contribute to its success by providing high quality international education to our students and allowing our partners to meet their internationalisation aims.
- Our employees are fundamental to the delivery of the business plans, and we aim to be a responsible and attractive employer in our approach to pay and the benefits our employees receive and the opportunities they have to develop their careers. During the year our "people promise" including group values was launched to articulate this commitment to both existing employees and potential new employees and our Shine awards were revised to recognise staff who were demonstrating these values.
- INTO University Partnerships' business plans rely on developing long term relationships with suppliers and customers, enabling the Group to gain a detailed understanding of their requirements and priorities. We aim to act responsibly and fairly in how we engage with all stakeholders and a focus on 'partnership' is ingrained in our business operations and processes. The COVID-19 pandemic has meant changes to some of our partnership models but due to the relationships INTO have built with our university partners the group have been able to flexibly change the model to respond to the changing requirements of our partners.
- INTO University Partnerships considers the impact of the group's operations on the community and the environment. All employees can take up to 2 paid days per year to volunteer at a non-profit organisation of their choice in order to contribute to either their local community or a cause that is important to them.
- As directors our intention is to behave responsibly and ensure that management operate the business with high standards of conduct and governance in order to ensure that our shareholders benefit from the delivery of the INTO Group's business plans

Statement of Corporate Governance and Internal Control

Governance

INTO University Partnerships ("INTO") is a registered higher education provider and is recorded on the Office for Students ("OfS") register of providers. INTO was registered in September 2020 and has therefore applied the accounts direction published by the OfS in these accounts for the first time (see Note 6 for further disclosure in this respect). This statement of corporate governance sets out how INTO ensures:

- a. transparency about its corporate governance arrangements; and
- b. the adequacy and effectiveness of arrangements for corporate governance, risk management and the oversight of any statutory and other regulatory responsibilities, including compliance with INTO's ongoing conditions of registration.

INTO is a private limited company and as such it is governed by its Board of Directors (the "Board"). For OfS purposes the Board is also the Governing Body. The Board has an established governance framework which details its primary responsibilities. This framework has been in place for the year ended 31 July 2022 and up to the date of approval of the financial statements. The framework exists:

- To ensure that the company's strategic direction remains both appropriate and achievable;
- To monitor organisational performance and evaluate the achievement of the strategic and business plans and annual budget outcomes;
- To ensure the company has appropriate corporate governance structures in place including standards of ethical behaviour and promote an agreed culture of environmental, social and governance responsibilities.
- To establish the policy framework for governing the company from which all operational policies and actions are developed;
- To assess risks facing the company, establish a risk management plan and monitor compliance;
- To monitor and ensure that the Company is complying with the ongoing conditions of registration and any other regulatory requirements, as applicable to the Company, established from time to time by the OfS;
- To ensure that the company's Articles of Association and Governance Framework uphold all public interest governance principles (the "Principles") as may be relevant to the company (as prescribed by the OfS from time to time);
- To establish processes to monitor and evaluate the performance and effectiveness of the Board itself;
- In the event the company is in receipt of public funds, ensure there are adequate and effective arrangements in place such that those public funds are managed appropriately, in line with the conditions of grant and the principles of regularity, propriety and value for money and to protect the interests of taxpayers and other stakeholders. INTO is not currently in receipt of any public funds;
- To ensure any applicable obligations imposed by section 149(1) of the Equality Act 2010 (the "Act") on public authorities are complied with (the "Public Sector Equality Duty"), recognising the need to have due regard to:
 - eliminate discrimination, harassment, victimisation and any other conduct that is prohibited by or under the Act;
 - advance equality of opportunity between persons who share a relevant protected characteristic and persons who do not share it; and
 - foster good relations between persons who share a relevant protected characteristic and persons who do not share it.
- To take such steps as are reasonably practicable to ensure that freedom of speech within the law is secured across the company; and
- To ensure that staff while engaged in teaching have freedom within the law to question and test received wisdom and to put forward new ideas and controversial or unpopular opinions without placing themselves in jeopardy of losing their jobs or privileges they may have within the company.

The Board consists of Executive Directors, Non-Executive Chairman, Non-Executive Directors, shareholder and investor appointed Directors. The Board has established an Executive Team and separate Audit, Remuneration and Nominations committees with formally delegated duties to ensure INTO's corporate governance arrangements are transparent with clear reporting lines of responsibility. Each of the committees meets at regular intervals to discharge their responsibilities under the delegated duties and terms of reference of the committee. The terms of reference of each committee are now reviewed annually and formally signed off by the Board. The Remuneration committee is responsible for reviewing the applicability of the Higher Education senior staff numerators code published by the Committee of University Chairs and recommending resulting actions.

In order to ensure that the Board is managing its governance arrangements in an effective way an independent review has been commissioned by the Board and the results of this will be reviewed and any recommendations taken forward as appropriate.

In the context of governance, the Audit Committee has a particularly important function in expressing opinions and giving assurances to the Board relating to its review of the effectiveness of the arrangements for risk management, control and governance. The risk management element of this role includes the review of the processes which lead to the statement on internal control in the financial statements

Internal control

The Board and the committees have responsibility for maintaining a sound system of internal control that supports the achievement of the groups policies, aims and objectives whilst safeguarding the funds and assets for which it is responsible. The system of internal control is designed to manage rather than eliminate the risk of non-achievement of policies, aims and objectives; it can therefore only provide reasonable and not absolute assurance of effectiveness and is designed to cover business, operational and compliance risks, not just financial. This process has been in place for the year ended 31 July 2022 and up to the date of approval of the Financial Statements. INTO considers the internal control mechanisms it has in place as the most appropriate way of managing the risks posed to the INTO group.

The Board receives the minutes of Audit Committee and periodic reports from the Chair of Audit Committee concerning internal control.

The review of the effectiveness of the system of internal control is also informed by the work of the Executive Team, who have responsibility for the development, maintenance, and continual review of the internal control framework. The group does not have an internal audit function but does have a nominated senior leader who ensures risk reviews are completed for business, operational and compliance risk. These risks are scored for likelihood, impact and velocity for each area of the business and are presented to the Board on a quarterly basis with mitigation plans as appropriate.

The group has established anti bribery and fraud policies which are reviewed periodically. The main emphasis of the fraud policy is on fraud prevention, achieved through risk assessment, process design informed by awareness of fraud risk, and by keeping staff alert to risks. The Audit Committee has a standing agenda item relating to regulatory and/or compliance issues so they can be highlighted and raised as appropriate. There is regular reporting of fraud and irregularities at the Audit Committee.

The Audit committee also receives and evaluates any recommendations from the external auditors in relation to controls. As a result of these recommendations a consolidation system was implemented in FY22 due to the groups increasing complexity. The external auditors have not identified any significant deficiencies in internal control during the course of their audit work for the year ended 31 July 2022

The Board recognises it is ultimately responsible for ensuring a sound system of internal controls is maintained and has appropriate measures in place to ensure such controls are continually reviewed for ongoing effectiveness.

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

<i>Sir David Eastwood</i>	16/12/2022
_____ Sir David Eastwood, Non Executive Chairman	_____ Date
<i>John Sykes</i>	16/12/2022
_____ John Sykes, Deputy CEO	_____ Date

Directors' report for the year ended 31 July 2022

The directors present their annual report together with the audited consolidated financial statements of the group and company for the year ended 31 July 2022.

Matters covered in the strategic report

In accordance with Section 414 of the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013, the group has chosen to include a Strategic Report. The information in this report concerns the business review, principal risks and uncertainties and future developments.

Future developments

Please see Strategic Report for details.

Results and dividends

The loss for the financial year amounted to £8,185k (2021 restated £23,323k). The directors did not pay a dividend in the year (2021: £nil).

Financial risk management

The group is exposed to foreign exchange risk through the ownership of subsidiaries and joint venture operations in North America and Asia and the income generated in these regions. The group earns significant US Dollar income which as the GBP to USD exchange rate falls becomes more valuable. Due to the COVID-19 disruption in volumes and revenues the group have not forward hedged this income but this is reviewed by the board on an ongoing basis.

The group has a £30m revolving credit facility with its bankers. The financial commitments in relation to this facility are as disclosed in Note 16.

The board do not consider the group to be subject to significant cash flow or liquidity risk and, aside from the facilities above, does not actively use any complex financial instruments as part of its financial risk management. It is exposed to the usual credit risk and cash flow risk associated with selling on credit and manages this through credit control procedures.

Directors

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

A J Colin
D S Eastwood
J C Latham (*resigned 31 October 2021*)
J T Leeds
C J Mairs
S G Smale
J B Sykes
O Streatfeild (appointed 31 May 2022)
T Todd (appointed 1 November 2022)
A Gigante (appointed 1 November 2022)

Company registration number

The company registration number is 05507863. The company is a limited company incorporated in the United Kingdom. The company's registered office is detailed on page 3.

Going concern

The financial statements have been prepared on the going concern basis, which assumes that the group will continue to be able to meet its liabilities as they fall due for the foreseeable future.

After considering the cash flow projections for the twelve months from the date these financial statements were issued for approval, the directors believe the group has sufficient funds to meet

its liabilities as they fall due and have accordingly prepared the financial statements on a going concern basis.

The COVID 19 crisis has continued to impact the international education sector and more generally student mobility. Management have taken steps to maintain the financial resilience of the group in the short and long term through *diligent liquidity planning including renegotiating the credit facilities with its bankers.*

As a result, this uncertainty has been considered as part of the groups assessment of the going concern basis in the preparation of the financial statements. In preparing this analysis the board have considered the group's ability to meet its liabilities based on various levels of reductions in student numbers, as well as a number of cost mitigation strategies that can and have been employed.

The group has a £30m facility with HSBC Bank plc which was renegotiated in the year based on the expected impact of COVID-19. *This renegotiation means that a breach of the original covenant tests through to February 2024 will not be an event of default as long as a minimum EBITDA and liquidity is met on a last 12 month basis.* Management will renegotiate this facility beyond this period at an appropriate time. Management continue to monitor compliance with the minimum EBITDA and liquidity required under the agreement. In the second quarter of FY22 £5m was drawn under this facility.

The board have considered what level of reduction in student volumes and corresponding mitigation would break a facility covenant and do not consider this reverse stress test scenario a likely occurrence. Based on these circumstances, the Board believe that it remains appropriate to prepare the financial statements on the going concern basis.

Directors' indemnities

As permitted by the Articles of Association, the directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force. The company also purchased and maintained throughout the financial year directors' and officers' liability insurance in respect of itself and its directors.

Political and charitable donations

INTO University Partnerships allocates a proportion of its profits to fund the operating costs of INTO Giving, a charity supporting educational projects for poor and disadvantaged children around the world. During the year this amounted to £104,790 (2021: £123,101).

Post balance sheet events

There are no post balance sheet events to disclose.

Environmental, social and community issues

The company is committed to the promotion of environmental initiatives and minimising the environmental impact of its businesses. Through focusing on creating an efficient and sustainable business the company is taking steps to reduce its on-going carbon footprint.

The INTO group is driven by the desire to provide life-changing experiences for our students. Moreover, the investment and additional revenue generated are helping to revitalise our partner universities and the local and regional economy that surrounds them. The group also works closely with INTO Giving, a charity that supports educational and humanitarian projects for some of the world's poorest and most disadvantaged children. The group supports INTO Giving through fundraising activities, and through staff volunteering their time and skills.

In 2021/22, INTO Giving donated £104,790 in support of educational and humanitarian projects in Colombia, India, Indonesia, Lebanon, Uganda, Ukraine, Vietnam, the UK, US and Zambia, and operated an internship programme for international students. Over the past year, funds raised by INTO employees and students have, for example, supported child refugees fleeing war in Syria and Ukraine, and girls' education programmes in India, Indonesia and Vietnam.

