

**Faria Education Limited**

**Annual report and financial statements**

For the year ended 31 December 2020

Company Information

Directors	M Hovermale T King Faria Education Group Limited
Registered number	10293785
Registered office	4th Floor 76 Watling Street London EC4M 9BJ
Independent auditor	Buzzacott LLP 130 Wood Street London EC2V 6DL

Contents

	Page
Directors' report	1 - 2
Group strategic report	3
Independent auditor's report	4 - 7
Consolidated statement of comprehensive income	8
Consolidated statement of financial position	9 - 10
Company statement of financial position	11
Consolidated statement of changes in equity	12
Company statement of changes in equity	13
Consolidated statement of cash flows	14 - 15
Notes to the financial statements	16 - 33

## Directors' report

For the year ended 31 December 2020

The directors present their report together with the Group strategic report and the financial statements of Faria Education Limited ('the company') and its subsidiaries (together 'the group') for the year ended 31 December 2020.

### Results and dividends

The loss for the year, after taxation, amounted to £2,286,536 (2019 - profit £738,787).

The directors do not recommend payment of a dividend (2019 - £nil).

### Directors

The directors who served during the year were:

M Hovermale  
S Jalan (resigned 26 April 2021)  
T King  
A Nierr (resigned 2 July 2021)  
Faria Education Group Limited

### Impact of COVID-19

Beginning in February and March 2020, the group enacted a COVID-19 response plan shipping masks and health kits to all offices and staff. Subsequently from March 2020, all staff began working remotely.

COVID-19 had a material adverse impact on Oxford Study Courses, which was unable to offer in-person revision courses, and which suffered a significant revenue decline. All other segments were resilient and were not materially affected.

### Post balance sheet events

On 23 February 2021, the group acquired 100% of the share capital of Oxford Digital Learning Limited and Wolsey Hall Oxford International Limited.

On 26 February 2021, 93,000,000 shares in Schrole Group Limited ('Schrole') were cancelled. This has resulted in the group's shareholding in Schrole to increase from 18.50% to 19.79%.

In December 2021, the group acquired 20% of the share capital of GEMS Pamoja Limited, increasing the group's shareholding in GEMS Pamoja Limited from 80% to 100%. The consideration payable was \$6.1m and contingent and deferred consideration from an earlier acquisition were waived. The net financial impact was \$1.642m.

There are no other significant future developments.

### Matters covered in the Group strategic report

The group has chosen in accordance with s.414C(11) Companies Act 2006 to set out in the Group strategic report information required by Schedule 7 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 to be contained in the Directors' report. It has done so in respect of discussion of the group's financial risk management policies and objectives.

## Directors' report (continued)

For the year ended 31 December 2020

### Directors' responsibilities statement

The directors are responsible for preparing the Directors' report, the Group strategic report and the consolidated 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 the group and of the profit or loss of the group for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the group's financial statements and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that 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 the group and to 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the company and the group's auditor is unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company and the group's auditor is aware of that information.

This report was approved by the board on 28 February 2022 and signed on its behalf.

**T King**  
Director

## Group strategic report

For the year ended 31 December 2020

### Business review

The group is a leading provider in SaaS systems and Online Learning & Study services within the international education market globally. The group is a part of Faria Education Group Limited ('Faria parent group'), which is our ultimate parent company.

The results for the period and the financial position of the company are shown in the financial statements below.

### Principal risks and uncertainties

The directors continuously identify and evaluate operational and other risks faced by the group, implementing changes where necessary to reduce risk to manageable levels. The quality of earnings is underpinned by strong financial and legal governance together with our focus on delivering product innovation, customer success, and long-term customer value to our international school customers and stakeholders. We consider the risks faced by the group to be interdependent with the Faria parent group.

### Financial key performance indicators

The group's financial performance is monitored on a continual basis. This includes review of monthly management accounts, comparison with budget and consideration of reforecasting requirements. As the group is growing, the key financial performance indicator is revenue.

In the year ended 31 December 2020, the group's revenue grew from £10.4m to £11.0m (5.7%).

This report was approved by the board on 28 February 2022 and signed on its behalf.

**T King**

Director

## **Independent auditor's report to the members, as a body, of Faria Education Limited**

For the year ended 31 December 2020

### **Opinion**

We have audited the financial statements of Faria Education Limited ('the parent company') and its subsidiaries ('the group') for the year ended 31 December 2020, which comprise the consolidated Statement of comprehensive income, the consolidated and company Statements of financial position, the consolidated Statement of cash flows, the consolidated and company Statement of changes in equity and the related notes, 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).

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 December 2020 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 in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council'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**

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.

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 or 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.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections 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.

## **Independent auditor's report to the members, as a body, of Faria Education Limited (continued)**

For the year ended 31 December 2020

### **Other information (continued)**

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.

### **Opinion 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 Group 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 Group strategic report and the Directors' report have been prepared in accordance with applicable legal requirements.

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

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 Group strategic report or the Directors' report.

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**

As explained more fully in the Directors' responsibilities statement set out on page 2, 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.



