

Registered number 11765920 (England and Wales)

Bologna Midco 1 Limited
Annual report and Financial statements for the year
ended 31 December 2020

WEDNESDAY



AADJV4N5

A08

22/09/2021

#25

COMPANIES HOUSE

Bologna Midco 1 Limited
Annual report and financial statements
for the year ended 31 December 2020

Contents

Directors and advisers	3
Strategic report	4
Directors' report	5
Income statement	8
Statement of comprehensive income	9
Balance sheet	10
Statement of changes in equity	11
Notes to the financial statements for the year ended 31 December 2020	12

Bologna Midco 1 Limited

Directors and advisers

Directors

Mr P Ransley

Mr D Elliott

Mr P Howarth

Mr C Lenton

Registered Number

11765920

Registered Office

26 Red Lion Square

London

WC1R 4HQ

United Kingdom

Bologna Midco 1 Limited

Strategic report

The directors present their strategic report on the Company for the year ended 31 December 2020.

Trading performance in the period

The Company incurred an operating loss of £0.002m (2019: £0.02m) and a net loss after interest and tax of £0.4m (2019: £0.4m).

Net finance costs of £0.4m were incurred in the year ended 31 December 2020 (2019: £0.4m), of which £11.7m (2019: £8.9m) was in relation to the Loan Notes issued to fund the purchase of THE and its subsidiaries.

The directors do not recommend the payment of a dividend.

The final position of the Company is presented in the balance sheet. Total assets at 31 December 2020 were £110.2m (2019: £98.5m) comprising investments in subsidiaries of £1.7m (2019: £1.7m) and loans due from subsidiary companies of £108.5m (2019: £96.8m). Total liabilities at 31 December 2020 were £109.3m (2019: £97.2m) comprising borrowings of £107.2m (2019: £95.3m) and loans due to subsidiary companies of £2.1m (2019: £1.9m).

Liquidity and Capital Resources

Capital Resources

Our primary sources of liquidity consist of cash generated from operating activities of subsidiary companies. The directors believe that these sources of funding will be sufficient to fund our debt servicing requirements as they become due and working capital requirements for the next 12 months from the date of approval of these financial statements. Our ability to generate positive cash flow from operations will depend on our future performance, which is driven by various factors.

Loan Notes

Loan notes of £87,980,143 were issued by the Company on 28 February 2019. The notes were issued in order to acquire THE World Universities Insights Limited and its subsidiaries. The interest rate on the notes is 12% per annum and accrues on the principal amount on a daily basis and is compounded annually on 31 December each year. The notes have a maturity date of 27 February 2025. The notes are guaranteed and secured by the Group.

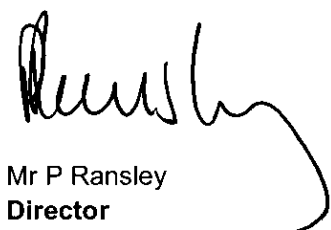
Principal risks and uncertainties

The principal risks and uncertainties, including financial risks, facing the business are set out below:

Cash flow / liquidity risk

At the time of approving the financial statements, the Company has access to sufficient funds to cover liabilities as they fall due. The Directors' Report contains a more detailed discussion around the impact of Covid-19, which, if the impact continues for much longer than expected, may cast doubt on the Group's ability to have sufficient access to funding in the future.

By order of the board



Mr P Ransley
Director
29 June 2021

Bologna Midco 1 Limited

Directors' report

The directors present their report and the unaudited financial statements of the Company for the year ended 31 December 2020.

Incorporation

The company was incorporated on 14 January 2019.

Principal activity

The principal activity of the Company is of a holding company.

Results and dividends

The loss for the year, after taxation, amounted to £0.4m (2019: £0.4m loss). The directors do not recommend the payment of a dividend.

The financial performance of the Group as a whole is set out in the consolidated financial statements of Bologna Topco Limited.

The financial position of the Company is presented in the balance sheet. Net assets at 31 December 2020 were £0.9m (2019: £1.3m).

Directors

The directors during the year and up to the date of signing the financial statements, unless otherwise noted, were as follows:

Ms F Rizzi (appointed 21 February 2019, resigned 16 April 2021)

Mr P Ransley

Mr D Elliott

Mr P Howarth (appointed 20 April 2020)

Mr T Barratt (appointed 28 February 2019, resigned 1 May 2020)

Mr C Lenton (appointed 27 April 2021)

Going concern

The Company is a subsidiary of Bologna Topco Limited and consolidated into the financial statements of Bologna Topco Limited ("the Group").

The Company is reliant on the support of the parent company, Bologna Topco Limited, for it to continue to trade and a group letter of support is in place to support the Company if required, as a result of Covid-19.

Below is a summary of the directors' assessment of the Group going concern position:

The directors confirm that, having reviewed the Group's and Company's cash requirements for the next 12 months from the date of signing the financial statements, they have formed a judgement that the Group and Company have reasonable expectations that adequate resources will be available to continue operations for the foreseeable future. Therefore, these financial statements have been prepared on the going concern basis. In forming this judgement, the directors have reviewed the level of secured revenue for 2021, cash flow projections from the date of the approval of these financial statements, contingency planning and the sufficiency of banking facilities. The Company is reliant on the continued trading performance of the Group, which is in a net liabilities position, although the directors are comfortable that the Group will generate sufficient value post-Covid to settle liabilities as they fall due.

