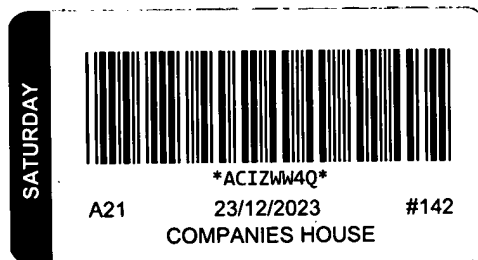


DE EUROPE GROUP HOLDING LTD.
REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 DECEMBER 2022



DE EUROPE GROUP HOLDING LTD.

COMPANY INFORMATION

Directors	B Shaw H Lewis
Company number	11255619
Registered office	9 Palace Yard Mews Bath, England BA1 2NH
Auditor	RSM UK Audit LLP Chartered Accountants 25 Farringdon Street London EC4A 4AB United Kingdom

DE EUROPE GROUP HOLDING LTD.

STRATEGIC REPORT

FOR THE YEAR ENDED 31 DECEMBER 2022

The directors present the strategic report for the year ended 31 December 2022.

Fair review of the business

The directors continue to look for new international opportunities in order to ensure long term stability and growth for the Group. To this end, the group have actively increased the size of the international team in the year. The directors also ensure that new and evolving content is continually added to the service in order to keep the product up to date and competitive on the open market.

The directors monitor the growth of the business by reference to certain key financial and non-financial performance indicators. Financial indicators include revenues and earnings before interest, tax, depreciation and amortisation and non-recurring expenses. The Group's key financial performance indicators during the year were as follows:

	2022	2021
	£	£'000
Turnover	6,708	8,554
EBITDA*	(1,594)	787

*EBITDA is calculated as the operating loss of £6,534,591 minus the depreciation £69,984 and amortisation £4,869,918.

Non-financial indicators include the number of schools under contract, subscription renewal rates, average contract length, delivery method split, average price achieved, lead conversion rates, professional development (PD) sessions delivered and usage of the service at school level. All these are monitored and reviewed separately for each service.

Principal risks and uncertainties

Risks are formally reviewed by management and appropriate processes put in place to monitor and mitigate them. If more than one event occurs, it is possible that the overall effect of such events would compound the possible adverse effects on the Group.

The key business risks affecting the Group are set out below:

Business Risk

The UK education market, characterized by persistent funding challenges, presents a complex environment for Discovery Education to navigate. To effectively address these challenges and seize emerging opportunities, the company focuses on delivering value to its customers, maximizing subscription renewal rates, expanding its reach across the UK education landscape, reaching out to more international school groups, and expanding its direct-to-consumer (D2C) market for Doodle Maths.

Financial risks

In order to support its operations and expansion initiatives, Discovery Education utilizes a variety of financial instruments, including cash, trade debtors, and trade creditors. While these tools can potentially pose credit and liquidity risks, the company employs various mitigation strategies to minimize these risks. These strategies include setting credit limits for customers, closely monitoring payment history, and carefully selecting bulk partner and international school group partners. Additionally, the company maintains a strong focus on D2C revenue streams through its innovative Doodle Maths platform, which helps to mitigate reliance on traditional school-based subscriptions.

DE EUROPE GROUP HOLDING LTD.

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

Strategy and future developments

2022 marked a year of consolidation and expansion for Discovery Education in the UK market, with a focus on addressing the ongoing school funding challenges and expanding into new international markets. The company worked closely with international channel partners, expanding its reach into new international markets, securing several large multi-year education contracts in countries such as India, China, and the United Arab Emirates. Furthermore, the company continued to invest in its D2C strategy for Doodle Maths, aiming to expand its user base and achieve significant market share in the educational apps space.

In the market, the company focused on expanding its Espresso and Coding services to British International schools, providing a wider audience of students with access to innovative and engaging learning resources. The flagship Discovery Education Espresso service received continuous module additions, enriching it with high-quality content from Discovery channels and other media partners. Additionally, new products aligned with National Curriculum requirements, such as Science and Maths, were introduced to further enhance the learning experience for both teachers and pupils.

As Discovery Education looks ahead, it remains focused on enhancing existing services and expanding into new markets while acknowledging the ongoing challenges faced by schools due to funding constraints. The company is committed to reinventing its core product Espresso on a new platform, enabling personalized learning, collaboration, and blended learning. This innovation will empower teachers to tailor instruction to the unique needs of each student, fostering a more engaging and effective learning experience.

Additionally, in August 2022, the company acquired UK-based EZ Education, a digital education company that provides personalized Math and English Language Arts products to improve students' academic achievement and confidence. This acquisition aligns with Discovery Education's strategy of providing personalized learning experiences for its students and addresses the ongoing concerns surrounding student attainment in these core subjects. Further, the company intends to accelerate the growth of its Doodle Maths D2C platform by expanding its marketing efforts, developing innovative features, and partnering with key influencers in the education sector.