## Independent auditor's report to the members, as a body, of Faria Education Limited (continued)

For the year ended 31 December 2020

### 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 Group financial statements.

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

Our approach to identifying and assessing the risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, was as follows:

- the Senior Statutory Auditor ensured that the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognise non-compliance with applicable laws and regulations;
- we made enquiries of management as to where they considered there was susceptibility to fraud, and their knowledge of actual, suspected and alleged fraud;
- we identified the laws and regulations that could reasonably be expected to have a material effect on the financial statements of the company through discussions with directors and other management at the planning stage;
- the audit team held a discussion to identify any particular areas that were considered to be susceptible to misstatement, including with respect to fraud and non-compliance with laws and regulations;
- we considered the impact of COVID-19 on the group and its internal controls; and
- we focused our planned audit work on specific laws and regulations which we considered may have a direct material effect on the financial statements or the operations of the group including the Companies Act 2006, and taxation legislation.

We assessed the extent of compliance with the laws and regulations identified above through:

- making enquiries of management;
- inspecting legal correspondence throughout the period for any potential litigation or claims; and
- considering the internal controls in place that are designed to mitigate risks of fraud and non-compliance with laws and regulations.

To address the risk of fraud through management bias and override of controls, we:

- determined the susceptibility of the group to management override of controls by checking the implementation of controls and enquiring of individuals involved in the financial reporting process, taking into account the impact of COVID-19 on controls during the period;
- reviewed journal entries throughout the period to identify unusual transactions, particularly in relation to expenditure;
- performed analytical procedures to identify any large, unusual or unexpected transactions and investigated any large variances from the prior period; and
- reviewed accounting estimates and evaluated where judgements or decisions made by management indicated bias on the part of the company's management.

## Independent auditor's report to the members, as a body, of Faria Education Limited (continued)

For the year ended 31 December 2020

### Auditor's responsibilities for the audit of the financial statements (continued)

In response to the risk of irregularities and non-compliance with laws and regulations, we designed procedures which included:

- agreeing financial statement disclosures to underlying supporting documentation; and
- enquiring of management as to actual and potential litigation and claims.

There are inherent limitations in our audit procedures described above. Irregularities that result from fraud might be inherently more difficult to detect than irregularities that result from error as they may involve deliberate concealment or collusion. Auditing standards also limit the audit procedures required to identify non-compliance with laws and regulations to enquiry of the directors and other management and the inspection of regulatory and legal correspondence, if any.

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 Auditor's report.

### 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.

Hugh Swainson (Senior statutory auditor)

for and on behalf of

**Buzzacott LLP**

Statutory Auditor

130 Wood Street

London

EC2V 6DL

1 March 2022

**Consolidated statement of comprehensive income**

For the year ended 31 December 2020

	<b>Note</b>	<b>2020 £</b>	<b>2019 £</b>
Turnover	4	11,025,257	10,431,877
Cost of sales		(1,994,374)	(729,866)
<b>Gross profit</b>		<b>9,030,883</b>	<b>9,702,011</b>
Administrative expenses		(11,128,478)	(8,916,853)
Other operating income	5	1,185,233	712,412
<b>Operating (loss)/profit</b>	6	<b>(912,362)</b>	<b>1,497,570</b>
Interest receivable and similar income	10	221	7,484
Interest payable and expenses	11	(1,342,351)	(764,535)
<b>(Loss)/profit before taxation</b>		<b>(2,254,492)</b>	<b>740,519</b>
Tax on (loss)/profit	12	(32,044)	(1,732)
<b>(Loss)/profit for the financial year</b>		<b>(2,286,536)</b>	<b>738,787</b>
<b>(Loss)/profit for the year attributable to:</b>			
Non-controlling interests		(433,982)	(6,309)
Owners of the parent company		(2,286,536)	738,787
		<b>(1,852,554)</b>	<b>745,096</b>
<b>Total comprehensive income for the year attributable to:</b>			
Owners of the parent company		(2,286,536)	738,787
		<b>(2,286,536)</b>	<b>738,787</b>

There were no recognised gains and losses for 2020 or 2019 other than those included in the Consolidated statement of comprehensive income.

There was no other comprehensive income for 2020 (2019 - £nil).

The notes on pages 16 to 33 form part of these financial statements.

