

**REGISTERED NUMBER: 07754025 (England and Wales)**

**REPORT OF THE DIRECTORS AND  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2019  
FOR  
K12 EDUCATION (UK) LIMITED**

**CONTENTS OF THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2019**

|   | <b>Page</b> |
|---|-------------|
| <b>Company Information</b>                | <b>1</b>    |
| <b>Report of the Directors</b>            | <b>2</b>    |
| <b>Report of the Independent Auditors</b> | <b>3</b>    |
| <b>Income Statement</b>                   | <b>5</b>    |
| <b>Balance Sheet</b>                      | <b>6</b>    |
| <b>Notes to the Financial Statements</b>  | <b>7</b>    |

**K12 EDUCATION (UK) LIMITED**  
**COMPANY INFORMATION**  
**FOR THE YEAR ENDED 30 JUNE 2019**

**DIRECTORS:** J J Rhyu  
N A Davis

**SECRETARY:** J L Mathis-Hull

**REGISTERED OFFICE:** 11th Floor Whitefriars  
Lewins Mead  
Bristol  
BS1 2NT

**REGISTERED NUMBER:** 07754025 (England and Wales)

**AUDITORS:** Auria Audit LLP  
Statutory Auditors  
4 Wimpole Street  
London  
W1G 9SH

**REPORT OF THE DIRECTORS  
FOR THE YEAR ENDED 30 JUNE 2019**

The directors present their report with the financial statements of the company for the year ended 30 June 2019.

**PRINCIPAL ACTIVITY**

During the financial year, the company continued to be inactive and it is the intention of the directors of the company to remain inactive.

**DIRECTORS**

The directors shown below have held office during the whole of the period from 1 July 2018 to the date of this report.

J J Rhyu  
N A Davis

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the Report of the Directors and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

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

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 AS TO DISCLOSURE OF INFORMATION TO AUDITORS**

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

**AUDITORS**

The auditors, Auria Audit LLP, are deemed to be reappointed under section 487(2) of the Companies Act 2006.

This report has been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

**ON BEHALF OF THE BOARD:**

J J Rhyu - Director

19 February 2020

## **REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF K12 EDUCATION (UK) LIMITED**

### **Opinion**

We have audited the financial statements of K12 Education (UK) Limited (the 'company') for the year ended 30 June 2019 which comprise the Income Statement, Balance Sheet and Notes to the Financial Statements, including a summary of significant accounting policies. 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).

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 a Report of the Auditors 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.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 June 2019 and of its 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 Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the 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 have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

### **Other information**

The directors are responsible for the other information. The other information comprises the information in the Report of the Directors, but does not include the financial statements and our Report of the Auditors 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 Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Report of the Directors has been prepared in accordance with applicable legal requirements.

## **REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF K12 EDUCATION (UK) LIMITED**

### **Matters on which we are required to report by exception**

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Report of the Directors.

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the 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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption from the requirement to prepare a Strategic Report or in preparing the Report of the Directors.

### **Responsibilities of directors**

As explained more fully in the Statement of Directors' Responsibilities set out on page two, 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 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 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 company or to cease operations, or have no realistic alternative but to do so.

### **Auditors' 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 a Report of the Auditors 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](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our Report of the Auditors.

### **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 a Report of the Auditors 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.

Roy Davis (Senior Statutory Auditor)  
for and on behalf of Auria Audit LLP  
Statutory Auditors  
4 Wimpole Street  
London  
W1G 9SH

20 February 2020

**INCOME STATEMENT  
FOR THE YEAR ENDED 30 JUNE 2019**

|                                       | Notes | 2019<br>£               | 2018<br>£              |
|---------------------------------------|-------|-------------------------|------------------------|
| <b>TURNOVER</b>                       |       | -                       | -                      |
| Administrative expenses               |       | <u>(161,927)</u>        | <u>9,043</u>           |
| <b>OPERATING (LOSS)/PROFIT</b>        | 3     | <u>(161,927)</u>        | <u>9,043</u>           |
| Interest payable and similar expenses |       | <u>(142,371)</u>        | <u>(103,524)</u>       |
| <b>LOSS BEFORE TAXATION</b>           |       | <u>(304,298)</u>        | <u>(94,481)</u>        |
| Tax on loss                           | 4     | <u>-</u>                | <u>-</u>               |
| <b>LOSS FOR THE FINANCIAL YEAR</b>    |       | <u><u>(304,298)</u></u> | <u><u>(94,481)</u></u> |

The notes form part of these financial statements

**BALANCE SHEET**  
**30 JUNE 2019**

|  | Notes | 2019<br>£          | 2018<br>£          |
|--|-------|--------------------|--------------------|
| <b>CREDITORS</b>                             |       |                    |                    |
| Amounts falling due within one year          | 5     | <u>(567,110)</u>   | <u>(391,161)</u>   |
| <b>NET CURRENT LIABILITIES</b>               |       | <u>(567,110)</u>   | <u>(391,161)</u>   |
| <b>TOTAL ASSETS LESS CURRENT LIABILITIES</b> |       | (567,110)          | (391,161)          |
| <b>CREDITORS</b>                             |       |                    |                    |
| Amounts falling due after more than one year | 6     | <u>(3,771,871)</u> | <u>(3,643,522)</u> |
| <b>NET LIABILITIES</b>                       |       | <u>(4,338,981)</u> | <u>(4,034,683)</u> |
| <b>CAPITAL AND RESERVES</b>                  |       |                    |                    |
| Called up share capital                      | 7     | 100                | 100                |
| Retained earnings                            | 8     | <u>(4,339,081)</u> | <u>(4,034,783)</u> |
| <b>SHAREHOLDERS' FUNDS</b>                   |       | <u>(4,338,981)</u> | <u>(4,034,683)</u> |