Opening a New Head Office in Bath – Q2 2023

In a further step towards enhancing its global presence and commitment to innovation, Discovery Education recently opened a new head office in Bath, United Kingdom. The state-of-the-art facility houses a team of dedicated professionals focused on developing and delivering cutting-edge educational solutions that empower educators and inspire learners worldwide. The Bath office serves as a hub for collaboration and innovation, fostering a dynamic environment where ideas flourish and initiatives are translated into tangible outcomes.

Located in the heart of Bath's vibrant community, the new head office aligns with Discovery Education's commitment to fostering a diverse and inclusive workforce. The company actively seeks to attract and retain top talent from around the globe, recognizing that a diverse perspective is essential for driving innovation and creating transformative educational experiences.

By establishing a new head office in Bath, Discovery Education demonstrates its deep commitment to the UK education market and its dedication to serving students and educators worldwide. The Bath office is poised to play a pivotal role in shaping the future of education, leveraging technology and expertise to empower learners and transform classrooms into dynamic learning environments.

On behalf of the board

H Lewis

H Lewis
Director

Date 21/12/23
.....

DE EUROPE GROUP HOLDING LTD.

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2022

The directors present their annual report and financial statements for the period ended 31 December 2022.

Principal activities

The principal activity of the Company during the year was that of production and distribution of digital educational programming.

Directors

The directors who held office during the period and up to the date of signature of the financial statements were as follows:

B Shaw

H Lewis

Going concern

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

The directors have received confirmation of the continued support from the parent company, Discovery Education Inc, who have confirmed their willingness to provide financial support to the Company to ensure it can meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements for the year ending 31 December 2022.

The Company is expected to continue to generate positive cash flows on its own account for the foreseeable future. Thus, they adopt the going concern basis in preparing the financial statements.

Discovery Education has continued to operate normally with some staff members office based and the remainder home based. Discovery Education is continuing to provide engaging high-quality content, ready to use digital lessons with the addition of the Doodle learning software we are able to increase new business decisions in the UK.

Results and dividends

The results for the period are set out on page 9.

No ordinary dividends were paid. The directors do not recommend payment of a further dividend.

Research and development

Expenditure on the research phase of an internal project is recognised as an expense in the period in which it is incurred.

Financial risk management

The Company's operations expose it to a variety of financial risks that include the effects of changes in foreign currency exchange rates, credit risks, and liquidity risks.

The central treasury team of Discovery Communications, LLC, an intermediate parent company, has the responsibility of setting risk management policies applied across the global Discovery Group. The Company treasury team implements these policies to enable prompt identification of financial risks so that appropriate actions may be taken. The treasury team has a set of guidelines to manage exchange risk, credit risk and the use of financial instruments to manage these risks.

Foreign exchange risk

The Company has operations in multiple currencies and is exposed to foreign exchange risk mainly with respect to US Dollar both on receipt of revenues and incurring costs.

Credit risk

The Company has no significant concentration of credit risk and follows the Discovery Group policy with respect to credit risk associated with trade debtors.

DE EUROPE GROUP HOLDING LTD.

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2022

Employment of disabled persons

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. 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 from a disability.

Employee involvement

Consultation with employees or their representatives takes place at all levels, with the aim of ensuring that their views are taken into account when decisions are made that are likely to affect their interests and that all employees are aware of the financial and economic performance of the business units and of the Company as a whole. The involvement of employees in the Company's performance is encouraged through the Company bonus scheme which is partly linked to the group companies performance. Communication with all employees continues through in-house briefing groups and the Discovery Communications intranet.

Auditor

RSM UK Audit LLP were appointed as auditor to the group and in accordance with section 485 of the Companies Act 2006, a resolution proposing that they be re-appointed will be put at a General Meeting.

Strategic report

The group has chosen in accordance with Companies Act 2006, s. 414C(11) to set out in the group's strategic report information required by Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, Sch. 7 to be contained in the directors' report.

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, each director has taken all the necessary steps that they ought to have taken as a director in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

On behalf of the board

H Lewis

H Lewis
Director

Date 21/12/23

DE EUROPE GROUP HOLDING LTD.

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2022

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

Company law requires the directors to prepare financial statements for each financial year. Under that law 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 group and company, 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 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 and company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group's and company's transactions and disclose with reasonable accuracy at any time the financial position of the group and 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 group and company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DE EUROPE GROUP HOLDING LTD.