**Consolidated statement of financial position**

As at 31 December 2020

	Note	2020 £	2019 £
<b>Fixed assets</b>			
Intangible assets	13	20,817,301	11,123,606
Tangible assets	14	172,856	202,469
		<u>20,990,157</u>	<u>11,326,075</u>
<b>Current assets</b>			
Debtors: amounts falling due within one year	16	8,585,892	5,382,255
Current asset investments		2,936,300	-
Cash at bank and in hand	18	4,589,558	2,487,712
		<u>16,111,750</u>	<u>7,869,967</u>
Creditors: amounts falling due within one year	19	(17,138,360)	(10,112,458)
<b>Net current liabilities</b>		<u>(1,026,610)</u>	<u>(2,242,491)</u>
<b>Total assets less current liabilities</b>		<u>19,963,547</u>	<u>9,083,584</u>
Creditors: amounts falling due after more than one year	20	(18,590,531)	(5,870,436)
<b>Provisions for liabilities</b>			
Deferred taxation	21	(7,961)	-
Other provisions	22	(72,362)	-
		<u>(80,323)</u>	<u>-</u>
<b>Net assets</b>		<u><u>1,292,693</u></u>	<u><u>3,213,148</u></u>
<b>Capital and reserves</b>			
Called up share capital	23	18,076	18,076
Share premium account	24	15,146,412	15,146,412
Foreign exchange reserve	24	1,532,185	598,284
Other reserves	24	(2,333,882)	(1,373,689)
Profit and loss account	24	(12,996,891)	(11,144,337)
<b>Equity attributable to owners of the parent company</b>		<u>1,365,900</u>	<u>3,244,746</u>
Non-controlling interests		(73,207)	(31,598)
		<u><u>1,292,693</u></u>	<u><u>3,213,148</u></u>

## **Consolidated statement of financial position (continued)**

As at 31 December 2020

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 28 February 2022.

**T King**

Director

The notes on pages 16 to 33 form part of these financial statements.

## Company statement of financial position

As at 31 December 2020

	Note	2020 £	2019 £
<b>Fixed assets</b>			
Tangible assets	14	17,982	24,386
Investments	15	1	1
		<u>17,983</u>	<u>24,387</u>
<b>Current assets</b>			
Debtors: amounts falling due after more than one year	16	13,991,988	14,483,801
Debtors: amounts falling due within one year	16	3,150,329	848,805
Cash at bank and in hand	18	67,790	117,542
		<u>17,210,107</u>	<u>15,450,148</u>
Creditors: amounts falling due within one year	19	(1,488,417)	(432,862)
		<u>15,721,690</u>	<u>15,017,286</u>
<b>Net current assets</b>			
		<u>15,739,673</u>	<u>15,041,673</u>
<b>Total assets less current liabilities</b>			
		<u>15,739,673</u>	<u>15,041,673</u>
Creditors: amounts falling due after more than one year	20	(1,583,482)	-
		<u>14,156,191</u>	<u>15,041,673</u>
<b>Net assets</b>			
		<u>14,156,191</u>	<u>15,041,673</u>
<b>Capital and reserves</b>			
Called up share capital	23	18,076	18,076
Share premium account	24	15,146,412	15,146,412
Profit and loss account brought forward		(122,815)	7,501
Loss for the year		(885,482)	(130,316)
		<u>(1,008,297)</u>	<u>(122,815)</u>
Profit and loss account carried forward		<u>14,156,191</u>	<u>15,041,673</u>
		<u>14,156,191</u>	<u>15,041,673</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 28 February 2022.

**T King**  
Director

The notes on pages 16 to 33 form part of these financial statements.

**Consolidated statement of changes in equity**

For the year ended 31 December 2020

	Called up share capital	Share premium account	Foreign exchange reserve	Other reserves	Profit and loss account	Equity attributable to owners of parent company	-controlling interests	Total equity
	£	£	£	£	£	£	£	£
<b>At 1 January 2019</b>	<b>18,076</b>	<b>15,146,412</b>	<b>186,115</b>	<b>(1,373,689)</b>	<b>(11,889,433)</b>	<b>2,087,481</b>	<b>-</b>	<b>2,087,481</b>
Profit for the year	-	-	-	-	738,787	738,787	-	738,787
Increase/(decrease) in non-controlling interests	-	-	-	-	-	-	(25,289)	(25,289)
Non controlling interest share of profits/(losses)	-	-	-	-	6,309	6,309	(6,309)	-
Difference on foreign exchange	-	-	412,169	-	-	412,169	-	412,169
<b>At 1 January 2020</b>	<b>18,076</b>	<b>15,146,412</b>	<b>598,284</b>	<b>(1,373,689)</b>	<b>(11,144,337)</b>	<b>3,244,746</b>	<b>(31,598)</b>	<b>3,213,148</b>
Loss for the year	-	-	-	-	(2,286,536)	(2,286,536)	-	(2,286,536)
Increase/(decrease) in non-controlling interests	-	-	-	-	-	-	392,373	392,373
Non controlling interest share of profits/(losses)	-	-	-	-	433,982	433,982	(433,982)	-
Difference on foreign exchange	-	-	933,901	-	-	933,901	-	933,901
Other movements	-	-	-	(960,193)	-	(960,193)	-	(960,193)
<b>At 31 December 2020</b>	<b>18,076</b>	<b>15,146,412</b>	<b>1,532,185</b>	<b>(2,333,882)</b>	<b>(12,996,891)</b>	<b>1,365,900</b>	<b>(73,207)</b>	<b>1,292,693</b>

The notes on pages 16 to 33 form part of these financial statements.