Statement of carbon emissions in compliance with Streamlined Energy and Carbon Reporting (SECR)

The group presents the following details of its carbon usage, covering energy use and associated greenhouse gas emissions relating to gas, electricity and transport, intensity ratios and information relating to energy efficiency actions, compliant with UK legislation set out in the Streamlined Energy and Carbon Reporting (SECR) 21 January 2021. As allowed by the regulations the summary below represents only the entities which meet the large size criteria for the disclosure.

	2022	2021	
Total energy use covering electricity, gas, other fuels and transport	4,684,480	4,592,537	kWh
Total emissions generated through combustion of gas	245	268	tCO ₂ e
Total emissions generated through use of purchased electricity	799	716	tCO ₂ e
Total emissions generated through use of heat and steam	170	189	tCO ₂ e
Total emissions generated through business travel	-	-	tCO ₂ e
Total gross emissions	1,214	1,172	tCO ₂ e
Intensity ratio (total gross emissions)	3.51	3.14	kgCO ₂ e per sqft

Energy efficiency actions

The group is committed to responsible energy management and practise energy efficiency throughout our organisation, wherever it is cost effective. We recognise that climate change is one of the most serious environmental challenges currently threatening the global community and understand we have a role to play in reducing greenhouse gas emissions.

The board has implemented the policies below which have increased the business's energy efficiency in the current financial year:

- Moved to increased remote home working due to COVID-19 and extended this hybrid working offering to non-student facing employees as part of its global flexibility framework;
- A reconsideration and reduction of the overall office space required to meet the hybrid working arrangements of our employees, as well as the introduction of solar panels and more efficient lighting and heating where possible across the properties of the group and its joint ventures;
- Implemented new video conferencing software; and
- A significant reduction in travel due to COVID-19 restrictions globally. This is budgeted to continue in FY23 as the need to travel for meetings has been proven to be less of a requirement..

Methodology used in the calculation of disclosures

ESOS methodology (as specified in Complying with the Energy Savings Opportunity Scheme version 6, published by the Environment Agency 21/1/2021) was used in this report in conjunction with Government GHG reporting conversion factors.

Employees

Consultations with employees or their representatives have continued at all levels, with the aim of ensuring that their views are considered when decisions are made that are likely to affect their interests and that all employees are aware of the financial and economic business units and the company as a whole. Communication with all employees continues through multiple media and employee engagement surveys are conducted periodically.

Applications for employment by disabled persons are always fully considered, bearing in mind the respective aptitudes and abilities of the applicant concerned. In the event of members of staff becoming disabled, every effort is made to ensure that their employment with the company continues, and the appropriate training is arranged, if required. It is the policy of the company that the training, career development and promotion of a disabled person should, as far as possible, be identical to that of a person who does not suffer a disability.

We continue to work hard to ensure a diverse and inclusive workforce is hired, retained, and can thrive at INTO and that we take the opportunity to overcome inequity. We believe that this can only be accomplished with a steady, sustainable, and relentless focus on initiatives that attract diverse talent, create an inclusive culture, and develop and promote a diverse range of colleagues. We have made significant progress in this area, but we are clear there is much work still to do and it will remain a key focus for our executive and management teams.

INTO publishes a gender pay gap report covering the one entity on which INTO are required by law to report, as well as voluntary reporting of other entities and organisations which help round out the picture of the gender pay gap at INTO in the UK. INTO is working towards wider reporting in this area covering all entities within the group. The full report can be obtained from the INTO corporate website at <https://intogloba.com/>.

Branches outside the UK

The following branches exist outside of the UK in addition to the statutory entities listed in Note 24:

- In China the regional offices in Dalian, Shanghai and Beijing are branches of Guangzhou INTO Education Ltd (incorporated in China).
- In China there is also a Beijing branch of DPU (Shanghai) Business Consulting Ltd (incorporated in China).
- Schoolapply AG has a branch based in Dubai.
- University Access Centre Vietnam has a branch based in Hanoi.

Directors' responsibilities statement

The directors are responsible for preparing the Strategic Report and 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 to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"). 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 and profit or loss of the company and group 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 accounting 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;

- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company and the group 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.

Statement of disclosure of information to auditor

The directors confirm that:

- so far as the directors are aware, there is no relevant audit information of which the company's auditor is unaware; and
- the directors have taken all the steps that they ought to have taken in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

The directors are responsible for preparing the annual report in accordance with applicable law and regulations. Having taken advice from the Audit Committee, the directors consider the annual report and the financial statements, taken as a whole, provides the information necessary to assess the company's performance, business model and strategy and is fair, balanced and understandable.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Independent auditor

The auditor, Grant Thornton UK LLP, have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the Board Meeting.

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

Sir David Eastwood

16/12/2022

Sir David Eastwood, Non Executive Chairman

Date

John Sykes

16/12/2022

John Sykes, Deputy CEO

Date

Independent auditors' report to the members of INTO University Partnerships Limited

Opinion

We have audited the financial statements of INTO University Partnerships Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 July 2022, which comprise the Consolidated statement of comprehensive income, the Consolidated and Company balance sheets as at 31 July 2022, the Consolidated and Company statements of changes in equity, the Consolidated cash flow statement for the year then ended, the principal accounting policies and notes to the financial statements. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the group's and of the parent company's affairs as at 31 July 2022 and of the group's loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the 'Auditor's responsibilities for the audit of the financial statements' section of our report. We are independent of the group and the parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We are responsible for concluding on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's and the parent company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the auditor's opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the group or the parent company to cease to continue as a going concern.

In our evaluation of the directors' conclusions, we considered the inherent risks associated with the group's and the parent company's business model including effects arising from macro-economic uncertainties such as Brexit and COVID-19, we assessed and challenged the reasonableness of estimates made by the directors and the related disclosures and analysed how those risks might affect the group's and the parent company's financial resources or ability to continue operations over the going concern period.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's and the parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

The responsibilities of the directors with respect to going concern are described in the 'Responsibilities of directors for the financial statements' section of this report.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matter on which we are required to report under the Companies Act 2006

In the light of the knowledge and understanding of the group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

Opinion on other matters prescribed by the Office For Students ("OfS") accounts direction (issued October 2019)

In our opinion, in all material respects:

- funds from whatever source administered by the parent company for specific purposes have been properly applied to those purposes and managed in accordance with the relevant legislation; and
- the requirements of the OfS's accounts direction (issued October 2019) have been met.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

Responsibilities of directors for the financial statements

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and

fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. Owing to the inherent limitations of an audit, there is an unavoidable risk that material misstatements in the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISAs (UK).

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Company and determined that the most significant which are directly relevant to specific assertions in the financial statements are those related to the reporting frameworks (FRS 102, the Companies Act 2006 and the relevant tax compliance regulations in the UK).
- We communicated relevant laws and regulations and potential fraud risk to all engagement team members and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit
- We understood how the Group is complying with those legal and regulatory frameworks by making inquiries of management and those charged with governance. We corroborated our inquiries through review of board minutes provided by management
- We assessed the susceptibility of the Group's financial statements to material misstatement, including how fraud might occur by meeting with management from relevant parts of the business to understand areas where management considered there was a susceptibility to fraud.
- Audit procedures performed by the engagement team on the areas where fraud might occur included:
 - evaluation of the effectiveness of management's controls designed to prevent and detect irregularities;

- journal entries testing, with a focus on manual entries, unauthorised user entries and entries determined to be large or relating to unusual transactions;
- identifying and testing related party transactions.
- These audit procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error and detecting irregularities that result from fraud is inherently more difficult than detecting those that result from error, as fraud may involve collusion, deliberate concealment, forgery or intentional misrepresentations. Also, the further removed non-compliance with laws and regulations is from events and transactions reflected in the financial statements, the less likely we would become aware of it.
- Assessment of the appropriateness of the collective competence and capabilities of the engagement team included consideration of the engagement team's:
 - understanding of, and practical experience with audit engagements of a similar nature and complexity through appropriate training and participation
 - knowledge of the industry in which the Group and parent Company operates; and
 - understanding of the legal and regulatory requirements specific to the Group and the parent Company.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Grant Thornton UK LLP

16/12/2022

Christian Heeger BSc FCA
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
Crawley

Date

Consolidated statement of comprehensive income for the year ended 31 July 2022

Consolidated statement of comprehensive income

	Note	2022 Underlying £'000	2022 Non- underlying exceptional items £'000	2022 £'000	2021 Underlying (restated see Note 5) £'000	2021 Non- underlying exceptional items £'000	2021 (restated see Note 5) £'000
Group turnover ¹	1	96,131	-	96,131	80,508	-	80,508
Cost of sales		(32,939)	-	(32,939)	(25,926)	-	(25,926)
Gross profit		63,192	-	63,192	54,582	-	54,582
Administrative expenses	2	(69,579)	(329)	(69,908)	(65,928)	(685)	(66,613)
Other income	3	38	-	38	1,052	-	1,052
Profit on disposal of joint venture	24	-	-	-	-	3,958	3,958
Group operating (loss) / profit	4	(6,349)	(329)	(6,678)	(10,294)	3,273	(7,021)
Existing operations		(4,516)	(329)	(4,845)	(9,942)	3,273	(6,669)
Acquisitions		(1,833)	-	(1,833)	(352)	-	(352)
Share of operating (loss) / profit in joint ventures	11	(5,534)	135	(5,399)	(12,794)	(1,212)	(14,006)
Group and share of joint ventures operating (loss) / profit		(11,883)	(194)	(12,077)	(23,088)	2,061	(21,027)
Net interest and similar charges /(credits)							
Group	7	6,635	-	6,635	(3,499)	-	(3,499)
Share of joint ventures	7	(692)	-	(692)	(772)	-	(772)
(Loss) / profit on ordinary activities before taxation		(5,940)	(194)	(6,134)	(27,359)	2,061	(25,298)
Tax on (loss) / profit on ordinary activities of subsidiaries	8	(1,927)	(100)	(2,027)	2,830	(525)	2,305
Share of joint ventures taxation	8	(24)	-	(24)	(330)	-	(330)
(Loss) / profit on ordinary activities after taxation		(7,891)	(294)	(8,185)	(24,859)	1,536	(23,323)
(Loss) / profit for the financial year		(7,891)	(294)	(8,185)	(24,859)	1,536	(23,323)
Currency translation difference on foreign currency net investments		(2,220)	-	(2,220)	1,052	-	1,052
		(10,111)	(294)	(10,405)	(23,807)	1,536	(22,271)
Attributable to:							
Owners of the parent		(9,404)	(294)	(9,698)	(23,863)	1,536	(22,327)
Non-controlling interests		(707)	-	(707)	56	-	56
		(10,111)	(294)	(10,405)	(23,807)	1,536	(22,271)

¹ Adjusted turnover which includes statutory turnover and share of joint ventures' turnover was £138,342k (2021 restated: £123,205k).

Please see the Strategic Report on page 6 for details of this

There is no material difference between the profit on ordinary activities before taxation and the profit for the current and prior financial year stated above and their historical cost equivalents.

The notes on pages 36 to 63 form part of these financial statements

Consolidated balance sheet as at 31 July 2022

Report prepared by: PwC LLP

	Note	2022 £'000	2021 (restated see Note 5) £'000
Fixed assets			
Intangible assets	9	10,348	9,605
Tangible assets	10	7,801	6,165
Investments in joint ventures	11	1,000	1,459
Investments	12	150	150
Total fixed assets		19,299	17,379
Current assets			
Debtors	13	75,996	71,974
Prepayments and accrued income			
– amounts falling due within one year	13	17,743	18,010
– amounts falling due after one year	13	13,174	9,861
		106,913	99,845
Cash at bank and in hand		9,437	20,462
		116,350	120,307
Creditors: Amounts falling due within one year	14	(22,749)	(21,562)
Accruals and deferred income	14	(51,599)	(48,106)
		(74,348)	(69,668)
Provisions for liabilities: Amounts falling due within one year	15	(3,264)	(4,862)
Net current assets		38,738	45,777
Total assets less current liabilities		58,037	63,156
Creditors: Amounts falling due after more than one year	16	(100)	(142)
Provisions for liabilities: Amounts falling after more than one year	15	(1,375)	(1,439)
Liabilities in respect of joint ventures	11	(52,831)	(47,447)
		(54,306)	(49,028)
Net assets		3,731	14,128
Capital and reserves			
Called up share capital	18	1,229	1,239
Share premium account		2	2
Capital redemption reserve		75	49
Foreign exchange translation reserve		54	2,274
Non-controlling interests		(1,050)	(343)
Profit and loss reserve		3,421	10,907
Total shareholders' funds		3,731	14,128

The consolidated financial statements on pages 21 to 63, were approved by the Board of Directors and signed on its behalf by:

<i>Sir David Eastwood</i>	16/12/2022	<i>John Sykes</i>	16/12/2022
Sir David Eastwood, Non Executive Chairman	Date	John Sykes, Deputy CEO	Date

The notes on pages 36 to 63 form part of these financial statements.