Opinion

We have audited the financial statements of DE Europe Group Holding Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2022 which comprise the consolidated statement of comprehensive income, consolidated statement of financial position, company statement of financial position, consolidated statement of changes in equity, consolidated statement of cash flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 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 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;
- 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 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

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 other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. 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.

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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DE EUROPE GROUP HOLDING LTD. (CONTINUED)

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.

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 their environment obtained in the course of the audit, we have not identified material misstatements in the 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 5, 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.

The extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DE EUROPE GROUP HOLDING LTD. (CONTINUED)

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the *primary responsibility of management*, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the group audit engagement team:

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory framework that the group and parent company operates in and how the group and parent company are complying with the legal and regulatory framework;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud;
- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud.

As a result of these procedures we consider the most significant laws and regulations that have a direct impact on the financial statements are FRS 102, the Companies Act 2006 and tax compliance regulations. We performed audit procedures to detect non-compliances which may have a material impact on the financial statements which included reviewing financial statement disclosures, assessing accounting policies for compliance with the reporting framework and confirming tax calculations to supporting documentation.

The group audit engagement team identified the risk of management override of controls and revenue recognition as the areas where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed included but were not limited to testing manual journal entries and other adjustments and evaluating the business rationale in relation to significant, unusual transactions and transactions entered into outside the normal course of business, testing revenue to supporting documentation and reviewing recognition of revenue to ensure it was recognised in the correct accounting period.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <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.

Christopher Tate

Christopher Tate (Senior Statutory Auditor)
For and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
25 Farringdon Street
London
EC4A 4AB
United Kingdom

21/12/23

DE EUROPE GROUP HOLDING LTD.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2022

	Notes	Year ended 31 December 2022 £	Year ended 31 December 2021 £
Turnover	3	6,708,141	8,554,137
Cost of sales		(1,401,862)	(771,142)
Gross profit		<u>5,306,279</u>	<u>7,782,995</u>
Administrative expenses		(11,840,870)	(10,902,583)
Operating loss	6	<u>(6,534,591)</u>	<u>(3,119,588)</u>
Interest payable and similar expenses	8	-	-
Loss before taxation		<u>(6,534,591)</u>	<u>(3,119,588)</u>
Tax on loss	9	360,303	86,517
Loss for the financial period		<u><u>(6,174,288)</u></u>	<u><u>(3,033,071)</u></u>

Loss for the financial period is all attributable to the owners of the parent company.

Total comprehensive income for the period is all attributable to the owners of the parent company.

DE EUROPE GROUP HOLDING LTD.**CONSOLIDATED STATEMENT OF FINANCIAL POSITION****AS AT 31 DECEMBER 2022**

	Notes	£	2022 £	£	2021 £
Fixed assets					
Goodwill	10		30,286,991		23,360,597
Tangible assets	11		44,788		74,469
			<u>30,331,779</u>		<u>23,435,066</u>
Current assets					
Debtors	14	13,568,941		11,189,434	
Cash at bank and in hand		2,929,526		441,246	
		<u>16,498,467</u>		<u>11,630,680</u>	
Creditors: amounts falling due within one year	15	(29,796,773)		(11,857,984)	
Net current liabilities			<u>(13,298,306)</u>		<u>(227,304)</u>
Total assets less current liabilities			<u>17,033,473</u>		<u>23,207,762</u>
Net assets			<u>17,033,473</u>		<u>23,207,762</u>
Capital and reserves					
Called up share capital	19		100		100
Share premium account	20		30,810,945		30,810,945
Profit and loss reserves	20		(13,777,572)		(7,603,283)
Total equity			<u>17,033,473</u>		<u>23,207,762</u>

The financial statements were approved by the board of directors and authorised for issue on 21/12/23 2023
and are signed on its behalf by:

H Lewis

H Lewis

Director

DE EUROPE GROUP HOLDING LTD.

COMPANY STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2022

	Notes	£	2022 £	£	2021 £
Fixed assets					
Investments	12		23,287,704		27,091,600
Current assets					
Cash at bank and in hand		100		100	
Creditors: amounts falling due within one year	15	(13,424,391)		(13,424,391)	
Net current liabilities			(13,424,291)		(13,424,291)
Total assets less current liabilities			<u>9,863,413</u>		<u>13,667,309</u>
Capital and reserves					
Called up share capital	19		100		100
Share premium account	20		30,810,945		30,810,945
Profit and loss reserves			(20,947,632)		(17,143,736)
Total equity			<u>9,863,413</u>		<u>13,667,309</u>

As permitted by s408 Companies Act 2006, the company has not presented its own profit and loss account and related notes as it prepares group accounts. The company's loss for the year was £3,803,896 (2021: £2,415,192).