**Company statement of changes in equity**

For the year ended 31 December 2020

	Called up share capital £	Share premium account £	Profit and loss account £	Total equity £
<b>At 1 January 2019</b>	<b>18,076</b>	<b>15,146,412</b>	<b>7,501</b>	<b>15,171,989</b>
Loss for the year	-	-	(130,316)	(130,316)
<b>At 1 January 2020</b>	<b>18,076</b>	<b>15,146,412</b>	<b>(122,815)</b>	<b>15,041,673</b>
Loss for the year	-	-	(885,482)	(885,482)
<b>At 31 December 2020</b>	<b>18,076</b>	<b>15,146,412</b>	<b>(1,008,297)</b>	<b>14,156,191</b>

The notes on pages 16 to 33 form part of these financial statements.



**Consolidated statement of cash flows**

For the year ended 31 December 2020

	2020 £	2019 £
<b>Cash flows from operating activities</b>		
(Loss)/profit for the financial year	(2,286,536)	738,787
<b>Adjustments for:</b>		
Amortisation of intangible assets	1,898,401	479,101
Depreciation of tangible assets	81,162	66,062
Interest paid	1,342,351	764,535
Interest received	(221)	(7,484)
Taxation charge	32,044	1,732
(Increase)/decrease in debtors	(434,265)	298,914
Increase/(decrease) in creditors	2,206,640	(104,517)
Increase in provisions	72,362	-
Net fair value (gains)/losses recognised in profit or loss	(1,209,350)	-
Corporation tax paid	(24,012)	(8,889)
Difference on foreign exchange	933,901	412,169
<b>Net cash generated from operating activities</b>	<b>2,612,477</b>	<b>2,640,410</b>
<b>Cash flows from investing activities</b>		
Purchase of tangible fixed assets	(5,986)	(118,986)
Purchase of listed investments	(1,726,950)	-
Purchase of fixed asset investments	(8,210,770)	(3,738,847)
Interest received	221	7,484
<b>Net cash from investing activities</b>	<b>(9,943,485)</b>	<b>(3,850,349)</b>

**Consolidated statement of cash flows (continued)**

For the year ended 31 December 2020

	2020 £	2019 £
<b>Cash flows from financing activities</b>		
Funding from group companies	10,775,205	2,944,139
Interest paid	(1,342,351)	(764,535)
<b>Net cash used in financing activities</b>	<u>9,432,854</u>	<u>2,179,604</u>
<b>Net increase in cash and cash equivalents</b>	<u>2,101,846</u>	969,665
Cash and cash equivalents at beginning of year	<u>2,487,712</u>	1,518,047
<b>Cash and cash equivalents at the end of year</b>	<u><u>4,589,558</u></u>	<u><u>2,487,712</u></u>
<b>Cash and cash equivalents at the end of year comprise:</b>		
Bank and cash balances	<u><u>4,589,558</u></u>	<u><u>2,487,712</u></u>

Cash is the only cash or cash equivalent.

The notes on pages 16 to 33 form part of these financial statements.

## Notes to the financial statements

For the year ended 31 December 2020

### 1. General information

Faria Education Limited is a private company limited by shares and incorporated in England and Wales. The registered office is 4th Floor 76 Watling Street, London EC4M 9BJ. The registered number is 10293785.

### 2. Accounting policies

#### 2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires group management to exercise judgement in applying the group's accounting policies (see note 3).

The company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of comprehensive income in these financial statements.

The following principal accounting policies have been applied:

#### 2.2 Basis of consolidation

The consolidated financial statements present the results of the company and its own subsidiaries ('the group') as if they form a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full. The consolidated financial statements incorporate the results of business combinations using the purchase method. In the Statement of financial position, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the Consolidated statement of comprehensive income from the date on which control is obtained. They are deconsolidated from the date control ceases.

#### 2.3 Foreign currency translation

##### Functional and presentation currency

The company's functional and presentational currency is GBP.

##### Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

On consolidation, the results of overseas operations are translated into Sterling at rates approximating to those ruling when the transactions took place. All assets and liabilities of overseas operations are translated at the rate ruling at the reporting date. Exchange differences arising on translating the opening net assets at opening rate and the results of overseas operations at actual rate are recognised in other comprehensive income.

## Notes to the financial statements

For the year ended 31 December 2020

### 2. Accounting policies (continued)

#### 2.4 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the group and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

##### Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the group will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

#### 2.5 Operating leases: the group as lessee

Rentals paid under operating leases are charged to profit or loss on a straight line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the lease term, unless another systematic basis is representative of the time pattern of the lessee's benefit from the use of the leased asset.

#### 2.6 Government grants

Grants are accounted under the accruals model as permitted by FRS 102. Grants of a revenue nature are recognised in profit or loss in the same period as the related expenditure.

#### 2.7 Interest income

Interest income is recognised in profit or loss using the effective interest method.

#### 2.8 Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount.

#### 2.9 Pensions

##### Defined contribution pension plan

The group operates defined contribution plans for its employees. A defined contribution plan is a pension plan under which the group pays fixed contributions into a separate entity. Once the contributions have been paid the group has no further payment obligations.

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of financial position. The assets of the plan are held separately from the group in independently administered funds.