Company balance sheet as at 31 July 2022

£'000 unless otherwise stated

	Note	2022 £'000	2021 £'000
Investments	12	36,124	36,067
		36,124	36,067
Current assets			
Debtors	13	11,483	8,004
Prepayments and accrued income	13	581	845
		12,064	8,849
Cash at bank and in hand		184	200
		12,248	9,049
Creditors: Amounts falling due within one year	14	(8,467)	(7,476)
Accruals and deferred income	14	(1,575)	(1,617)
		(10,042)	(9,093)
Provisions for liabilities: Amounts falling due within one year	15	(221)	(1,528)
Net current assets / (liabilities)		1,985	(1,572)
Total assets less current liabilities		38,109	34,495
Net assets		38,109	34,495
Capital and reserves			
Called up share capital	18	1,229	1,239
Share premium account		2	2
Capital redemption reserve		74	49
Profit and loss reserve		36,804	33,205
Total shareholders' funds		38,109	34,495

As permitted by section 408 of the Companies Act 2006, no separate profit and loss account is presented in respect of the parent company. The result for the financial year ended 31 July 2022 of the parent company was a £3,607k profit (2021: £4,876k profit).

The financial statements on pages 21 to 63 were approved by the Board of Directors and signed on its behalf by::

Sir David Eastwood

16/12/2022

Sir David Eastwood, Non Executive Chairman

Date

John Sykes

16/12/2022

John Sykes, Deputy CEO

Date

The notes on pages 36 to 63 form part of these financial statements.

Consolidated statement of changes in equity for the year ended 31 July 2022

GROUP	Called up share capital £'000	Share premium £'000	Capital redemption reserve £'000	Hedging reserve £'000	Translation reserve £'000	Non- controlling interests £'000	Profit and loss reserve £'000	Total shareholders' funds £'000
As at 1 August 2020 (as previously stated)	1,270	2	18	(88)	1,222	-	33,318	35,742
Prior year restatement (see note 5)	-	-	-	-	-	-	977	977
As at 1 August 2020 (restated)	1,270	2	18	(88)	1,222	-	34,295	36,719
Profit/(loss) for the financial year (as restated)	-	-	-	-	-	56	(23,379)	(23,323)
Movements in relation to the Management Incentive Plan	(31)	-	31	-	-	-	(9)	(9)
Movement in Hedging reserve	-	-	-	88	-	-	-	88
Acquisition of non-controlling interests (see Note 23)	-	-	-	-	-	(399)	-	(399)
Translation Reserve	-	-	-	-	1,052	-	-	1,052
As at 31 July 2021 (restated)	1,239	2	49	-	2,274	(343)	10,907	14,128
Loss for the financial year	-	-	-	-	-	(707)	(7,478)	(8,185)
Movements in relation to the Management Incentive Plan	(10)	-	26	-	-	-	(8)	8
Translation Reserve	-	-	-	-	(2,220)	-	-	(2,220)
As at 31 July 2022	1,229	2	75	-	54	(1,050)	3,421	3,731

The credit to the capital redemption reserve during the year represents the buy back of shares associated with the management incentive scheme.

The notes on pages 36 to 63 form part of these financial statements

Company statement of changes in equity for the year ended 31 July 2022

	Called up share capital £'000	Share premium £'000	Capital redemption reserve £'000	Hedging reserve £'000	Profit and loss reserve £'000	Total shareholders' funds £'000
As at 1 August 2020	1,270	2	18	(88)	28,338	29,540
Profit for the financial year	-	-	-	-	4,876	4,876
Movements in relation to the Management Incentive Plan	(31)	-	31	-	(9)	(9)
Movement in Hedging reserve	-	-	-	88	-	88
As at 31 July 2021	1,239	2	49	-	33,205	34,495
Profit for the financial year	-	-	-	-	3,607	3,607
Movements in relation to the Management Incentive Plan	(10)	-	25	-	(8)	7
As at 31 July 2022	1,229	2	74	-	36,804	38,109

The credit to the capital redemption reserve during the year represents the buy back of shares associated with the management incentive scheme.

The notes on pages 35 to 63 form part of these financial statements

Consolidated cash flow statement for the year ended 31 July 2022

FRS 102, paragraph 19(2)(b) exemption

	2022 £'000	2021 (restated see Note 5) £'000
Cash flows from operating activities		
Loss for the financial year	(8,105)	(23,323)
Depreciation charge	1,454	1,617
Amortisation of intangibles	3,329	3,134
Impairment of intangibles	272	849
Loss on disposal of intangible assets	-	169
Loss on disposal of tangible assets	171	132
Profit on disposal of joint venture	-	(3,958)
Share based payment charge	-	(9)
Net interest and similar charges	(6,635)	3,499
Share of loss for the financial year in joint ventures	5,399	14,006
Share of interest payable by joint ventures	692	772
Taxation	2,051	(1,975)
Share of loss attributable to minority interests	(707)	-
Increase in debtors	(6,192)	(4,845)
(Decrease) / Increase in creditors	(25)	10,793
Cash from operations	(8,376)	861
Income tax (paid) / credit	(1,276)	1,764
Net cash inflow from operating activities	(9,652)	2,625
Cash flow from investing activities		
Interest received	1,489	1,600
Interest paid	(1,366)	(1,645)
Purchase of tangible fixed assets	(1,229)	(927)
Purchase of intangible fixed assets	(5,441)	(4,452)
Net cash acquired with subsidiary	1,016	1,013
Dividends received from joint ventures	950	4,600
Net cash inflow / (outflow)	(4,581)	189
Cash flow from financing activities		
(Decrease) / increase in borrowings	(42)	(10,048)
Net cash outflow from financing activities	(42)	(10,048)
Net decrease in cash and cash equivalents	(14,275)	(7,234)
Cash and cash equivalents at beginning of the year	20,462	28,992
Exchange adjustments	3,250	(1,296)
Cash and cash equivalents at the end of the year	9,437	20,462
Cash and cash equivalents consists of:		
Cash at bank and in hand	9,437	20,462
Cash and cash equivalents	9,437	20,462

The company is a qualifying entity for the purposes of FRS 102 and has elected to take the exemption under FRS 102, para 1.12(b) not to present the company statement of cash flows. The notes on pages 36 to 63 form part of these financial statements

Principal accounting policies

General information

The company is a private company limited by shares and is incorporated in England. The address of its registered office is One Gloucester Place, Brighton, United Kingdom, BN1 4AA.

Statement of compliance

The group and individual financial statements of INTO University Partnerships 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.

Basis of preparation

These consolidated and separate financial statements are prepared on a going concern basis, 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 and company 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 on page 34.

The company has taken advantage of the exemption in section 408 of the Companies Act from presenting its individual profit and loss account.

The following accounting policies have been applied consistently in both the current and preceding periods in dealing with items which are considered material in relation to the company's financial statements. These financial statements are prepared in Pounds Sterling (£) and in accordance with the Companies Act 2006 and Financial Reporting Standard 102 (FRS 102), issued by the Financial Reporting Council.

The functional and presentation currency of the company is considered to be Pounds Sterling (£) because that is the currency of the primary economic environment in which the group operates.

Exemptions for qualifying entities under FRS 102

INTO University Partnerships Limited meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its separate financial statements, which are presented alongside the consolidated financial statements.

The company has taken advantage of the following exemptions in its individual financial statements:

- from the financial instrument disclosures, required under FRS 102 paragraphs 11.42, 11.44, 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b), 11.48(c), 12.26, 12.27, 12.29(a), 12.29(b) and 12.29A as the information is provided in the consolidated financial statement disclosures;
- from disclosing share based payment arrangements, required under FRS 102 paragraphs 26.18(b), 26.19 to 26.21 and 26.23, concerning its own equity instruments, as the company financial statements are presented with the consolidated financial statements and the relevant disclosures are included therein; and
- from disclosing the company key management personnel compensation, as required by FRS 102 paragraph 33.7.

Going concern

The financial statements have been prepared on the going concern basis, which assumes that the group will continue to be able to meet its liabilities as they fall due for the foreseeable future.

After considering the cash flow projections for the twelve months from the date these financial statements were issued for approval, the directors believe the group has sufficient funds to meet its liabilities as they fall due and have accordingly prepared the financial statements on a going concern basis.

The COVID 19 crisis has continued to impact the international education sector and more generally student mobility. Management have taken steps to maintain the financial resilience of the group in the short and long term through diligent liquidity planning including renegotiating the credit facilities with its bankers.

As a result, this uncertainty has been considered as part of the groups assessment of the going concern basis in the preparation of the financial statements. In preparing this analysis the board have considered the group's ability to meet its liabilities based on various levels of reductions in student numbers, as well as a number of cost mitigation strategies that can and have been employed.

The group has a £30m facility with HSBC Bank plc which was renegotiated in the year based on the expected impact of COVID-19. This renegotiation means that a breach of the original covenant tests through to February 2024 will not be an event of default as long as a minimum EBITDA and liquidity is met on a last 12 month basis. Management will renegotiate this facility beyond this period at an appropriate time. Management continue to monitor compliance with the minimum EBITDA and liquidity required under the agreement. In the second quarter of FY23 the group has drawn £5m of the facility.

The board have considered what level of reduction in student volumes and corresponding mitigation would break a facility covenant and do not consider this reverse stress test scenario a likely occurrence. Based on these circumstances, the Board believe that it remains appropriate to prepare the financial statements on the going concern basis.

Basis of consolidation

The consolidated financial statements include the financial statements of the company and its subsidiary undertakings, together with the group's share of results of its joint ventures made up to 31 July 2022, with comparatives representing an annual year to 31 July 2021.

A separate statement of comprehensive income has not been included for the company by virtue of section 408 of the Companies Act 2006

INTO USF Inc and INTO Illinois State University LLC prepare their financial statements to 30 June. Given non-coterminous balance sheet dates, the share of profits and losses and net assets in relation to these joint ventures represent the annual period to 30 June 2022. As INTO USF Inc and INTO Illinois State University LLC balance sheet date is less than 3 months prior to the group's balance sheet date, this is permitted under FRS 102.

Subsidiaries

Acquisitions of subsidiaries are accounted for using the acquisition method.

Inter-company transactions, balances and unrealised gains arising between the company and its subsidiaries are eliminated in preparing the consolidated financial statements. Accounting policies of subsidiaries have been aligned where necessary to ensure consistency with the policies adopted by the group. In the parent company financial statements investments in subsidiaries are accounted for at cost less impairment.

Investments in joint ventures

The results, assets and liabilities of a jointly controlled entity are incorporated in these financial statements using the equity method of accounting. Under the equity method, the investment in a jointly controlled entity is carried in the balance sheet at cost, plus post-acquisition changes in the group's share of net assets of the jointly controlled entity, less distributions received and

less any impairment in value of the investment. The group statement of comprehensive income reflects the group's share of the results after tax of the jointly controlled entity.