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved by the Board of Directors on 19 February 2020 and were signed on its behalf by:

J J Rhyu - Director



**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2019**

**1. STATUTORY INFORMATION**

K12 Education (UK) Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

The presentation currency of the financial statements is the Pound Sterling (£).

**2. ACCOUNTING POLICIES**

**Basis of preparing the financial statements**

These financial statements have been prepared in accordance with the provisions of Section 1A "Small Entities" of Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

The financial statements have been prepared on a going concern basis which is not applicable as the directors ceased trading during FY 2017. There are no material adjustments required by preparing the financial statements on a break up basis

**Intangible assets**

Intangible assets are initially measured at cost. After initial recognition, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

Computer software has been fully amortised in the current year.

**Tangible fixed assets**

Depreciation is provided at the following annual rates on a straight-line basis in order to write off each asset over its estimated useful life.

Computer Equipment - 33% on cost

**Taxation**

Taxation for the year comprises current and deferred tax. Tax is recognised in the Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

**Deferred tax**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

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

**NOTES TO THE FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 30 JUNE 2019**

**2. ACCOUNTING POLICIES - continued**

**Foreign currencies**

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

**3. OPERATING (LOSS)/PROFIT**

The operating loss (2018 - operating profit) is stated after charging/(crediting):

|                              | <b>2019</b>    | <b>2018</b>     |
|------------------------------|----------------|-----------------|
|                              | <b>£</b>       | <b>£</b>        |
| Auditors' remuneration       | 8,330          | 5,950           |
| Foreign exchange differences | <u>165,748</u> | <u>(35,790)</u> |

**4. TAXATION**

No liability to UK corporation tax arose on ordinary activities for the year ended 30 June 2019 nor for the year ended 30 June 2018.

**5. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

|                                    | <b>2019</b>    | <b>2018</b>    |
|------------------------------------|----------------|----------------|
|                                    | <b>£</b>       | <b>£</b>       |
| Amounts owed to group undertakings | 559,970        | 385,211        |
| Accrued expenses                   | <u>7,140</u>   | <u>5,950</u>   |
|                                    | <u>567,110</u> | <u>391,161</u> |

**6. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR**

|                                    | <b>2019</b>      | <b>2018</b>      |
|------------------------------------|------------------|------------------|
|                                    | <b>£</b>         | <b>£</b>         |
| Amounts owed to group undertakings | <u>3,771,871</u> | <u>3,643,522</u> |

**7. CALLED UP SHARE CAPITAL**

**Allotted, issued and fully paid:**

| <b>Number:</b> | <b>Class:</b> | <b>Nominal value:</b> | <b>2019</b> | <b>2018</b> |
|----------------|---------------|-----------------------|-------------|-------------|
|                |               |                       | <b>£</b>    | <b>£</b>    |
| 100            | Ordinary      | £1                    | <u>100</u>  | <u>100</u>  |

**K12 EDUCATION (UK) LIMITED (REGISTERED NUMBER: 07754025)**

**NOTES TO THE FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 30 JUNE 2019**

**8. RESERVES**

|                      | <b>Retained<br/>earnings<br/>£</b> |
|----------------------|------------------------------------|
| At 1 July 2018       | (4,034,783)                        |
| Deficit for the year | (304,298)                          |
| At 30 June 2019      | <u>(4,339,081)</u>                 |

**9. RELATED PARTY DISCLOSURES**

At the year end the amounts owed by K12 Education (UK) Ltd to its related parties were as follows:

|                                 | <b>2018<br/>£</b> | <b>2018<br/>£</b> |
|---------------------------------|-------------------|-------------------|
| K12, Inc                        | 11,731            | (8,556)           |
| K12 Services, Inc               | (46,871)          | (45,051)          |
| K12 Management, Inc             | (21,196)          | (19,960)          |
| K12 International Holdings B.V. | (4,276,587)       | (3,956,246)       |
| K12 GmbH                        | 1,082             | 1,082             |

K12 Education (UK) Ltd entered into a revised loan agreement with K12 International Holdings B.V. as of an effective date of 1 February 2018. The entire unpaid principal balance shall be due and payable in full 3 years from the effective date of 1 February 2018. The principal of the loan bears interest at the long term applicable federal rate and interest is accrued on a monthly basis.

**10. ULTIMATE CONTROLLING PARTY**

The company is a wholly owned subsidiary of K12 International Holdings BV, a company incorporated in the Netherlands. The ultimate parent company is K12 Inc, a company incorporated in the USA.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.