## Notes to the financial statements

For the year ended 31 December 2020

### 2. Accounting policies (continued)

#### 2.10 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company and the group operate and generate income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the reporting date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met; and
- Where they relate to timing differences in respect of interests in subsidiaries, associates, branches and joint ventures and the group can control the reversal of the timing differences and such reversal is not considered probable in the foreseeable future.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

#### 2.11 Intangible assets

##### Goodwill

Goodwill represents the difference between amounts paid on the cost of a business combination and the acquirer's interest in the fair value of the group's share of its identifiable assets and liabilities of the acquiree at the date of acquisition. Subsequent to initial recognition, goodwill is measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is amortised on a straight line basis to the Consolidated statement of comprehensive income over its useful economic life.

##### Other intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed ten years.

#### 2.12 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

## Notes to the financial statements

For the year ended 31 December 2020

### 2. Accounting policies (continued)

#### 2.12 Tangible fixed assets (continued)

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Leasehold improvements	-	5 years
Fixtures and fittings	-	2 years
Office equipment	-	3 years
Computer equipment	-	2 years

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

#### 2.13 Valuation of investments

Investments in associates are measured at cost less accumulated impairment.

Investments in listed company shares are remeasured to market value at each Statement of financial position date. Gains and losses on remeasurement are recognised in profit or loss for the period.

#### 2.14 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

#### 2.15 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

In the Consolidated statement of cash flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the group's cash management.

#### 2.16 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

## Notes to the financial statements

For the year ended 31 December 2020

### 2. Accounting policies (continued)

#### 2.17 Provisions for liabilities

Provisions are made where an event has taken place that gives the group a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to profit or loss in the year that the group becomes aware of the obligation, and are measured at the best estimate at the Statement of financial position date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Statement of financial position.

#### 2.18 Financial instruments

The group only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

Investments in non-derivative instruments that are equity to the issuer are measured:

- at fair value with changes recognised in the Consolidated statement of comprehensive income if the shares are publicly traded or their fair value can otherwise be measured reliably;
- at cost less impairment for all other investments.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Consolidated statement of comprehensive income.

Financial assets and liabilities are offset and the net amount reported in the Statement of financial position when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

## Notes to the financial statements

For the year ended 31 December 2020

### 3. Judgements in applying accounting policies and key sources of estimation uncertainty

In the application of the group's accounting policies, the members are required to make judgements, estimates and assumptions about the carrying amounts 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 if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

In preparing the financial statements the members have made the following judgements:

Determining the valuation of the group's goodwill and contingent liabilities recognised on new business combinations. Factors taken into consideration in reaching a decision include the consideration paid and contingent consideration payable for the investment, the net assets on the date of the subsidiary being acquired and the viability and expected future performance of the subsidiary.

Determining the valuation of the group's other intangible assets recognised on new business combinations. Factors taken into consideration in reaching a decision include the estimate revenue growth obtained specifically from the intangible asset, consistent future tax rates and improved efficiencies obtained directly from the intangible asset being recognised.

Determining whether there are indicators of impairment of the group's intangible fixed assets. Factors taken into consideration in reaching a decision include the economic viability and expected future financial performance of the asset and where it is a component of a larger cash-generating unit, the viability and expected future performance of that unit.

Determining the valuation of the group's other provisions. Factors taken into consideration in reaching a decision include historically costs and expected future costs of the group.

### 4. Turnover

The whole of the turnover is attributable to the principal activity of the group.

Analysis of turnover by country of destination:

	2020 £	2019 £
United Kingdom	347,292	48,645
Rest of Europe	491,223	-
Rest of the world	10,186,742	10,383,232
	<u>11,025,257</u>	<u>10,431,877</u>



**Notes to the financial statements**

For the year ended 31 December 2020

**5. Other operating income**

	2020 £	2019 £
Other operating income	22,448	23,431
Sale of domain name	-	429,597
Government grants received	738,114	-
Amounts received from group undertakings	424,671	259,384
	<u>1,185,233</u>	<u>712,412</u>

**6. Operating (loss)/profit**

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

	2020 £	2019 £
Amortisation	1,898,401	928,232
Depreciation	81,162	66,106
Exchange differences	72,559	214,407
Other operating lease rentals	<u>374,671</u>	<u>344,920</u>

**7. Auditor's remuneration**

	2020 £	2019 £
<b>Fees payable to the group's auditor in respect of:</b>		
Audit of the group's annual financial statements	<u>22,000</u>	<u>7,500</u>
Audit of the accounts of subsidiaries	11,500	5,250
Taxation compliance services	5,000	2,200
All other assurance services	6,750	-
All other services	10,100	550
	<u>33,350</u>	<u>8,000</u>

**Notes to the financial statements**

For the year ended 31 December 2020

**8. Employees**

Staff costs were as follows:

	<b>Group 2020</b>	<b>Group 2019</b>	<b>Company 2020</b>	<b>Company 2019</b>
	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
Staff salaries	<b>6,758,588</b>	5,403,342	<b>1,041,489</b>	836,456
Staff national insurance	<b>732,588</b>	669,351	<b>116,273</b>	85,744
Staff pension costs	<b>119,581</b>	100,179	<b>21,581</b>	14,768
	<b><u>7,610,757</u></b>	<b><u>6,172,872</u></b>	<b><u>1,179,343</u></b>	<b><u>936,968</u></b>