Where necessary, adjustments are made to financial statements of jointly controlled entities to bring the accounting policies used into line with those of the group.

Unrealised gains on transactions between the group and its jointly controlled entities are eliminated to the extent of the group's interest in the jointly controlled entities.

The group assesses investments in jointly controlled entities for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. If any such indication of impairment exists, the carrying amount of the investment is compared with its recoverable amount, being the higher of its fair value less costs to sell and value in use. Where the carrying amount exceeds the recoverable amount, the investment is written down to its recoverable amount.

In the parent company financial statements investments in joint ventures are accounted for at cost less impairment.

Business combinations and goodwill

Business combinations are accounted for by applying the purchase method.

The cost of a business combination is the fair value of the consideration given, liabilities incurred or assumed and of equity instruments issued plus the costs directly attributable to the business combination. Where control is achieved in stages the cost is the consideration at the date of each transaction.

Contingent consideration is initially recognised at estimated amount where the consideration is *probable and can be measured reliably*. Where (i) the contingent consideration is *not considered* probable or cannot be reliably measured but subsequently becomes probable and measurable or (ii) contingent consideration previously measured is adjusted, the amounts are recognised as an adjustment to the cost of the business combination.

On acquisition of a business, fair values are attributed to the identifiable assets, liabilities and contingent liabilities unless the fair value cannot be measured reliably, in which case the value is incorporated in goodwill. Intangible assets are only recognised separately from goodwill where they are separable and arise from contractual or other legal rights. Where the fair value of contingent liabilities cannot be reliably measured they are disclosed on the same basis as other contingent liabilities.

Goodwill recognised represents the excess of the fair value and directly attributable costs of the purchase consideration over the fair values to the group's interest in the identifiable net assets, liabilities and contingent liabilities acquired.

On acquisition, goodwill is allocated to cash-generating units ('CGU's') that are expected to benefit from the combination.

Foreign currency translation

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income. Unrealised gains and losses on intercompany balances are retranslated at the period end rate and gains and losses are taken to the translation reserve as appropriate.

Foreign operations

The assets and liabilities of foreign operations are translated to Pounds Sterling at exchange rates at the reporting date. The income and expenses of foreign operations are translated to Pounds Sterling at the average rate for the year. Exchange differences arising on retranslation of foreign operations from the opening / average rate to the closing rate are recognised in other comprehensive income and are included in the translation reserve.

Intangible assets

Computer software is amortised over its estimated useful life, of 4 – 7 years, on a straight line basis.

Goodwill represents the excess of the cost of acquisition of a subsidiary over the group's share of the fair value of identifiable net assets acquired.

Agency relationships acquired as part of acquisitions of businesses are capitalised separately from goodwill as intangible assets if their value can be measured reliably on initial recognition and it is probable that the expected future economic benefits that are attributable to the asset will flow to the group.

Goodwill and agency relationships are amortised on a systematic basis over its useful life, which is 10 -15 years. It is believed that the useful life of 10-15 years is appropriate as the contacts in the acquired entities are expected to generate benefits over at least this period.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose.

Assets under course of construction represents software being developed by the group and its subsidiaries.

Computer software is stated at cost less accumulated amortisation and accumulated impairment loss. Software development is capitalised in accordance with FRS102 section 18.8H.

Development costs are only recognised once the group has the ability to demonstrate the technical feasibility of a software project, that the project will generate future economic benefits, and the availability of technical, financial and other resources to complete the project. Costs that do not fall within this criteria, including research costs and post-completion maintenance costs, are taken directly to the Statement of comprehensive income.

At each reporting date an assessment is conducted to review if there is any indication of impairment. If there is objective evidence of impairment an impairment loss is recognised in the statement of comprehensive income.

Tangible fixed assets

Tangible fixed assets are stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure directly attributable to acquisition. Subsequent costs are included in the assets' carrying amount or recognised as a separate asset, as appropriate, only when it is probable that the future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

Estimated depreciation is made on the following basis to write off the assets over their estimated useful economic lives:

Land freehold	Not depreciated
Buildings freehold	2% straight line
Leasehold improvements	Life of the lease
Fixtures and fittings	20% - 25% straight line
Office equipment	20% - 25% straight line

Useful lives and residual values are reviewed and adjusted if appropriate, at each balance sheet date.

An asset's carrying amount is impaired immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Employee benefits

The group provides a range of benefits to employees, including annual bonus arrangements, paid holiday arrangements and defined contribution pension plans.

- **Short term benefits**

Short term benefits, including holiday pay and other similar non-monetary benefits, are recognised as an expense in the period in which the service is received.

- **Defined benefit multi employer plans**

Certain of the employees of the group's joint ventures are members of defined benefit pension schemes as a result of their being transferred from the partner university to the joint venture under TUPE arrangements when the joint ventures were formed. Liabilities in respect of each joint venture's required contributions to deficit recovery plans are included within the share of liabilities in relation to joint ventures at the balance sheet date. In relation to a scheme administered by Newcastle University it has been agreed that liabilities relating to the recovery of this deficit will be met by the shareholding companies of NUI INTO Limited, a related company which holds these employees' contracts of employment. A provision of £36k has therefore been provided in the financial statements recognising the group's liability in respect of this deficit.

- **Annual bonus plan**

The group operates a number of annual bonus plans for employees. An expense is recognised in the profit and loss account when the group has a legal or constructive obligation to make payments under the plans as a result of past events and a reliable estimate of the obligation can be made.

- **Long term incentive plans**

The company operates a long term incentive plan for certain key employees and Directors which is accounted for under the provisions of FRS102. See Note 22 for details of the scheme.

Financial instruments

Financial assets and liabilities are recognised when the group becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are measured at transaction price and continue to be recognised at that amount unless evidence exists as to any potential impairment.

Basic financial assets, including trade and other receivables, cash and bank balances and investments, and basic financial liabilities, including trade and other payables, are recognised at fair value which is normally the transaction price.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable for the provision of services in the ordinary course of the group's activities. Revenue is shown net of value-added tax and amounts due to third parties and after elimination of revenue within the group.

Amounts invoiced in advance of services being performed are deferred within creditors due in less than one year until the service is performed. Where services are performed prior to amounts being invoiced, amounts are recognised as accrued income within debtors.

- **Tuition**

Tuition fees represent all fees chargeable to students or their sponsors, attributable to the current accounting year, net of discounts. Tuition fees are attributed to accounting periods based on the tuition actually provided in that period. The costs of any fees waived or discounts are deducted from tuition fee income.

- **Accommodation**

Accommodation fees are spread over the period of occupancy to which they relate.

- **Catering and other ancillary services**

Catering income represents the sale of food and beverages from ancillary catering facilities and other services performed on students' behalf. Revenues are recognised in the period that they are provided.

- **Management and corporate services fees**

Marketing services, management services and other corporate services are provided by the group to its joint ventures. Such turnover is recognised in the accounting period in which the services are provided. The majority of these fees are based on services performed over a fixed period of time (monthly or quarterly) and are spread evenly over that period.

- **Progression fees**

The group receives contractual payments from certain Universities in relation to students progressing to join the University from INTO study centres and/or from direct applicants joining the University as a result of marketing activity conducted by the group.

For students applying directly to join the University, turnover is recognised at the point students accept and become entitled to a place to study at the University and is recognised for all future payments in full less a provision for estimated student withdrawals.

For students progressing from INTO study centres turnover is recognised based on the current student cohort and historic student progression data from individual study centres. Turnover is recognised for all future payments in full less a provision for estimated student withdrawals, discounted where appropriate.

In some cases, INTO has additional obligations relating to the receipt of progression fees, relating to the provision of scholarships to pathway students. In those cases revenues are not recognised until those obligations are met.

- **Placement / Commission fees**

Contractual payments are received from certain education providers in relation to placing students where the group acts as agent. Such turnover is recognised at the point students accept and become entitled to a place to study and only the agency commission due is recognised as revenue. The Group also receives marketing fees, that are based on student numbers, from its joint ventures which are accounted for as commission fees and recognised over the period of tuition.

- **Student deposits and credit balances**

The group holds credits on its balance sheet in relation to deposits and other credits held on behalf of students. In some cases in spite of multiple attempts to contact the relevant individuals the group is unable to identify an account into which to return the funds. These amounts are released to the Statement of comprehensive income after they become non-refundable.

- **Rental income**

Rental income receivable is recognised in the period to which it relates.

- **Other income**

Other income represents government grants received under the Coronavirus job retention scheme. The amounts are recognised using the accrual model.

Operating leases

Rentals under operating leases are charged to the profit and loss account on a straight line basis over the term of the lease.

Contingent liabilities

Because of the nature of the business it is possible that from time to time the group will enter into disputes with third parties. Contingent liabilities are disclosed if the possibility of an outflow of economic benefit to settle the obligation is more than remote.

In approving these financial statements, the Board of Directors have confirmed their view that no further provisions need to be booked in respect of such matters. See Note 25 for details of the contingent liabilities.

Share based payments

The group provides share based payment arrangements to certain employees and Directors. These arrangements include shares which have distribution rights in the event of a share sale or capital return. Equity settled arrangements are measured at fair value at the date of the grant. The fair value is expensed on a straight line basis over the vesting period. The amount recognised as an expense is adjusted to reflect the actual number of shares that will vest. Cash settled arrangements are measured at fair value and the fair value of the liability is recalculated at each reporting date. The Directors take into account various factors, including the scheme rules, the award value and the likelihood of a qualifying event when deciding whether to recognise an expense in relation to these arrangements.

Taxation

Current tax including UK corporate tax and foreign tax, is provided at amounts expected to be paid using the tax rates and laws enacted or substantially enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date and the reversal of these items is deemed likely. Deferred tax is provided at amounts expected to be paid using the tax rates and laws enacted or substantially enacted by the balance sheet date that are expected to apply to the reversal of the timing difference. Deferred tax is not provided for unused tax losses due to current uncertainties surrounding the reversal of the underlying differences.

Cash at bank and in hand

Cash at bank and in hand includes cash in hand, deposits held at call with banks, and other short-term highly liquid investments with original maturities of three months or less.

Administrative exceptional items (non-underlying)

The group classifies certain one-off charges or credits that have a material impact on the group's finance results as 'exceptional items'. These are disclosed separately to provide further understanding of the financial performance of the group, included in the "non-underlying" column in the consolidated statement of comprehensive income.

Agent Commission

Commission paid to third party agents, where the entity has a right to recover the payments in the event the student leaves before the completion of their course, are deferred on the balance sheet and recognised over the same period as the related student revenue. Payments made:

where the entity has no recourse to recover them are expensed as they are earned by the third party.

Dilapidations

Provisions for dilapidations represent management's best estimate of liabilities in respect of dilapidations clauses likely to arise on expiry of the group's property leases. These amounts are included within provisions for liabilities and charges and are discounted at an appropriate rate.

Share capital, share premium and capital redemption reserve

The called up share capital reserve represents the nominal value of the shares issued. Ordinary shares are classified as equity. The share premium reserve includes the premium on issue of equity shares, net of any issue costs. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, against share premium. The capital redemption reserve is a reserve generated from the buy back of shares associated with the management incentive scheme.

Hedging Reserve

Gains and losses on effective hedging transactions are taken directly to the hedging reserve.

Translation reserve

Exchange differences arising on a monetary item that forms part of the company's net investment in a foreign operation, are recognised in other comprehensive income and are accumulated in the translation reserve.

Profit and loss reserve

This represents cumulative profits or losses, net of dividends paid and other adjustments.

Critical accounting judgements and estimation uncertainty

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.

Accounting judgements

The decision to capitalise a software project and recognise within intangible assets is taken by management when they deem the recognition criteria under FRS 102 to have been met. Costs incurred prior to this point where the ultimate feasibility has not been established are taken to the statement of comprehensive income.

Key accounting estimates and assumptions

In the application of the groups accounting policies the directors are required to make key estimates and assumptions about the carrying amount 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 and / or future period as applicable.