The financial statements were approved by the board of directors and authorised for issue on 21/12/23 2023 and are signed on its behalf by:

H Lewis

H Lewis

Director

DE EUROPE GROUP HOLDING LTD.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2022

	Notes	Share capital £	Share premium account £	Profit and loss reserves £	Total £
Balance at 1 January 2021		100	30,810,945	(4,570,213)	26,240,832
Year ended 31 December 2021:					
Loss and total comprehensive income for the year		-	-	(3,033,071)	(3,033,071)
Balance at 31 December 2021		100	30,810,945	(7,603,284)	23,207,761
Year ended 31 December 2022:					
Loss and total comprehensive income for the year		-	-	(6,174,288)	(6,174,288)
Balance at 31 December 2022		100	30,810,945	(13,777,572)	17,033,473

DE EUROPE GROUP HOLDING LTD.

COMPANY STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2022

	Notes	Share capital £	Share premium account £	Profit and loss reserves £	Total £
Year ended 31 December 2021:					
Balance at 1 January 2021		100	30,810,945	(14,728,544)	16,082,501
Loss and total comprehensive income for the year		-	-	(2,415,192)	(2,415,192)
Balance at 31 December 2021		<u>100</u>	<u>30,810,945</u>	<u>(17,143,736)</u>	<u>13,667,309</u>
Year ended 31 December 2022:					
Result and total comprehensive income for the year		-	-	(3,803,896)	(3,803,896)
Balance at 31 December 2022		<u>100</u>	<u>30,810,945</u>	<u>(20,947,632)</u>	<u>9,863,413</u>

DE EUROPE GROUP HOLDING LTD.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2022

	Notes	£	2022 £	£	2021 £
Cash flows from operating activities					
Cash generated from operations	21		14,324,895		38,544
Interest paid			-		-
Income taxes paid			-		86,517
Net cash inflow/(outflow) from operating activities			14,324,895		125,061
Investing activities					
Purchase of business		(11,147,278)		-	
Purchase of intangible assets		(681,411)		(431,035)	
Purchase of tangible fixed assets		(40,302)		(6,927)	
Net cash used in investing activities			(11,868,991)		(437,962)
Net increase in cash and cash equivalents			2,455,904		(312,901)
Cash and cash equivalents at beginning of period			473,622		786,523
Cash and cash equivalents at end of period			2,929,526		473,622

DE EUROPE GROUP HOLDING LTD.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

Company information

DE Europe Group Holding Ltd. ("the company") is a private company limited by shares and is registered and incorporated in England and Wales. The registered office is 9 Palace Yard Mews, Bath, London, England, BA1 2NH.

The group consists of DE Europe Group Holding Ltd. and all of its subsidiaries.

The company's and the group's principal activities and nature of its operations are disclosed in the Directors' Report.

Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006, including the provisions of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention.

The company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements for parent company information presented within the consolidated financial statements:

- Section 4 'Statement of Financial Position' – Reconciliation of the opening and closing number of shares;
- Section 7 'Statement of Cash Flows' – Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues' – Carrying amounts, interest income/expense and net gains/losses for each category of financial instrument; basis of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive income;
- Section 33 'Related Party Disclosures' – Compensation for key management personnel.

The financial statements of the company are included within these consolidated financial statements of DE Europe Group Holding Ltd.

The principal accounting policies adopted are set out below.

DE EUROPE GROUP HOLDING LTD.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies (Continued)

Basis of consolidation

The consolidated financial statements incorporate those of DE Europe Group Holding Ltd. and all of its subsidiaries (i.e. entities that the group controls through its power to govern the financial and operating policies so as to obtain economic benefits). Subsidiaries acquired during the year are consolidated using the purchase method. Their results are incorporated from the date that control passes.

All financial statements are made up to 31 December 2022. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the group.

All intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

The cost of a business combination is the fair value at the acquisition date of the assets given, equity instruments issued and liabilities incurred or assumed, plus costs directly attributable to the business combination. The excess of the cost of a business combination over the fair value of the identifiable assets, liabilities and contingent liabilities acquired is recognised as goodwill.

Provisional fair values recognised for business combinations in previous periods are adjusted retrospectively for final fair values determined in the 12 months following the acquisition date.

Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the group and company has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

Discovery Education has continued to operate normally with some staff members office based and the remainder home based. Discovery Education is continuing to provide engaging high-quality content, ready to use digital lessons with the addition of the Doodle learning software we are able to increase new business decisions in the UK.

The directors have received confirmation of the continued support from the parent company, Discovery Education Inc, who have confirmed their willingness to provide financial support to the Company to ensure it can meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements for the year ending 31 December 2022.

DE EUROPE GROUP HOLDING LTD.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies (Continued)

Turnover

Turnover represents amounts charged to customers, net of VAT, and at the fair value of the consideration received or receivable when the product has been delivered and all the Groups contractual obligations have been met.