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

	<b>Group 2020 No.</b>	<b>Group 2019 No.</b>	<b>Company 2020 No.</b>	<b>Company 2019 No.</b>
Administrative	<b>11</b>	6	1	1
Support	<b>36</b>	21	6	4
Sales	<b>29</b>	22	6	5
Development	<b>22</b>	15	3	3
Marketing	<b>4</b>	4	-	-
Finance	<b>2</b>	2	-	-
	<b><u>104</u></b>	<b><u>70</u></b>	<b><u>16</u></b>	<b><u>13</u></b>

**9. Directors' remuneration**

During the year, directors received remuneration of £124,031 (2019 - £93,600).

**10. Interest receivable**

	<b>2020 £</b>	<b>2019 £</b>
Other interest receivable	<b><u>221</u></b>	<b><u>7,484</u></b>

**Notes to the financial statements**

For the year ended 31 December 2020

**11. Interest payable and similar expenses**

	2020 £	2019 £
Bank interest payable	613	53
Loans from group undertakings	1,341,738	764,482
	<u>1,342,351</u>	<u>764,535</u>

**12. Taxation**

	2020 £	2019 £
Foreign tax on income for the year	<u>32,044</u>	<u>1,732</u>

**Factors affecting tax charge for the year**

The tax assessed for the year is higher than (2019 - higher than) the standard rate of corporation tax in the UK of 19% (2019 - 19%). The differences are explained below:

	2020 £	2019 £
(Loss)/profit on ordinary activities before tax	<u>(2,254,492)</u>	<u>740,519</u>
(Loss)/profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2019 - 19%)	(428,353)	140,699
<b>Effects of:</b>		
Non-tax deductible amortisation of goodwill and impairment	255,882	-
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	58,673	12,436
Utilisation of tax losses	-	(153,135)
Higher rate taxes on overseas earnings	32,044	1,732
Non-taxable income	(229,676)	-
Unrelieved tax losses carried forward	343,474	-
<b>Total tax charge for the year</b>	<u>32,044</u>	<u>1,732</u>

**Factors that may affect future tax charges**

On 10 June 2021, the Finance Bill 2021 received Royal Assent. The Bill confirms an increase in the corporation tax rate from 1 April 2023. From this date, the rate will taper from 19% for businesses with profits of less than £50,000 to 25% for businesses with profits over £250,000.

**Notes to the financial statements**

For the year ended 31 December 2020

**13. Intangible assets****Group**

	Development expenditure	Trademarks	Computer software	Goodwill	Total
	£	£	£	£	£
<b>Cost</b>					
At 1 January 2020	-	1,217,391	976,046	9,843,069	12,036,506
Additions	-	598,286	795,101	-	1,393,387
Additions arising from business combinations	2,296,975	-	573,606	7,328,128	10,198,709
At 31 December 2020	2,296,975	1,815,677	2,344,753	17,171,197	23,628,602
<b>Amortisation</b>					
At 1 January 2020	-	158,950	120,408	633,542	912,900
Charge for the year	186,401	155,177	628,800	928,023	1,898,401
At 31 December 2020	186,401	314,127	749,208	1,561,565	2,811,301
<b>Net book value</b>					
At 31 December 2020	2,110,574	1,501,550	1,595,545	15,609,632	20,817,301
At 31 December 2019	-	1,058,441	855,638	9,209,527	11,123,606

**Notes to the financial statements**

For the year ended 31 December 2020

**14. Tangible fixed assets****Group**

	Leasehold improvements £	Fixtures and fittings £	Office equipment £	Computer equipment £	Total £
<b>Cost or valuation</b>					
At 1 January 2020	101,427	158,516	34,743	565,169	859,855
Additions	-	5,220	622	45,707	51,549
Disposals	-	(3,659)	(1,531)	(8,730)	(13,920)
At 31 December 2020	101,427	160,077	33,834	602,146	897,484
<b>Depreciation</b>					
At 1 January 2020	15,880	115,425	15,487	510,594	657,386
Charge for the year	23,726	12,880	4,096	40,460	81,162
Disposals	-	(3,659)	(1,531)	(8,730)	(13,920)
At 31 December 2020	39,606	124,646	18,052	542,324	724,628
<b>Net book value</b>					
At 31 December 2020	61,821	35,431	15,782	59,822	172,856
At 31 December 2019	85,547	43,091	19,256	54,575	202,469

**Notes to the financial statements**

For the year ended 31 December 2020

**14. Tangible fixed assets (continued)****Company**

	Leasehold improvements £	Fixtures and fittings £	Total £
<b>Cost or valuation</b>			
At 1 January 2020	19,569	12,446	32,015
At 31 December 2020	19,569	12,446	32,015
<b>Depreciation</b>			
At 1 January 2020	4,484	3,145	7,629
Charge for the year	3,915	2,489	6,404
At 31 December 2020	8,399	5,634	14,033
<b>Net book value</b>			
At 31 December 2020	11,170	6,812	17,982
At 31 December 2019	15,085	9,301	24,386