The following are the key accounting estimates and assumptions that have the most significant effect on the amounts recognised in the financial statements.

- **Progression fees**

The estimation of contractual payments in relation to students progressing to partner Universities from INTO study centres is the largest estimation in the year. The key assumptions are student volumes which includes the drop out rate and the discounting rate which is based on the group's current cost of borrowing.

- **Useful economic lives of tangible and intangible assets**

The annual depreciation charge for tangible and intangible assets is sensitive to changes in the estimated useful economic lives and residual values of the assets. The useful economic lives and residual values are re-assessed annually. They are amended when necessary to reflect current estimates, based on technological advancement, future investments, economic utilisation and the physical condition of the assets. See Notes 9 and 10 for the carrying amount and Principal accounting policies for the useful economic lives for each class of assets.

- **Recoverability of debtors**

Debtors are disclosed in the financial statements net of provisions for amounts that are not considered likely to be recovered. These amounts are assessed on a case by case basis depending on the specific facts and circumstances pertaining to each debt, and management considers amounts provided to represent a prudent estimate of the amounts unlikely to be recovered.

- **Impairment of non-financial assets**

In addition to the assessment performed above on useful lives of tangible and intangible assets, non-financial assets are reviewed at least annually for any indications of impairment, and where there exists an indication that their book values may not be supported by their value in use or resale value, an impairment is recognised.

- **Provisions for liabilities**

The provision in the year relates to a charge in respect of settlement of disputes and associated costs. Management considers these provisions to represent a prudent assessment of the likely settlement and costs.

- **Share based payments**

During the year the company recognised a total expense of £8k related to equity share based payments in the year (2021: £9k) directly to the profit and loss reserve, and an expense of £33k (2021: £55k) related to cash settled share based payments within administrative expenses (see Note 22).

Notes to the financial statements

1 Turnover

	2022 (restated see Note 5) £'000	2021 £'000
Geographical analysis		
UK	64,646	51,521
North America	27,277	24,671
Asia	4,108	4,316
Australia	100	-
	96,131	80,508

Geographical analysis is based on the country in which the services are received.

All turnover is derived from services provided in relation to the provision of education and marketing services for international students.

2 Administrative exceptional items

Administrative exceptional items totalling £329k related to a charge of £272k in relation to software impairment, a £550k charge in respect of disputes, restructuring severance costs of £581k, a release of £901k in relation to irrecoverable debt from related parties, and a profit on the reassignment of a property of £173k.

In the prior year administrative exceptional items totalling £685k related to a goodwill impairment of £849k, a £554k credit in relation the release of provisions for onerous leases, an £258k charge in relation to irrecoverable debt from related parties, a £472k charge in relation to restructuring severance costs, a £55k charge in relation to cash-settled share option schemes, an £80k charge in relation to strategic project costs, and a £475k credit in relation to the release of provisions on disputes.

3 Other income

	2022 £'000	2021 £'000
Government grants	38	1,052

Other income represents amounts received in respect of the government's Coronavirus Job Support Scheme and is recognised as the amounts become due.

4 Group operating loss

The operating loss is stated after charging/(crediting):

	2022 £'000	2021 £'000
Amortisation of intangible fixed assets	3,329	3,134
Depreciation of tangible fixed assets	1,454	1,617
Impairment of intangible fixed assets	272	849
Loss on disposal of intangible fixed assets	-	169
Loss on disposal of tangible fixed assets	171	132
Operating lease charges	8,855	9,884
Foreign exchange (gain) / loss	(545)	285

The group received £393k (2021: £693k) in respect of rental income from a third party to which it sublet a property. The lease agreement contains a break clause which enables either party to exit the lease with nine months' notice.

Services provided by the Company's auditors

Fees payable for the audit of the company's annual financial statements	80	60
Fees payable for other services – audit of subsidiaries pursuant to legislation	131	104
Fees payable for other services – other advisory	11	30

The company's auditors also audit a number of the joint ventures. The audit does not include fees payable by the respective joint ventures for those services.

5 Prior year adjustment note

A number of restatements to the prior year comparatives have been made as detailed below:

	As previously stated £'000	Adjustment a) £'000	Adjustment b) £'000	Restated £'000
Profit and loss account				
Turnover	77,058	3,450	-	80,508
Cost of sales	(22,506)	(3,420)	-	(25,926)
Gross profit	54,552	30	0	54,582
Administrative expenses	(66,912)	-	299	(66,613)
Other income	1,052	-	-	1,052
Profit on disposal	3,958	-	-	3,958
Group operating loss	(7,350)	30	299	(7,021)
Share of operating loss in joint ventures	(13,470)	(178)	(358)	(14,006)
Group and share of joint ventures' operating loss	(20,820)	(148)	(59)	(21,027)
Net interest - Group	(3,499)	-	-	(3,499)
- JVs	(772)	-	-	(772)
Loss on ordinary activities before taxation	(25,091)	(148)	(59)	(25,298)
Tax on loss on ordinary activities of subsidiaries	2,305	-	-	2,305
Share of joint ventures' taxation	(330)	-	-	(330)
Loss on ordinary activities after taxation	(23,116)	(148)	(59)	(23,323)
Currency translation difference on foreign currency net investments	1,052	-	-	1,052
	(22,064)	(148)	(59)	(22,271)
Attributable to:				
Owners of the parent	(21,895)	(226)	(206)	(22,327)
Non-controlling investments	(169)	78	147	56
Balance sheet				
Intangible assets	9,605			9,605
Tangible assets	6,165			6,165
Investments in joint ventures	1,459			1,459
Investments	150			150
	17,379			17,379
Debtors	71,974			71,974
Prepayments and accrued income:				
- amounts falling due within one year	14,172	3,838		18,010
- amounts falling due after one year	9,861			9,861
	96,007	3,838		99,845

5 Prior year adjustment note (continued)

	As previously stated £'000	Adjustment a) £'000	Adjustment b) £'000	Restated £'000
Cash at bank and in hand	20,462			20,462
	116,469	3,838		120,307
Creditors: amounts falling due within one year	(21,562)			(21,562)
Accruals and deferred income	(44,936)	(3,469)	299	(48,106)
	(66,498)	(3,469)	299	(69,668)
Provisions for liabilities: Amounts falling due within one year	(4,862)			(4,862)
Net current assets	45,109	369	299	45,777
Total assets less current liabilities	62,488	369	299	63,156
Creditors: amounts falling due after one year	(142)			(142)
Provisions for liabilities: Amounts falling due after one year	(1,439)			(1,439)
Liabilities in respect of joint ventures	(47,549)	460	(358)	(47,447)
	(49,130)	460	(358)	(49,028)
Net assets	13,358	829	(59)	14,128
Capital and reserves				
Called up share capital	1,239			1,239
Share premium account	2			2
Capital redemption reserve	49			49
Foreign exchange translation reserve	2,274			2,274
Non-controlling interests	(568)	78	147	(343)
Profit and loss reserve	10,362	751	(206)	10,907
Total shareholders' funds	13,358	829	(59)	14,128

- a. During the year management reviewed the group's accounting in respect of certain commissions collected from universities and paid to counsellors and concluded that the group was acting as a principal rather than an agent in these transactions, and therefore should have been recognising the amount received as turnover and the amount paid out as a cost of sale, as opposed to taking the net difference between these two amounts to cost of sales in the year. Furthermore, it was decided by management that these amounts should be recognised on the related student's enrolment on the relevant course, rather than when the commission becomes payable, as the group is considered to have fully discharged its obligations at that point.
- b. During the year management reassessed the group's provisions in relation to lifecycle maintenance on certain of its leasehold properties. It concluded that previous calculations of the amounts to be provided over time, based on estimates provided by external experts required revision.

5 Prior year adjustment note (continued)

	Other reserves £'000	Non-controlling interests £'000	Profit and loss reserve £'000	Total £'000
Reserves note				
As at 1 August 2020 (as previously stated)	2,424	-	33,318	35,742
Prior year restatement	-	-	977	977
As at 1 August 2020 (restated)	2,424	-	34,295	36,719
Profit / (loss) for the financial year	-	56	(23,379)	(23,323)
Movement in relation to the Management Incentive Plan	-	-	(9)	(9)
Movement in Hedging reserve	88	-	-	88
Acquisition of non-controlling interests	-	(399)	-	(399)
Translation reserve	1,052	-	-	1,052
As at 1 August 2021 (restated)	3,564	343	10,907	14,128
Loss for the financial year	-	(707)	(7,478)	(8,185)
Movement in relation to the Management Incentive Plan	16	-	(8)	8
Translation reserve	(2,220)	-	-	(2,220)
As at 31 July 2022	1,360	(1,050)	3,421	3,731

6 Staff costs

Staff costs comprise:

GROUP	2022 £'000	2021 £'000
Wages and salaries	41,637	34,203
Social security costs	4,912	3,738
Other pension costs	3,011	2,458
	49,560	40,399
COMPANY	2022 £'000	2021 £'000
Wages and salaries	3,817	3,084
Social security costs	518	415
Other pension costs	251	246
	4,586	3,745

6 Staff costs (continued)

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

GROUP	2022 Number	2021 Number
Teaching	275	282
Marketing	248	221
Admission and enrolment	107	107
Administration	413	368
	1,043	979

COMPANY	2022 Number	2021 Number
Marketing	7	7
Administration	16	15
	23	22

Directors' remuneration	2022 £'000	2021 £'000
Directors' remuneration consists of:		
Emoluments	919	786
Payments to defined contribution pension scheme	17	41
	936	827

There were 2 directors in the company's defined contribution pension scheme during the year (2021: 2).

The emoluments of the highest paid director in the year were £410k (2021: £374k). Payments to defined contribution pension scheme in respect of the highest paid director were £14k (2021: £15k). Key management personnel are considered to be directors only and therefore is disclosed above.

As required by the Office for students in its accounts direction below are the number of staff with a full time equivalent basic salary over £100k per annum in bands of £5k. Please note that as INTO University Partnerships Limited is a global group this disclosure will include any entities it controls on a worldwide basis.

6 Staff costs (continued)

GROUP'	2022	2021
Number of employees with full time equivalent basic salary paid in each band	Number of employees with full time equivalent basic salary paid in each band	
£100,000 to £104,999	7	6
£105,000 to £109,999	6	4
£110,000 to £114,999	5	1
£115,000 to £119,999	2	5
£120,000 to £124,999	2	1
£125,000 to £129,999	-	2
£130,000 to £134,999	6	5
£135,000 to £139,999	4	3
£140,000 to £144,999	3	1
£145,000 to £149,999	-	-
£150,000 to £154,999	1	-
£155,000 to £159,999	1	-
£160,000 to £164,999	1	1
—		
£190,000 to £194,999	2	-
£195,000 to £199,999	-	1
£200,000 to £204,999	-	1
—		
£225,000 to £229,999	1	1
£230,000 to £234,999	1	-
£235,000 to £239,999	-	1
£240,000 to £244,999	1	1
£245,000 to £249,999	-	1
£250,000 to £254,999	1	2
£255,000 to £259,999	-	-
£260,000 to £264,999	-	-
£265,000 to £269,999	-	1
£270,000 to £274,999	-	1
£275,000 to £279,999	-	-
£280,000 to £284,999	-	-
£285,000 to £289,999	2	-
—		
£325,000 to £329,000	-	1
—		
£350,000 to £354,999	1	-
—		
£395,000 to £399,000	1	-
Total	48	40

6 Staff costs (continued)

Remuneration of the head of provider

The head of provider's base pay and total remuneration is managed by the INTO Board of Directors and Remuneration Committee. INTO is a commercial organisation with operations globally and as such it recruits senior people against this background. The head of provider is not only responsible for our UK education centres but also as a member of the Board of Directors the individual holding the head of provider role has responsibility which extends globally. Base pay and total remuneration are benchmarked by specialist advisors using high quality commercially available data appropriate to the role, responsibility and seniority. Performance is assessed considering objectives set by the Chief Executive at the beginning of each year with at least mid year and end of year reviews against both specific objectives and individual competencies required for the role. It is the responsibility of the Remuneration Committee to review and recommend (to the Board of Directors) regarding all aspects of remuneration for the head of provider as well as other senior employees. This review is completed at least annually, considering market conditions as well as company and individual performance, to ensure the package is appropriate.