Turnover is recognised as follows:

- Digital subscription turnover is recognised proportionately over the period of the contract (either annual or multi-year contracts). New business subscription turnover is also recognised in instalments over the relevant period of the contract. This is the vast majority of the Company's turnover;
- Training turnover is recognised when the service has been invoice and delivered to the customer. If a multi-day contract, a value is assigned to each day and recognised on delivery of that individual day or part-day;
- Commissioned content turnover is recognised when the content module is complete and made available to the customer;
- Hard goods turnover is recognised when the goods have been delivered to the customer;
- Any turnover relating to installation of servers hosting content is recognised when the server has been supplied and installation is complete; and
- International turnover for licensing deals is recognised on delivery of assets and once all obligations to the customer have been discharged.

DE EUROPE GROUP HOLDING LTD.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies (Continued)

Intangible fixed assets - goodwill

Goodwill represents the excess of the cost of acquisition of a business over the fair value of net assets acquired. It is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is considered to have a finite useful life and is amortised on a systematic basis over its expected life, which is 10 years.

For the purposes of impairment testing, goodwill is allocated to the cash-generating units expected to benefit from the acquisition. Cash-generating units to which goodwill has been allocated are tested for impairment at least annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit.

Intangible fixed assets other than goodwill

Other intangible assets are intellectual property rights which comprise externally acquired licenses, external costs relating to internally generated digital content and technology.

Long term content license contracts are capitalised as an intangible asset and the total contract value amortised over the useful economic life of each asset, judged on a contract by contract basis. The useful economic life is periodically assessed and revised in the light of any change in circumstances. Amortisation policy change in effect from 3 years to 2 years.

The third party cost relating to internally generated digital content and technology is recognised as an intangible asset and is subsequently measured and amortised in the same way as externally acquired licenses.

Amortisation is recognised so as to write off the cost of assets less their residual values over their useful lives on the following bases:

Other intangible assets	2 to 7 years
-------------------------	--------------

Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost of assets less their residual values over their useful lives on the following bases:

Leasehold improvements	5 to 10 years
Fixtures and fittings	5 years
Computers	3 years

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

Fixed asset investments

In the separate accounts of the company, interests in subsidiaries are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the group. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

DE EUROPE GROUP HOLDING LTD.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies (Continued)

Impairment of fixed assets

At each reporting period end date, the group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

The carrying amount of the investments accounted for using the equity method is tested for impairment as a single asset. Any goodwill included in the carrying amount of the investment is not tested separately for impairment.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Cash and cash equivalents

Cash and cash equivalents are basic financial instruments and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

Financial instruments

The group has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised when the group becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is a legally 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.

Basic financial assets

Basic financial assets, which include trade and other debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the financial asset is measured at the present value of the future receipts discounted at a market rate of interest.

DE EUROPE GROUP HOLDING LTD.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies (Continued)

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the group transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including trade and other creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Derecognition of financial liabilities

Financial liabilities are derecognised when, and only when, the group's contractual obligations are discharged, cancelled, or they expire.

Equity instruments

Equity instruments issued by the group are recorded at the fair value of proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the group.

Taxation

The tax expense represents the sum of the current tax expense and deferred tax expense. Current tax assets are recognised when tax paid exceeds the tax payable.

Current and deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited to other comprehensive income or equity, when the tax follows the transaction or event it relates to and is also charged or credited to other comprehensive income, or equity.

Current tax assets and current tax liabilities and deferred tax assets and deferred tax liabilities are offset, if and only if, there is a legally enforceable right to set off the amounts and the entity intends either to settle on the net basis or to realise the asset and settle the liability simultaneously.

Current tax is based on taxable profit for the year. Current tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted by the reporting date.

DE EUROPE GROUP HOLDING LTD.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies (Continued)

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax liabilities are recognised in respect of all timing differences that exist at the reporting date. Timing differences are differences between taxable profits and total comprehensive income that arise from the inclusion of income and expenses in tax assessments in different periods from their recognition in the financial statements. Deferred tax assets are recognised only to the extent that it is probable that they will be recovered by the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is recognised on income and expenses from subsidiaries, associates, branches and interests in jointly controlled entities, that will be assessed to or allow for tax in a future period except where the group is able to control the reversal of the timing difference and it is probable that the timing difference will not reverse in the foreseeable future.

Deferred tax is recognised on differences between the value of assets (other than goodwill) and liabilities recognised in a business combination and the amounts that can be deducted or assessed for tax. The deferred tax recognised is adjusted against goodwill.

For non-depreciable assets measured using the revaluation model and investment properties measured at fair value (except investment property with a limited useful life held by the group to consume substantially all of its economic benefit), deferred tax is measured using the tax rates and allowances that apply to the sale of the asset or property.