The uncertainty surrounding the future impact of Covid-19 has been considered as part of the Group's and Company's adoption of the going concern basis. The most significant impact for the Group and Company arises from the pressure on University budgets as they deal with a potential reduction in student numbers, particularly from international students, and transition to working and learning in a Covid secure environment. This would have an impact on the revenue of the Group, which would ultimately impact on the Group's and Company's ability to generate sufficient cash flow to meet its liabilities and future liquidity. Since the start of the pandemic in early 2020, the Group has seen a significant reduction in some revenue streams. Most notably, the Group has had to postpone on-site events and transition to virtual events wherever possible. A £5.0m CBILS loan was taken in December 2020 which, together with cost actions taken to mitigate the revenue impact and strong management

Bologna Midco 1 Limited

Directors' report (continued)

Going concern (continued)

of working capital, have helped to ensure that the Group and Company have sufficient funds in place. The Group is expecting to end 2021 with cash in the bank and to comfortably exceed the minimum liquidity requirements attached to the CBILS loan.

In assessing the situation for rest of 2021, the directors have modelled a number of different scenarios. The downside scenario which assumes Covid-19 will continue for a prolonged period has only partly materialised to date. Cost saving actions have been implemented, which will help to ensure that the Group achieves budgeted results in 2021. The directors still believe that some level of on-site events will take place during the last quarter of the year. The directors have, however, implemented strategies to secure revenue should it take longer to return to on-site events. This will include moving to virtual events, which have been very successful for the Group to date. The directors also believe that travel disruption will continue until at least the third quarter of 2021. This would continue to have an impact on the ability of staff to meet potential customers, with a knock-on impact on future sales and potential ability to retain existing customers. The Group has applied prudent assumptions in projecting revenue for 2021, with all revenue streams continuing to be impacted by Covid-19.

The Group has also identified further cost actions that could be implemented should revenues be impacted to a greater extent than predicted due to a prolonged impact of Covid-19. The cost savings are expected to offset any further revenue impact, meaning that the Group is not expecting to need any additional funding. The Group is also investing in new revenue streams, which could be scaled back if required. In each of these scenarios, the directors remain confident that the business would continue to generate sufficient cash to continue as a going concern. Whilst the outlook is uncertain, the directors believe that the Group and Company can continue to manage its way through the pandemic. The consolidated financial statements do not include any adjustments that would result if the Group or Company were unable to continue as a going concern.

Future Developments

At the date of the approval of the financial statements, Brexit is not expected to have any direct effect on the Company. The directors actively review the wider effects of Brexit on the environment in which the Company operates, at a Group level. The Group has also been actively monitoring the developments in respect of Covid-19 and the impact of the pandemic is assessed in the going concern assessment as well as Note 11.

Directors' and officers' indemnity

The Company maintains liability insurance for its directors and officers and had this in place throughout the period and up to the date of signing the financial statements.

Events after the reporting period

No material events have taken place subsequent to the reporting date.

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

Bologna Midco 1 Limited

Directors' report (continued)

Statement of directors' responsibilities in respect of the financial statements (continued)

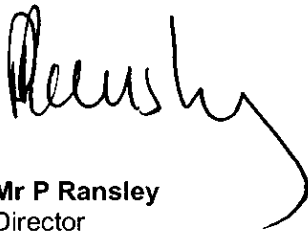
The directors are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities. The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006.

Directors' confirmations

In the case of each director in office at the date the Directors' Report is approved:

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

This report was approved by the board on 29 June 2021 and signed on its behalf by:



Mr P Ransley
Director

Bologna Midco 1 Limited

Income statement

		Year ended 31 December 2020	14 January to 31 December 2019
	Note	£'000	£'000
Administrative expenses		(2)	(24)
Operating loss		(2)	(24)
Finance income	8	11,652	8,851
Finance costs	8	(12,082)	(9,218)
Loss before income tax		(432)	(391)
Income tax	9	-	-
Loss for the financial year / period		(432)	(391)

The notes on pages 12 to 18 are an integral part of these financial statements.

Bologna Midco 1 Limited

Statement of comprehensive income

	Year ended 31 December 2020 £'000	14 January to 31 December 2019 £'000
Loss for the financial year / period	(432)	(391)
Total comprehensive loss for the year / period	(432)	(391)

The notes on pages 12 to 18 are an integral part of these financial statements.