The head of provider who served from 1 August 2020 to 22 Oct 2020 ceased to act as the head of provider from that date. They remained as an INTO director and continued to receive remuneration in that capacity from that date onwards. The total remuneration received the remainder of FY21 in relation to these services was £277k and in FY22 was £424k. For the remainder of FY21 this included basic salary of £21.7k, £8k payment in lieu of pensions contributions, pension contributions of £5k and £47k for other taxable benefits which relates to an allowance for housing. For FY22 this included basic salary of £287k, performance related bonuses of £57k, pension contributions of £17k and £63k for other taxable benefits which relates to an allowance for housing.

The head of provider remuneration for the time acting as head of provider split between the two individuals who performed this role is therefore:

HEAD OF PROVIDER (1)	1 Aug 2020 to 22 Oct 2020 £'000
Basic salary	45
Payments in lieu of pension contributions	-
Payments of dividends	-
Performance related bonuses	-
Pension contributions	-
Salary sacrifice arrangements	2
Compensation for loss of office	-
Other remuneration	-
Total	47

6 Staff costs (continued)

HEAD OF PROVIDER (2)	2022	23 Oct 2020 to 31 July 2021
	£'000	£'000
Basic salary	227	174
Payments in lieu of pension contributions	11	-
Payments of dividends	-	-
Performance related bonuses	-	-
Pension contributions	-	-
Salary sacrifice arrangements	1	10
Compensation for loss of office	-	-
Other remuneration	-	-
Total	239	184

The head of providers basic salary is 7 times the median basic salary of staff (2021: 7 times for ongoing head of provider or 9 for the head who ceased to act as such), where the median pay is calculation on a full time equivalent basis for the salaries paid by the provider to its staff

The head of providers total remuneration is 7 times the median total remuneration of staff (2021: 7 times for ongoing head of provider or 11 for the head who ceased to act as such), where the median total remuneration is calculation on a full time equivalent basis for the total remuneration by the provider to its staff

The total compensation for loss of office is £254k to 11 staff members (2021: £254k to 51 staff members). None of the compensation for loss of offices related to the head of provider.

7 Net interest and similar charges

GROUP	2022	2021
	£'000	£'000
Unrealised exchange gains/(losses)	6,512	(4,226)
Bank interest payable	(39)	(23)
Bank interest receivable	31	1
Loan interest receivable from related parties	757	1,115
Loan interest payable to related parties	-	(120)
Other interest payable and similar charges	(709)	(724)
Other interest receivable and similar credits	83	478
	6,635	(3,499)

SHARE OF JOINT VENTURES'	2022	2021
	£'000	£'000
Unrealised exchange gains	-	1
Bank interest payable	(146)	-
Bank interest receivable	11	1
Loan interest payable to related parties	(472)	(783)
Other interest (payable) receivable and similar (charges) / credits	(85)	9
	(692)	(772)

8 Tax on loss on ordinary activities

	2022	2021
	£'000	(restated) £'000

a) Tax on loss on ordinary activities

Current tax:

UK corporation tax on losses for the year	2,903	(1,423)
Foreign corporation tax on losses of the year	313	48
Tax charge relating to the prior period	(1,095)	(625)
Total current tax charge / (credit)	2,121	(2,000)

Deferred tax:

Effect of changes in the tax rate	-	-
Origination and reversal of temporary differences	(124)	(85)
Tax credit relating to the prior period	54	110
Total deferred tax (credit) / charge	(70)	25

Tax on loss on ordinary activities including share of joint venture taxation	2,051	(1,975)
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b) Factors affecting the total tax charge

Loss on ordinary activities before taxation	(6,134)	(25,298)
Tax calculated at the domestic UK rate applicable (2022: 19%, 2021: 19%)	(1,165)	(4,807)

Effects of:

Expenses not deductible	2,930	1,875
Income not taxable	(1,067)	(726)
Adjustments in respect of foreign tax rates	(228)	28
Difference in tax rates	-	(265)
Deferred tax not recognised	2,622	2,435
Prior year adjustment	(1,041)	(515)
Total tax charge	2,051	(1,975)

c) Factors that may affect future tax charges:

Deferred tax has been recognised at a rate of 19%. Deferred tax was recognised at a rate of 19% at 31 July 2022.

Deductible temporary differences and unused tax losses for which no deferred tax asset has been recognised total £10,906k (2021: £7,864k). This asset has not been recognised in the financial statements due to current uncertainties surrounding the reversal of the underlying differences. This deferred tax asset would be recovered if there were future taxable profits from which the reversal of the underlying difference could be deducted.

No deferred tax is recognised on the unremitted earnings of overseas subsidiaries as the group can control the timing of any dividends payable.

9 Intangible assets

GROUP	Goodwill	Agency relationships	Computer software	Assets under course of construction	Total
	£'000	£'000	£'000	£'000	£'000
Cost					
At 1 August 2021	7,258	1,277	12,538	1,559	22,632
Additions	125	-	731	4,585	5,441
Acquisition of subsidiary (see Note 23)	-	-	317	-	317
Reclassification from tangible assets	-	-	2,091	(2,091)	-
Disposals	-	-	(1,226)	(1,737)	(2,963)
Foreign exchange	729	163	315	-	1,207
At 31 July 2022	8,112	1,440	14,766	2,316	26,634
Accumulated amortisation					
At 1 August 2021	4,810	608	7,609	-	13,027
Charge	403	105	2,821	-	3,329
Impairment	-	-	272	-	272
Disposals	-	-	(1,226)	-	(1,226)
Foreign exchange	427	77	380	-	884
At 31 July 2022	5,640	790	9,856	-	16,286
Net book value					
At 31 July 2022	2,472	650	4,910	2,316	10,348
At 31 July 2021	2,448	669	4,929	1,559	9,605

Disposals include software developed by the group's subsidiaries that is sold to the group's joint ventures.

Amortisation is charged to administrative expenses in the consolidated statement of comprehensive income.

The carrying value of the goodwill balance includes £1,663k in relation to the acquisition of International Student Education Services, Inc, which has been subsequently subsumed by the group's direct entry business. The goodwill is being amortised over 15 years, 6 years of which remain at 31 July 2022.

10 Tangible assets

GROUP	Land & buildings freehold £'000	Land & buildings leasehold improvements £'000	Fixtures & fittings £'000	Office equipment £'000	Total £'000
Cost					
At 1 August 2021	1,032	5,813	1,782	3,518	12,145
Additions	-	2,185	245	536	2,966
Acquisition of subsidiary (see Note 23)	-	112	-	2	114
Disposals	-	(225)	(122)	(123)	(470)
Reclassification	-	-	(104)	104	-
Foreign exchange	-	244	46	172	462
At 31 July 2022	1,032	8,129	1,847	4,209	15,217
Accumulate depreciation					
At 1 August 2021	193	2,556	880	2,351	5,980
Charge for the year	21	597	383	453	1,454
Disposals	-	(54)	(122)	(123)	(299)
Reclassification	-	-	(82)	82	-
Foreign exchange	-	78	34	169	281
At 31 July 2022	214	3,177	1,093	2,932	7,416
Net book value					
At 31 July 2022	818	4,952	754	1,277	7,801
At 31 July 2021	839	3,257	902	1,167	6,165

Depreciation is charged to administrative expenses in the consolidated statement of comprehensive income.

11 Investments in joint ventures

GROUP	2022	2021
	(restated see Note 5)	
	£'000	£'000
Share of assets		
Share of current assets	33,413	41,486
Share of fixed assets	7,539	8,254
	40,952	49,740
Share of liabilities		
Liabilities due within one year	(86,733)	(91,728)
Liabilities due after more than one year	(6,050)	(4,000)
Share of net liabilities	(51,831)	(45,988)
Presented on the balance sheet as:		
Investment in joint ventures	1,000	1,459
Liabilities in respect of joint ventures	(52,831)	(47,447)
	(51,831)	(45,988)
 Share of turnover	 42,226	 44,913
Share of expenses	(47,625)	(58,919)
Share of operating (loss)/profit	(5,399)	(14,006)

Administrative exceptional credits in the year totalling £135k related to a release of a provision in relation to disputes of £281k, a charge of £121k from a provision against debts from related parties, and restructuring costs of £25k.

Administrative exceptional charges in the prior year totalling £1,212k related to a charge of £161k from a provision against debts from related parties, a charge of £246k in relation to the early exit of a property lease, a charge of £592k in relation to the impairment of fixed assets and a charge of £213k in relation to restructuring.

A significant joint venture is defined as one which represents 25% of the group's (excluding joint ventures) gross assets, gross liabilities, turnover or operating profit. There are no joint ventures considered significant in the year by this definition.

12 Investments

GROUP	Other Investments £'000
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At 1 August 2021	150
At 31 July 2022	150

COMPANY	Investment in subsidiaries £'000	Other investments £'000	Total £'000
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At 1 August 2021	35,963	104	36,067
Additions	57	-	57
At 31 July 2022	36,020	104	36,124

The directors believe that the carrying value of the investments is supported by their underlying net assets.

A full list of the subsidiaries and joint ventures of the group can be found in Note 24.

13 Debtors

GROUP	2022 £'000	2021 (restated see Note 5) £'000
Due within one year:		
Trade debtors	22,098	21,901
Amounts owed by related undertakings	47,690	43,826
Corporation Tax	28	817
Other debtors	6,180	5,430
	75,996	71,974
Due within one year:		
Prepayments and accrued income	17,743	18,010
Due after more than one year:		
Prepayments and accrued income	13,174	9,861

COMPANY	2022 £'000	2021 £'000
Due within one year:		
Trade debtors	113	206
Amounts owed by group undertakings	10,732	6,977
Amounts owed by related undertakings (Note 20)	298	406
Corporation tax	-	122
Deferred tax	239	219
Other debtors	101	74
	11,483	8,004
Due after more than one year:		
Prepayments and accrued income	581	845

Prepayments and accrued income, for the Company, include Enil (2021: Enil) falling due after more than one year.

Amounts owed by related undertakings are as disclosed in Note 20 are unsecured and have no fixed repayment date.

Amounts owed by related parties for the group is stated net of a £2,952k provision for related party bad debts (2021: £7,533k).

Trade debtors for the company is stated net of a Enil provision for bad debts (2021: Enil).

14 Creditors

GROUP	2022	2021
	(restated see Note 5)	
	£'000	£'000
Amounts falling due within one year:		
Loans due within one year (see Note 16)	-	514
Trade creditors	4,525	7,709
Amounts owed to related undertakings	3,229	3,147
Deferred tax	-	14
Other taxation and social security	1,174	3,022
Other creditors	13,821	7,156
	22,749	21,562
Accruals	13,558	13,220
Deferred income	38,041	34,886
	51,599	48,106

Loans due within one year represent the elements of the facilities shown in Note 16 that are repayable within one year.

COMPANY	2022	2021
	£'000	£'000
Trade creditors	81	295
Amounts owed to group undertakings	5,174	6,464
Amounts owed to related undertakings	1,056	27
Corporation tax	1,491	-
Other taxation and social security	374	355
Other creditors	291	335
	8,467	7,476
Accruals	1,330	1,381
Deferred income	245	236
	1,575	1,617

Amounts owed to group and related undertakings are unsecured and have no fixed repayment date.