Provisions

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

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting end date, taking into account the risks and uncertainties surrounding the obligation. Where the effect of the time value of money is material, the amount expected to be required to settle the obligation is recognised at present value. When a provision is measured at present value, the unwinding of the discount is recognised as a finance cost in profit or loss in the period in which it arises.

Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

Retirement benefits

For defined contribution schemes the amount charged to profit or loss is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments.

DE EUROPE GROUP HOLDING LTD.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies (Continued)

Leases

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

Foreign exchange

Transactions in currencies other than the functional currency (foreign currency) are initially recorded at the exchange rate prevailing on the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date. Non-monetary assets and liabilities denominated in foreign currencies are translated at the rate ruling at the date of the transaction, or, if the asset or liability is measured at fair value, the rate when that fair value was determined.

All translation differences are taken to profit or loss, except to the extent that they relate to gains or losses on non-monetary items recognised in other comprehensive income, when the related translation gain or loss is also recognised in other comprehensive income.

2 Judgements and key sources of estimation uncertainty

In the application of the group's accounting policies, the directors are required to make judgements, 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 where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

3 Turnover	2022	2021
	£	£
Turnover analysed by class of business		
Subscriptions	6,277,954	6,594,784
Commissioned content	36,250	487,800
Training	53,460	4,029
Other	340,477	1,467,524
	<u>6,708,141</u>	<u>8,554,137</u>
Turnover analysed by geographical market		
United Kingdom	6,175,535	6,635,608
Turnover attributable outside the UK	532,606	1,918,529
	<u>6,708,141</u>	<u>8,554,137</u>

DE EUROPE GROUP HOLDING LTD.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

4 Directors' remuneration

	Group 2022 £	Company 2022 £	Group 2021 £	Company 2021 £
Remuneration for qualifying services	284,407	-	262,171	-
Pension costs	11,139	-	10,763	-
	<u>295,546</u>	<u>-</u>	<u>272,934</u>	<u>-</u>

The number of directors for whom retirement benefits are accruing under defined contribution schemes amounted to 1 (2021 – 2). The directors are considered to be key management personnel of the group.

The remuneration disclosed above is the amount paid to the highest paid director.

5 Employees

The average monthly number of persons (including directors) employed during the period was:

	Group 2022 Number	Company 2022 Number	Group 2021 Number	Company 2021 Number
Administration	54	-	62	-
	<u>54</u>	<u>-</u>	<u>62</u>	<u>-</u>

Their aggregate remuneration comprised:

	Group 2022 £	Company 2022 £	Group 2021 £	Company 2021 £
Wages and salaries	3,470,797	-	4,426,914	-
Social security costs	459,591	-	544,955	-
Pension costs	217,757	-	232,237	-
	<u>4,148,145</u>	<u>-</u>	<u>5,204,106</u>	<u>-</u>

DE EUROPE GROUP HOLDING LTD.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

6	Operating loss	2022 £	2021 £
	Operating loss for the period is stated after charging:		
	Exchange losses	(339)	1,462
	Depreciation of owned tangible fixed assets	69,984	81,820
	Amortisation of intangible assets	4,869,918	3,825,026
	Operating lease charges	381,526	353,759
		<u> </u>	<u> </u>

7	Auditor's remuneration	2022 £	2021 £
	Fees payable to the company's auditor and its associates:		
	For audit services		
	Audit of the financial statements of the group and company	63,750	52,500
		<u> </u>	<u> </u>

DE EUROPE GROUP HOLDING LTD.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

8	Interest payable and similar expenses	2022	2021
		£	£
	Other interest on financial liabilities	-	-
		<u> </u>	<u> </u>
9	Taxation	2022	2021
		£	£
	Deferred tax		
	Origination and reversal of timing differences	(360,303)	(86,517)
	The total tax (credit)/charge for the period included in the income statement can be reconciled to the loss before tax multiplied by the standard rate of tax as follows:		
	Profit / (loss) before taxation	(1,441,213)	455,351
		<u> </u>	<u> </u>
	Expected tax credit based on the standard rate of corporation tax in the UK of 25% (2021: 19%)	(360,303)	(86,517)
	Tax effect of expenses that are not deductible in determining taxable profit	105,363	47,516
	Adjustment to brought forward values	(172,392)	-
	Permanent capital allowances in excess of depreciation	(13,120)	(9,549)
	Other tax adjustments	80,149	(37,967)
	Taxation credit	<u>(360,303)</u>	<u>(86,517)</u>

DE EUROPE GROUP HOLDING LTD.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