**15. Fixed asset investments****Company**

	Investments in subsidiary companies £
<b>Cost or valuation</b>	
At 1 January 2020	1
At 31 December 2020	1

## Notes to the financial statements

For the year ended 31 December 2020

### Direct subsidiary undertakings

The following were direct subsidiary undertakings of the company:

Name	Registered office	Class of shares	Holding
ManageBac Inc.	919 North Market Street, Suite 950, Wilmington, DE 19801, USA	Ordinary	100%
Faria UK Holdco Limited	4th Floor 76 Watling Street, London EC4M 9BJ	Ordinary	100%
Faria UK Holdco II Limited	4th Floor 76 Watling Street, London EC4M 9BJ	Ordinary	100%
Faria UK Holdco III Limited	4th Floor 76 Watling Street, London EC4M 9BJ	Ordinary	100%

### Indirect subsidiary undertakings

The following were indirect subsidiary undertakings of the company:

Name	Registered office	Class of shares	Holding
Rubicon West LLC	121 SW Salmon St Ste 1200, Portland, OR 97204-2947, USA	Ordinary	100%
Dynamic Internet Solutions LLC	121 SW Salmon St Ste 1200, Portland, OR 97204-2947, USA	Ordinary	100%
EveryBuddy Limited	4th Floor 76 Watling Street, London EC4M 9BJ	Ordinary	100%
GEMS Pamoja Limited	4th Floor 76 Watling Street, London EC4M 9BJ	Ordinary	80%
Pamoja Education Limited	4th Floor 76 Watling Street, London EC4M 9BJ	Ordinary	80%
Oxford Study Courses Limited	4th Floor 76 Watling Street, London EC4M 9BJ	Ordinary	80%
Oxford Study Courses (Australia) Pty Limited	Level 1, 123 Camberwell Road, Hawthorn East, Victoria, Australia	Ordinary	80%
Oxford Study Courses Inc.	44 School Street, Suite 325, Boston, MA 02108, USA	Ordinary	80%
Hsquared Education GmbH	Auenstrasse 100, 80469, Munich, Germany	Ordinary	80%
Faria Systems Limited	2504 Universal Trade Centre, 3 Arbuthnot Road, Central, Hong Kong	Ordinary	100%

**Notes to the financial statements**

For the year ended 31 December 2020

**16. Debtors**

	<b>Group 2020 £</b>	<b>Group 2019 £</b>	<b>Company 2020 £</b>	<b>Company 2019 £</b>
Amounts owed by group undertakings	<u>-</u>	<u>-</u>	<u><b>13,991,988</b></u>	<u>14,483,801</u>
	<b>Group 2020 £</b>	<b>Group 2019 £</b>	<b>Company 2020 £</b>	<b>Company 2019 £</b>
Trade debtors	<b>1,110,130</b>	1,050,035	-	-
Amounts owed by group undertakings	<b>6,772,132</b>	4,002,758	<b>3,116,195</b>	779,749
Other debtors	<b>299,868</b>	64,734	<b>23,385</b>	20,639
Prepayments and accrued income	<b>402,436</b>	241,685	<b>10,749</b>	48,417
Tax recoverable	<b>1,326</b>	23,043	-	-
	<u><b>8,585,892</b></u>	<u>5,382,255</u>	<u><b>3,150,329</b></u>	<u>848,805</u>

**17. Current asset investments**

	<b>Group 2020 £</b>	<b>Group 2019 £</b>
Listed investments	<u><b>2,936,300</b></u>	<u>-</u>

**18. Cash and cash equivalents**

	<b>Group 2020 £</b>	<b>Group 2019 £</b>	<b>Company 2020 £</b>	<b>Company 2019 £</b>
Cash at bank and in hand	<u><b>4,589,558</b></u>	<u>2,487,712</u>	<u><b>67,790</b></u>	<u>117,542</u>



**Notes to the financial statements**

For the year ended 31 December 2020

**19. Creditors: amounts falling due within one year**

	<b>Group</b>	<b>Group</b>	<b>Company</b>	<b>Company</b>
	<b>2020</b>	<b>2019</b>	<b>2020</b>	<b>2019</b>
	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
Trade creditors	<b>572,049</b>	168,933	<b>34,059</b>	32,665
Amounts owed to group undertakings	<b>6,617,620</b>	2,700,103	<b>1,267,429</b>	230,301
Corporation tax	<b>71</b>	-	-	-
Other taxation and social security	<b>35,105</b>	58,387	<b>38,487</b>	33,350
Other creditors	<b>1,608,568</b>	751,263	<b>61,282</b>	55,642
Accruals and deferred income	<b>8,304,947</b>	6,433,772	<b>87,160</b>	80,904
	<b><u>17,138,360</u></b>	<b><u>10,112,458</u></b>	<b><u>1,488,417</u></b>	<b><u>432,862</u></b>

Included within other creditors is incentive consideration totalling £376,149 (2019 - £nil). This consideration is contingent on the OSC Study app reaching certain milestones as defined in the Share Purchase Agreement held with the previous shareholders of Hsquared GmbH. The consideration is management's best estimate for the contingent consideration as at 31 December 2020.