15 Provisions for liabilities

GROUP	Potential settlement of disputes £'000	Other £'000	Total £'000
Amounts falling due within one year:			
At 1 August 2021	2,497	2,365	4,862
Charged	30	33	63
Utilised	(599)	(264)	(863)
Released to statement of comprehensive income	(798)	-	(798)
At 31 July 2022	1,130	2,134	3,264

Amounts falling due after more than one year:			
At 1 August 2021	-	1,439	1,439
Charged	-	23	23
Utilised	-	(19)	(19)
Released to statement of comprehensive income	-	(68)	(68)
At 31 July 2022	-	1,375	1,375

COMPANY	Potential settlement of disputes £'000	Other £'000	Total £'000
Amounts falling due within one year:			
At 1 August 2021	1,462	66	1,528
Reclassified	(126)	126	-
Charged	-	32	32
Utilised	(1,137)	-	(1,137)
Released to statement of comprehensive income	(199)	(3)	(202)
At 31 July 2022	-	221	221

Provisions for the Company, include Enil (2021: Enil) falling due after more than one year.

Other provisions of £2,134k at 31 July 2022 relate to provisions for agreed maintenance on properties and other professional costs.

Provisions for liabilities at 31 July 2022 falling due after more than one year comprise costs of dilapidations.

The directors consider that the provisions cover their best estimate of the likely settlement and costs in each case.

16 Creditors; amounts falling due after more than one year

GROUP	2022 £'000	2021 £'000
Long term		
Loans due after one year	-	142

The table below details loan facilities used by the group.

Facility	Security	Interest rate	Amount outstanding	
			2022 £'000	2021 £'000
Revolving credit facility	Charge over the company's assets as disclosed in Note 19	3.3% plus SONIA	-	-
School Apply Loan Notes payable (see Note 14)	Guaranteed by INTO University Partnership Ltd as part of the acquisition of School apply AG	5% coupon rate	-	514
Commercial mortgage loan agreement	Charge against the freehold property of the group	3.8% above the HSBC Bank plc Sterling Base rate	100	142
			100	656

The maturity of long term borrowings is as follows:

GROUP	2022 £'000	2021 £'000
Between 2 and 5 years	100	142

17 Analysis of changes in net funds

GROUP	At 1 August 2021 £'000	Acquisitions (Note 23) £'000	Foreign Exchange £'000	Other £'000	At 31 July 2022 £'000
Cash at bank and in hand	20,462	1,016	493	(12,534)	9,437
Borrowings	(656)	-	-	556	(100)
Net funds	19,806	1,016	493	(11,978)	9,337

COMPANY	At 1 August 2021 £'000	Foreign Exchange £'000	Other £'000	At 31 July 2022 £'000
Cash at bank and in hand	200	13	(29)	184
Net funds	200	13	(29)	184

18 Called up share capital - Group and Company

Allotted, called up and fully paid	2022 £'000	2021 £'000
67,500,000 A1 Ordinary Shares of £0.01 each	675	675
22,500,000 B1 Ordinary Shares of £0.01 each	225	225
22,788,800 Deferred Shares of £0.01 each	228	228
6,170,861 (2021: 5,946,106) C Ordinary Shares of £0.01 each	62	60
100,000 D Ordinary Shares of £0.01 each	1	1
1,000,000 E Ordinary Shares of £0.01 each	10	10
2,846,341 (2021: 4,044,106) F Ordinary Shares of £0.01 each	28	40
	1,229	1,239

A1 Ordinary Shares:

The A1 ordinary shares carry one vote on a written resolution and one vote on a resolution on a poll taken at a meeting. The holders of the A1 ordinary shares also have the right to vote on a resolution on a show of hands at a meeting. On a distribution of capital, the holders of A1 ordinary shares are entitled to participate in accordance with the formulae set out in the Company's articles of association. The A1 ordinary shares are not redeemable.

B1 Ordinary Shares:

The B1 ordinary shares carry one vote on a written resolution and one vote on a resolution on a poll taken at a meeting. The holders of the B1 ordinary shares also have the right to vote on a resolution on a show of hands at a meeting. On a distribution of capital, the holders of B1 ordinary shares are entitled to participate in accordance with the formulae set out in the Company's articles of association. The B1 ordinary shares are not redeemable.

Deferred Shares:

The Deferred shares do not carry any rights to receive notice of or to attend or vote at any general meeting of the Company or to receive a copy of or to vote on any written resolution of the Company. The holders of Deferred shares are not entitled to participate in any dividend or capital distribution. The Deferred shares are not redeemable.

C, D, E and F Ordinary Shares:

The C, D, E and F ordinary shares do not carry any rights to receive notice of or to attend or vote at any general meeting of the Company or to receive a copy of or to vote on any written resolution of the Company. The C, D, E and F ordinary shareholders will not have any rights to participate in any distribution of capital upon winding up except in accordance with the formula set out in the Company's articles of association. The C, D, E and F ordinary shares are not redeemable. The F shares issued in the year mirror the benefits of the C shares other than participating in any distribution in the event of a partial sale. During the year 1,499,520 "C" shares were issued for a consideration of £14,995 and a charge of £7,809 was incurred buying back 1,274,765 "C" shares and 1,197,765 "F" shares forfeited by employees leaving the company.

See Note 22.

19 Financial commitments

The following reflects the minimum total future commitments under operating leases for the group companies analysed by the remaining uncancellable lease term:

GROUP	2022 £'000	2021 £'000
Land and Buildings:		
Within one year	11,466	10,549
Between two years and five years	44,740	41,330
After five years	186,827	199,470
	243,033	251,349

COMPANY	2022 £'000	2021 £'000
Land and Buildings:		
Within one year	649	334
Between two years and five years	2,326	-
After five years	-	-
	2,975	334

The lease payments recognised as an expense in the year are £8,855k (2021: £9,884k).

There are debentures over assets held in INTO University Partnerships Limited, INTO Manchester Limited, INTO London World Education Centre Limited, Delta Language Training & Consultancy Limited, INTO London MDX Street LLP, Friars 607 Limited, Newincco 1306 Limited, Newincco 1183 Limited, INTO Newcastle University LLP and INTO USA LP in relation to a three year Revolving Credit Facility in place with HSBC PLC. In addition, there is a Security Agreement in place with IUP2 LLP in relation to the same credit facility which grants security over its assets other than those related to INTO UEA LLP. As at 31 July 2022 none of the £30m revolving credit facility was drawn (2021: Nil).

20 Related party transactions

The company has taken advantage of the exemptions available under FRS 102, not to disclose any transactions or balances with entities that are 100% controlled by INTO University Partnerships Limited.

The fundamental core of the group's business model is entering into joint venture partnerships with leading Universities to furnish overseas students with the requisite qualifications to enter onto undergraduate or postgraduate courses at those establishments. The group provides Management and Corporate Services to these partnerships.

During the year the group entered into the following transactions with related parties, and had the following balances at year end:

	2022 £'000	2022 £'000	2022 £'000	2021 £'000	2021 £'000	2021 £'000	Relationship
	Sales	Purchases	Debtor / (Creditor)	Sales	Purchases	Debtor / (Creditor)	
INTO UEA LLP	1,945	88	124	3,972	55	373	50% owned by INTO Group
INTO University of Exeter LLP	4,721	1	(1,050)	4,795	12	21	50% owned by INTO Group
INTO Scotland LLP	(1,127)	-	-	137	-	2,100	50% owned by INTO Group
INTO Queen's LLP	2,882	7	2,150	3,289	24	1,435	50% owned by INTO Group
INTO City LLP	3,325	18	(2,179)	5,005	93	(3,147)	50% owned by INTO Group
INTO Gloucestershire LLP	-	-	-	(459)	89	-	50% owned by INTO Group
INTO USF Inc	2,029	-	2,322	3,610	451	447	50% owned by INTO Group
INTO Oregon State University Inc	3,135	-	3,237	5,746	376	2,931	50% owned by INTO Group
INTO CSU LLC	-	-	5,453	1,633	10	4,808	50% owned by INTO Group
INTO Marshall LLC	(2,867)	(2)	-	502	15	4,488	50% owned by INTO Group
INTO Mason LLC	1,252	(3)	4,473	2,450	1,518	3,207	50% owned by INTO Group
INTO New York at Drew LLC	894	-	5,894	926	5	5,459	50% owned by INTO Group
INTO Stirling LLP	991	4	4,459	1,448	67	4,010	50% owned by INTO Group
INTO SLU LLC	-	-	-	2,002	179	-	50% owned by INTO Group until 1 August 2021 (see below)
INTO UAB LLC	370	-	5,724	891	-	4,488	50% owned by INTO Group
INTO Washington State University LLC	1	-	4,808	2,425	14	3,305	50% owned by INTO Group
INTO Illinois State University LLC	15	-	4,409	514	49	3,179	50% owned by INTO Group
INTO Suffolk LLC	1,764	-	4,559	2,672	895	3,490	50% owned by INTO Group
Espalier Ventures Limited	22	63	-	50	-	74	Parent Company of the INTO Group
Criterion Enterprises Limited	78	-	78	-	-	-	A company with J B Sykes as a common director

As described in Note 23, the group increased its shareholding in INTO SLU LLC to 100% and assumed control of the LLC on 1 August 2021. As a result, the results of this entity were henceforth included within the consolidated results of the group, and the group has taken advantage of the exemptions available within FRS 102 not to disclose transactions and balances with that entity.

21 Ultimate controlling party

The company's immediate parent and ultimate parent undertaking is Espalier Ventures Limited, a company registered in the United Kingdom. The ultimate controlling party is A J Colin.

Accordingly, the largest and smallest group into which the results of the company are consolidated, as at 31 July 2022, is Espalier Ventures Limited. These financial statements are available to the public and may be obtained from the registered office at One Gloucester Place, Brighton, BN1 4AA.

22 Share-based payments

The company has a Management Incentive Plan ("MIP") where certain key employees and Directors have been awarded C, D, E and F shares in the company.

Details of the shares awarded are as follows:

	Total number of shares awarded	£'000
J B Sykes	100,000	1
S G Smale	1,997,652	20
D S Eastwood	258,000	2
All other qualifying staff	7,761,550	78
Total	10,117,202	101

The shares will vest on a Share Sale or Capital Return. Subject to the vesting conditions, the amount available for distribution to the shareholders is based on a defined hurdle share value. The value of the shares when the capital distribution amount exceeds the hurdle share value is determined using a formula defined in the Articles of Association of the company.

During the year 1,499,520 "C" shares were granted. 1,274,765 "C" shares and 1,197,765 "F" shares were forfeited in the year. The value of the shares is determined using a capitalisation of earnings method which encapsulates the growth prospects and risks related to the future earnings. Costs are recognised over the duration of the vesting period. The company recognised a total expense of £8k related to equity share based payments in the year (2021: £9k), and an expense of £33k (2021: £55k) related to cash settled share based payments.

23 Acquisition and disposals

On 1 August 2021 the group acquired an additional 50% shareholding in INTO SLU LLC, which took the group's overall shareholding to 100%.

The group has therefore used acquisition accounting to account for the purchase, and the results of the LLP have been consolidated into the group's results from that date.

The following tables set out the fair values of the identifiable assets and liabilities acquired:

	Fair value £'000
Tangible assets	114
Intangible assets	317
Cash and cash equivalents	1,016
Trade and other debtors	1,645
Trade and other creditors	(3,081)
Net liabilities acquired	11

No consideration was paid as a result of this transaction. The effect of the transaction within the group financial statements was to dispose of the group's share of liabilities in joint ventures of £6k and acquire net liabilities of £11k, and to generate additional goodwill of £69k, as a result of the additional capital acquired for zero consideration.

Acquisition in the prior year

In December 2020 the group acquired an additional 1% shareholding in INTO Newcastle University LLP, which took the group's overall shareholding to 51%. As part of the agreement relating to this purchase certain amendments were made to the LLP agreement which meant that, in the opinion of management, the LLP is now under the control of the group.

The group has therefore used acquisition accounting to account for the purchase, and the results of the LLP have been consolidated into the group's results from that date.