10 Intangible fixed assets

Group	Goodwill £	Other intangible assets £	Total £
Cost			
At 31 December 2021	35,749,379	1,568,201	37,317,580
Additions	10,458,598	1,337,714	11,796,312
At 31 December 2022	<u>46,207,977</u>	<u>2,905,915</u>	<u>49,113,892</u>
Amortisation and impairment			
As at 31 December 2021	13,108,106	848,877	13,956,983
Amortisation charged for the year	4,007,885	862,033	4,869,918
At 31 December 2022	<u>17,115,991</u>	<u>1,710,910</u>	<u>18,826,901</u>
Carrying amount			
At 31 December 2022	<u>29,091,986</u>	<u>1,195,005</u>	<u>30,286,991</u>
At 31 December 2021	<u>22,641,273</u>	<u>719,324</u>	<u>23,360,597</u>

The company had no intangible fixed assets at 31 December 2022 (2021: nil).

Intangible Addition relates to Acquisition of EZ Education on 1st August 2022. See note 24 for details.

11 Tangible fixed assets

Group	Leasehold improve- ments £	Fixtures and fittings	Computers £	Total £
Cost				
At 31 December 2021	49,948	3,598	245,739	299,285
Additions	-	-	40,302	40,302
At 31 December 2022	<u>49,948</u>	<u>3,598</u>	<u>286,041</u>	<u>339,587</u>
Depreciation and impairment				
At 31 December 2021	33,298	2,399	189,118	224,815
Depreciation charged in the year	16,650	1,199	52,135	69,984
At 31 December 2022	<u>49,948</u>	<u>3,598</u>	<u>241,253</u>	<u>294,799</u>
Carrying amount				
At 31 December 2022	<u>-</u>	<u>-</u>	<u>44,788</u>	<u>44,788</u>
At 31 December 2021	<u>16,650</u>	<u>1,199</u>	<u>56,620</u>	<u>74,469</u>

The company had no tangible fixed assets at 31 December 2022 (2021: nil).

DE EUROPE GROUP HOLDING LTD.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

12 Fixed asset investments	Group 2022 £	Company 2022 £	Group 2021 £	Company 2021 £
Investments in subsidiaries (note 12)	-	23,287,704	-	27,091,600
Movements in fixed asset investments				
Company				Shares in group undertakings £
As at 1 January 2022				27,091,600
Impairment				(3,803,896)
As at 31 December 2022				<u>23,287,704</u>
Carrying amount				
At 31 December 2021				<u>27,091,600</u>
At 31 December 2022				<u>23,287,704</u>

13 Subsidiaries

Details of the company's subsidiaries at 31 December 2022 are as follows:

Name of undertaking	Registered office	Nature of business	Class of shares held	% Held Direct Indirect
Education Media Delivery Limited	1	Dormant	Ordinary	100.00
Discovery Education Europe Group Limited	1	Holding company	Ordinary	100.00
Discovery Education Europe Limited	1	Production and distribution of digital educational programming	Ordinary	100.00

The registered office: 9 Palace Yard Mews, Bath, London, England, BA1 2NH

The above subsidiaries have been included in the group financial statements using the purchase method of accounting. Accordingly, the group consolidated statement of comprehensive income and statement of cash flows include the results and cash flows of the subsidiaries. In August 2022, Discovery Education acquired U.K. – based Doodle Learning along with its trade. EZ Education was closed down as at 31 December 2022.

DE EUROPE GROUP HOLDING LTD.

SCHEDULE OF ADMINISTRATIVE EXPENSES - GROUP

FOR THE YEAR ENDED 31 DECEMBER 2022

14 Debtors	Group 2022 £	Company 2022 £	Group 2021 £	Company 2021 £
Amounts falling due within one year:				
Trade debtors	1,712,735	-	700,390	-
Amounts owed by group undertakings	10,248,828	-	9,255,000	-
Other debtors	197,291	-	158,061	-
Prepayments and accrued income	181,074	-	207,273	-
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Deferred tax asset (note 17)	1,229,013	-	868,710	-
	<u>13,568,941</u>	<u>-</u>	<u>11,189,434</u>	<u>-</u>

Amounts due to group undertakings are unsecured and bear no interest. They are repayable on demand and no provisions are held against receivables from group undertakings.

15 Creditors: amounts falling due within one year	Group 2022 £	Company 2022 £	Group 2021 £	Company 2021 £
Trade creditors	53,413	-	276,184	-
Amounts owed to group undertakings	23,397,488	13,424,391	7,151,905	13,424,391
Other taxation and social security	323,380	-	204,074	-
Accruals and deferred income	6,022,491	-	4,225,821	-
	<u>29,796,772</u>	<u>13,424,391</u>	<u>11,857,984</u>	<u>13,424,391</u>

Amounts due to group undertakings are unsecured, bear no interest and are repayable on demand.