**20. Creditors: amounts falling due after more than one year**

	<b>Group</b>	<b>Group</b>	<b>Company</b>	<b>Company</b>
	<b>2020</b>	<b>2019</b>	<b>2020</b>	<b>2019</b>
	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
Amounts owed to group undertakings	<b>9,627,062</b>	-	<b>1,583,482</b>	-
Other creditors	<b>8,963,469</b>	5,870,436	-	-
	<b><u>18,590,531</u></b>	<b><u>5,870,436</u></b>	<b><u>1,583,482</u></b>	<b><u>-</u></b>

Other creditors consist of additional contributions payable to previous shareholders of the subsidiaries of the company.

**21. Deferred taxation****Group**

	<b>2020</b>
	<b>£</b>
Arising on business combination	<b>(7,961)</b>
<b>At end of year</b>	<b><u>(7,961)</u></b>

## Notes to the financial statements

For the year ended 31 December 2020

### 21. Deferred taxation (continued)

The deferred taxation balance is made up as follows:

	Group 2020 £
Tax losses carried forward	(7,961)
	<u>(7,961)</u>

### 22. Provisions

Group

	Dilapidation provision £
Arising on business combinations	72,362
	<u>72,362</u>
<b>At 31 December 2020</b>	<b><u>72,362</u></b>

The dilapidation provision represents the future estimated costs expected to be incurred exit of the lease premises upon the lease expiry date.

### 23. Share capital

	2020 £	2019 £
<b>Allotted, called up and fully paid</b>		
18,076 (2019 - 18,076) Ordinary shares of £1.00 each	<u>18,076</u>	<u>18,076</u>

## Notes to the financial statements

For the year ended 31 December 2020

### 24. Reserves

#### Share premium account

The share premium comprises amounts paid in excess of the value of share capital paid.

#### Foreign exchange reserve

The foreign exchange reserve comprises translation differences arising from the translation of financial statements of the group's foreign entities into sterling (£).

#### Other reserves

The other reserves comprise of movements in the investments with the company's subsidiaries which have been effected post acquisition.

#### Profit and loss account

Includes all current and prior period retained profits and losses.

### 25. Pension commitments

The group operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the group in independently administered funds. The pension cost charge represents contributions payable by the group to the fund and amounted to £119,581 (2019 - £100,179). Contributions totalling £98,195 (2019 - £79,532) were payable to the fund at the reporting date and are inducted in creditors.

### 26. Commitments under operating leases

At 31 December 2020 the group and the company had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	<b>Group</b>	<b>Group</b>	<b>Company</b>	<b>Company</b>
	<b>2020</b>	<b>2019</b>	<b>2020</b>	<b>2019</b>
	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
Not later than 1 year	<b>424,369</b>	370,936	<b>27,000</b>	15,164
Later than 1 year and not later than 5 years	<b>185,295</b>	471,199	<b>42,016</b>	-
Later than 5 years	-	-	-	-
	<b><u>609,664</u></b>	<b><u>842,135</u></b>	<b><u>69,016</u></b>	<b><u>15,164</u></b>

## Notes to the financial statements

For the year ended 31 December 2020

### 27. Related party transactions

During the year, the group incurred recharges of £5,758 (2019 - £nil) with other members of the group headed by Faria Education Group Limited ('FEG').

As at 31 December 2020, £1,455,938 (2019 - £211,425 due to other members) was due from other members of the group headed by FEG. The transactions disclosed have been made with other members of the group headed by FEG which are not wholly owned members of FEG. The group has taken advantage of the exemption under FRS 102 Section 33 in relation to disclosing transactions with other members which are wholly owned by the group headed by FEG.

During the year, key management received remuneration of £556,954 (2019 - £259,100).

### 28. Post balance sheet events

On 23 February 2021, the group acquired 100% of the share capital of Oxford Digital Learning Limited and Wolsey Hall Oxford International Limited.

On 26 February 2021, 93,000,000 shares in Schrole Group Limited ('Schrole') were cancelled. This has resulted in the group's shareholding in Schrole to increase from 18.50% to 19.79%.

In December 2021, the group acquired 20% of the share capital of GEMS Pamoja Limited, increasing the group's shareholding in GEMS Pamoja Limited from 80% to 100%. The consideration payable was \$6.1m and contingent and deferred consideration from an earlier acquisition were waived. The net financial impact was \$1.642m.

### 29. Controlling party

At 31 December 2020 the immediate parent company was Faria Education Limited (a Hong Kong Limited company) ('FEHK') and the ultimate parent company was Faria Education Group Limited ('FEG'), a company incorporated in the British Virgin Islands.

The ultimate controlling party is Mr T Walker Cheng-De King by virtue of his controlling interest in FEG.

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.