The following tables set out the fair values of the identifiable assets and liabilities acquired:

	Fair value £'000
Tangible assets	1,132
Intangible assets	624
Cash and cash equivalents	1,013
Trade and other debtors	8,494
Trade and other creditors	(10,080)
Provisions for liabilities	(1,997)
Net liabilities acquired	(814)

23 Acquisition and disposals (continued)

No consideration was paid as a result of this transaction. The effect of the transaction within the group financial statements was to dispose of the group's share of liabilities in joint ventures of £407k and acquire net liabilities of £415k, generating a loss of £8k that was taken to the profit and loss account.

In acquiring the 51% shareholding, the accounting gave rise to a non-controlling interest in the balance sheet of £399k, representing the 49% holding of the minority shareholder in the LLP.

At the end of November 2020 the group also disposed of its interest in Newcastle University INTO London LLP (which subsequently changed its name to Newcastle University London LLP). The disposal gave rise to zero consideration. At the disposal date the group's share of the net liabilities of this entity was £3,958k and therefore a profit on disposal of £3,958k was recognised on that date, which reflected the ongoing lease commitments of the group in relation to the London space.

24 Subsidiaries and joint ventures of the group

The subsidiaries and joint ventures of the group are shown below together with details of their main activities.

Directly held subsidiary undertakings	Country / State of incorporation	Holding	Main activities
INTO Manchester Limited (Registered No. 06438137) * (1)	England & Wales	100%	Educational services
Delta Language Training & Consultancy Limited (Registered No. 02976005) * (1)	England & Wales	100%	Educational services
Friars 607 Limited (Registered No. 06885738) * (1)	England & Wales	100%	Investment holding Company
IUP East Anglia Limited (Registered No. 06296000) * (1)	England & Wales	100%	Investment holding Company
INTO Exeter Limited (Registered No. 05980246) * (1)	England & Wales	100%	Investment holding Company
INTO Newcastle Limited (Registered No. 06030536) * (1)	England & Wales	100%	Investment holding Company
Newincco 821 Limited (Registered No. 06556353) * (1)	England & Wales	100%	Investment holding Company
Newincco 921 Limited (Registered No. 06858769) * (1)	England & Wales	100%	Investment holding Company
Newincco 922 Limited (Registered No. 06858821) * (1)	England & Wales	100%	Investment holding Company
INTO Medical Limited (Registered No. 07601122) * (1)	England & Wales	100%	Investment holding Company
INTO UOG Limited (Registered No. 08404156) * (1)	England & Wales	100%	Investment holding Company
INTO University Partnerships (Asia) Limited (2)	Hong Kong	100%	Educational services
IUP 2 LLP (Registered No. 0C376452) * (1)	England & Wales	100%	Provision of corporate services
Newincco 1183 Limited (Registered No. 08068260) ** (1)	England & Wales	100%	Dormant
Newincco 1306 Limited (Registered No. 09083887) * (1)	England & Wales	100%	Investment holding Company
INTO GP LP (3)	Delaware, USA	100%	Investment holding Company
INTO Newcastle Line East Property Limited (Registered No. 09061279) * (1)	England & Wales	100%	Development of building projects
INTO York Property Limited (Registered No. 08848481) * (1)	England & Wales	100%	Development of building projects
INTO MAS Limited (Registered No. 09738488) * (1)	England & Wales	100%	Educational services
MAS Education S.A.S (4)	Colombia	100%	Educational services
MDX Street Former Member Limited (Registered No. 09382151) ** (1)	England & Wales	100%	Dormant
Espalier Property Project 004 Limited (Registered No. 07331859) * (1)	England & Wales	100%	Other letting and operating of own or leased real estate
Espalier Property Project 005 Limited (Registered No. 07331899) * (1)	England & Wales	100%	Other letting and operating of own or leased real estate

24 Subsidiaries and joint ventures of the group (continued)

Indirectly held subsidiary undertakings	Country / State of incorporation	Holding	Main activities
IUP Asia Limited (2)	Hong Kong	100%	Educational services
INTO TEFL Limited (Registered No. 07269199) * (1)	England & Wales	100%	Educational services
INTO London MDX Street LLP (Registered No. OC346266) * (1)	England & Wales	100%	Educational services
INTO China Limited (2)	Hong Kong	100%	Educational services
Guangzhou INTO Education Limited (5)	China	100%	Educational services
INTO London World Education Centre Limited (Registered No. 07956509) * (1)	England & Wales	100%	Educational services
INTO USA LP (3)	Delaware, USA	100%	Investment holding Company
INTO North America Inc (3)	Delaware, USA	100%	Provision of corporate services
International Student Education Services, Inc (6)	Delaware, USA	100%	Educational services
INTO UK Service Centre Limited ** (1)	England & Wales	100%	Dormant
INTO Global Service Centre Limited (2)	Hong Kong	100%	Educational services
Newincco 1184 Limited ** (1)	England & Wales	100%	Dormant
INTO USF LP (7)	Delaware, USA	100%	Investment holding Company
University Access Services HK Limited (2)	Hong Kong	100%	Educational services
DPU Global Limited (2)	Hong Kong	100%	Educational services
Suzhou INTO Business Consulting Co., Ltd (22)	China	100%	Educational services
DPU (Shanghai) Business Consulting Co., Ltd (23)	China	100%	Educational services
INTO Long Island LLC (24)	New York, USA	100%	Educational services
Schoolapply AG (25)	Switzerland	100%	Educational services
University Access Centre Vietnam Company Limited (26)	Vietnam	100%	Educational services
Schoolapply Inc (27)	Delaware, USA	100%	Educational services
Into Australia Pty Limited (28)	Australia	100%	Investment holding Company
Into Perth Pty Limited (28)	Australia	100%	Educational services
Into Education India Private Limited (29)	India	100%	Educational services
Into (Malaysia) SDN. BHD. (30)	Malaysia	100%	Educational services
INTO Newcastle University LLP (1)	England & Wales	51%	Educational services
University Access Centre S.A.S (31)	Colombia	100%	Educational services
PT INTO Global Indonesia (32)	Indonesia	100%	Educational services
INTO SLU LLC (17)	Delaware, USA	100%	Educational services

24 Subsidiaries and joint ventures of the group (continued)

Indirectly held interests in joint ventures	Country / State of incorporation	Holding	Main activities
INTO UEA LLP (8)	England & Wales	50%	Educational services
INTO University of Exeter LLP (1)	England & Wales	50%	Educational services
INTO Scotland LLP (9)	Scotland	50%	Educational services
INTO City LLP (1)	England & Wales	50%	Educational services
INTO Queens LLP (10)	Northern Ireland	50%	Educational services
INTO Oregon State University Inc (11)	Delaware, USA	50%	Educational services
INTO USF Inc (7)	Delaware, USA	50%	Educational services
INTO CSU LLC (12)	Colorado, USA	50%	Educational services
INTO Marshall LLC (13)	West Virginia, USA	50%	Educational services
INTO New York at Drew LLC (14)	Delaware, USA	50%	Educational services
INTO Mason LLC (15)	Virginia, USA	50%	Educational services
INTO Stirling LLP (16)	Scotland	50%	Educational services
INTO UAB LLC (18)	Alabama, USA	50%	Educational services
INTO Washington State University LLC (19)	Washington, USA	50%	Educational services
INTO Suffolk LLC (20)	Delaware, USA	50%	Educational services
INTO Illinois State University LLC (21)	Illinois, USA	50%	Educational services

24 Subsidiaries and joint ventures of the group (continued)

- * exempt from the requirements of the Companies Act relating to the audit of individual financial statements by virtue of s479A
- ** exempt from the requirements of the Companies Act relating to the audit of individual financial statements by virtue of s394A in respect of Dormant Companies
- 1 Registered address: One, Gloucester Place, Brighton, BN1 4AA
- 2 Registered address: Unit 1007, 10/F, Wing On Kowloon Centre, No. 345 Nathan Road, Jordan, Kowloon, Hong Kong
- 3 Registered address: Suite 400, 8910 University Center Lane, CA 92122
- 4 Registered address: Carrera 15, No 88-64, Edificio Torre Zimma, Oficina 707, Bogota, Cundinamarca, 11011 Colombia
- 5 Registered address: Office 2002, Teem Tower, Teemall 208 Tianhe Road, Tianhe District, Guangzhou, 510620 P.R. China
- 6 Registered address: Suite 305, 1610 Medical Drive, Pottstown, PA, 19464
- 7 Registered address: 4202, East Fowler Avenue, Tampa, FL 33620
- 8 Registered address: The Registry, University of East Anglia, Norwich, Norfolk, NR4 7TJ
- 9 Registered address: Glasgow Caledonian University, The Britannia Building, Cowcaddens Road, Glasgow, Strathclyde, G4 0BA
- 10 Registered address: 2-8 Lennoxvale, Belfast, Co. Antrim, BT9 5BY
- 11 Registered address: 1701 SW Western Blvd, Corvallis, OR 97333
- 12 Registered address: 150 Old Main Drive, Fort Collins, CO, 80523
- 13 Registered address: One John Marshall Drive, Huntington, WV, 25755
- 14 Registered address: 26 Madison Avenue, Madison, NJ, 07940
- 15 Registered address: 4352 Mason Pond Drive, Fairfax, VA, 22030
- 16 Registered address: University of Stirling, Stirling, FK9 4LA
- 17 Registered address: Suite 110, Beracha Hall, 3721 Laclede Avenue, St Louis, MO, 63108
- 18 Registered address: Floor 2, 917 13th Street South, Birmingham, AL, 35294
- 19 Registered address: 13 Kruegal Hall, Pullman, WA, 99164
- 20 Registered address: 13th Floor, 73 Tremont Street, Boston, MA, 02108
- 21 Registered address: 304 S University St, Fell Hall, Normal, IL 6171
- 22 Registered address: 110/111, Block 17, Wencui Plaza, Suzhou Dushu Lake Science Education and Innovation District
- 23 Registered address: Room H, Floor 17, Hengji Plaza, No. 99 East Huaihai Road, Shanghai 200021 CN
- 24 Registered address: C/O Corporation Service Company, 80 Stat Street, Albany, New York, 12209
- 25 Registered address: Bahnhofstrasse 7, CH-6300 Zug, Switzerland
- 26 Registered address: Ground Floor and Mezzanine, Anh Minh Tower No 56 Nguyen Dinh Chieu Street, Da Kao Ward, District 1, Ho Chi Minh City, Vietnam
- 27 Registered address: Corporation Service Company, 251 Little Falls Drive, Wilmington, New Castle, DE 19808
- 28 Registered address: Level 27, 2 The Esplanade, Perth, Western Australia WA 6000, Australia
- 29 Registered address: 623, 6th Floor, Commercial Complex, DLF Tower-B, Gurgaon, South Delhi, India 110025
- 30 Registered address: Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3 Bangsar South, No. 8 Jalan Kerinchi, Kuala Lumpur, Malaysia
- 31 Registered address: Unit Avenida Calle 26 59 51 Torre A Oficina 311 Bogota, Colombia
- 32 Registered address: Puri Indah Financial Tower (PIFT) Unit 7, Level CF, Jalan Puri Lingkar Dalam, Desa/Kelurahan kelapa dua, Kec. Kebon Jeruk, Kota Adm. Jakarta Barat, Provinsi DKI Jakarta, Kode Pos: 11610, Indonesia

25 Contingent liabilities

On 15th July 2022 proceedings were filed in a US court seeking a declaratory judgment in relation to a commercial dispute to which an INTO group entity is a party. INTO group opposes the declaration which is sought and has filed claims for damages against the parties who brought this action. INTO have provided for legal fees up to 31 July 2022 in relation to this ongoing litigation. Further legal fees in relation to this case are expected to be incurred in FY23 in respect of this dispute and have been included in the forecasts for this period. No provision has been made in relation to this claim in FY22. No estimate has been disclosed in relation to this item as it is deemed it would be prejudicial to do so.

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