16 Financial instruments	Group 2022 £	Company 2022 £	Group 2021 £	Company 2021 £
Carrying amount of financial assets				
Debt instruments measured at amortised cost	12,158,856	n/a	10,113,450	n/a
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Carrying amount of financial liabilities				
Measured at amortised cost	29,473,652	n/a	11,734,392	n/a
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

DE EUROPE GROUP HOLDING LTD.

SCHEDULE OF ADMINISTRATIVE EXPENSES - GROUP

FOR THE YEAR ENDED 31 DECEMBER 2022

17 Deferred taxation

The major deferred tax liabilities and assets recognised by the group and company are:

	Assets 2022 £	Assets 2021 £
Group		
Tax losses and fixed asset timing differences	1,229,013	868,710
The company has no deferred tax assets or liabilities.		

Movements in the period:	Group 2022 £	Company 2022 £	Group 2021 £	Company 2021 £
At 31 December 2021	(868,710)	-	(782,193)	-
Credit to profit or loss	(360,303)	-	(86,517)	-
At 31 December 2022	(1,229,013)	-	(868,710)	-

The deferred tax asset set out above is expected to reverse within 12-36 months and predominately relates to the utilisation of tax losses against future expected profits of the same period.

DE EUROPE GROUP HOLDING LTD.

SCHEDULE OF ADMINISTRATIVE EXPENSES - GROUP

FOR THE YEAR ENDED 31 DECEMBER 2022

18 Retirement benefit schemes	2022 £	2021 £
Defined contribution schemes		
Charge to profit or loss in respect of defined contribution schemes	217,757	249,801

A defined contribution pension scheme is operated for all qualifying employees. The assets of the scheme are held separately from those of the group in an independently administered fund.

There are no contributions outstanding at the year end.

19 Share capital	Group and company 2022 £	Group and company 2021 £
Ordinary share capital		
Issued and fully paid		
100 Ordinary of £1 each	100	100

The company has one class of ordinary shares which have attached to them full voting, dividend and capital distribution rights. They do not confer any rights of redemption.

20 Reserves

Share premium

The excess of consideration received for shares issued above their nominal value net of transaction costs.

Profit and loss reserves

Cumulative profit and loss net of distribution to owners.

21 Cash generated from group operations	2022 £	2021 £
Loss for the period after tax	(6,174,288)	(3,033,071)
Adjustments for:		
Taxation credited	-	(86,517)
Amortisation and impairment of intangible assets	4,869,918	3,825,026
Depreciation and impairment of tangible fixed assets	69,983	85,998
Movements in working capital:		
(Increase)/decrease in debtors	(2,379,507)	(1,470,641)
Increase in creditors	17,938,789	717,749
Cash generated from operations	14,324,895	38,544

DE EUROPE GROUP HOLDING LTD.

SCHEDULE OF ADMINISTRATIVE EXPENSES - GROUP

FOR THE YEAR ENDED 31 DECEMBER 2022

22 Operating lease commitments

Lessee

At the reporting end date the group had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	Group 2022 £	Company 2022 £	Group 2021 £	Company 2021 £
Within one year	-	-	353,759	-
Between one and five years	-	-	-	-
In over five years	-	-	-	-
	<u>-</u>	<u>-</u>	<u>353,759</u>	<u>-</u>

The company entered into a new lease agreement at 9 Palace Yard Mews, Bath, London, England, BA1 2NH on 1 January 2023.

23 Control

The immediate parent company is Discovery Education Inc., a company incorporated in the USA.

The ultimate parent undertaking and controlling party is Discovery Education Topco LLC incorporated in the USA. The smallest group to consolidate these financial statements is headed by DE Europe Group Holdings Ltd. Copies of the financial statements can be obtained from Companies House

24 Business combinations

In August 2022, the group acquired 100% of EZ Education Ltd who deliver the latest personalised learning technology.

Consideration:

	£
Cash	11,147,278
Deferred Consideration	1,477,981
Total	<u>12,625,259</u>

	£	£	£
<u>Net assets acquired</u>	<u>Book Value</u>	<u>Adjustments</u>	<u>Fair Value</u>
Property, plant and equipment	134,275	-	134,275
Other non-current assets	135,752	-	135,752
Other intangible assets	-	1,337,714	1,337,714
Deferred taxation	-	(154,617)	(154,617)
Trade and other receivables	401,584	-	401,584
Cash and cash equivalents	939,218	-	939,218
Trade and other payables	(627,265)	-	(627,265)
Total identifiable net assets	<u>983,564</u>	<u>1,183,097</u>	<u>2,166,661</u>
Goodwill			10,458,598
Total consideration			<u>12,625,259</u>