Bologna Midco 1 Limited

Balance sheet

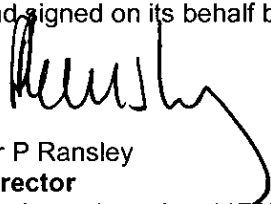
	Note	2020 £'000	2019 £'000
Non-current assets			
Investments in subsidiaries	3	1,700	1,700
		1,700	1,700
Current assets			
Trade and other receivables	5	108,484	96,835
		108,484	96,835
Current liabilities			
Trade and other payables	6	(2,075)	(1,938)
		(2,075)	(1,938)
Non-current liabilities			
Loan notes and other borrowings	7	(107,232)	(95,288)
Total liabilities		(109,307)	(97,226)
Total net assets		877	1,309
Equity			
Called up share capital	4	1,700	1,700
Retained earnings		(823)	(391)
Total equity		877	1,309

The notes on pages 12 to 18 are an integral part of these financial statements.

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

For the year ended 31 December 2020, the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies. The members have not required the Company to obtain an audit of its accounts for the period in question in accordance with section 476 of the Companies Act 2006.

The financial statements on pages 8 to 18 were approved by the Board of Directors on 29 June 2021 and signed on its behalf by:


 Mr P Ransley
 Director
 Registered number 11765920

Bologna Midco 1 Limited

Statement of changes in equity

		Called up share capital £'000	Retained earnings £'000	Total equity £'000
Balance as at 14 January 2019		-	-	-
Loss for the financial period		-	(391)	(391)
Total comprehensive loss for the period		-	(391)	(391)
Issue of share capital	4	1,700	-	1,700
Balance as at 31 December 2019 and 1 January 2020		1,700	(391)	1,309
Comprehensive income				
Loss for the financial year		-	(432)	(432)
Total comprehensive loss for the year			(823)	877
Balance as at 31 December 2020		1,700	(823)	877

The notes on pages 12 to 18 are an integral part of these financial statements.

Bologna Midco 1 Limited

Notes to the financial statements for the year ended 31 December 2020

1 Significant accounting policies

1.1 Reporting entity

Bologna Midco 1 Limited (the "Company") is a holding company.

The company is a private company limited by shares and is incorporated in the United Kingdom and registered in England. The Company's registered office is at 26 Red Lion Square, London, WC1R 4HQ.

1.2 Basis of preparation

The financial statements have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, 'The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland' ('FRS 102') and the Companies Act 2006.

1.2.1 Audit

Bologna Topco Limited, the parent company, has provided parental guarantee in accordance with Section 479C of the Companies Act 2006. Advantage has been taken of the audit exemption for this subsidiary company conferred by Section 479A of the Companies Act 2006 relating to the audit of the financial statements.

1.2.2 Consolidation

Bologna Midco 1 Limited is the parent company of a Group. Consolidated financial statements are not prepared by Bologna Midco 1 Limited as the Company and its subsidiaries are consolidated into the financial statements of the parent company; Bologna Topco Limited.

1.2.3 Presentation

The financial statements are prepared in pound sterling, the function currency, rounded to the nearest thousand and suffixed with a "k" or "millions" in certain disclosure paragraphs, unless otherwise stated.

1.2.4 Comparatives

The financial statements are for the year to 31 December 2020. The financial statements for the previous period are for 14 January 2019 to 31 December 2019, and hence not entirely comparable.

1.2.5 Financial reporting standard 102 – reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102 "The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Bologna Topco Limited as at 31 December and these financial statements may be obtained from Companies House.

1.3 Going concern

After making appropriate enquiries, the directors have formed a judgement, at the time of approving the financial statements, that the Company has reasonable expectations that adequate resources will be available for it to continue its operations for the foreseeable future. In forming this judgement the directors have prepared cash flow projections for the date of the approval of these financial statements, reviewing contingency planning and the sufficiency of banking facilities. Further explanation is contained in the Directors' Report.

Bologna Midco 1 Limited

Notes to the financial statements for the year ended 31 December 2020 (continued)

1.4 Changes in accounting policy and disclosures

No new or amended standards adopted by the Company had a material impact on the Company's financial statements and there are no new standards expected to have a material impact on the Company's results of operations and financial position.

1.5 Investment in subsidiary undertakings

Investments in subsidiary undertakings and associates are recorded at cost plus incidental expenses less any provision for impairment. Impairment reviews are performed by the directors when there has been an indication of potential impairment. Cost is defined as the fair value of the consideration transferred, excluding acquisition related costs.

1.6 Trade receivables

Trade receivables are amounts due from customers for services performed in the ordinary course of business. If collection is expected in one year or less, they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method. When a trade receivable is uncollectable, it is written off. Subsequent recoveries of amounts previously written off are credited to the consolidated income statement.

1.7 Financial assets

1.7.1 Classification

The Company has one classification of financial assets; loans and receivables. Management determines the classification of its financial assets at initial recognition.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets. The Company's loans and receivables comprise 'trade and other receivables' and 'cash and cash equivalents' in the balance sheet.

1.7.2 Recognition and measurement

Loans and receivables are initially recognised at fair value, and subsequently carried at amortised cost using the effective interest method less provision for impairment.

Financial liabilities carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the profit or loss for the financial period.

1.8 Financial liabilities

1.8.1 Classification

Gains and losses

Gains or losses arising from changes in the fair value of the financial liabilities at fair value through profit or loss category are presented in the profit or loss for the financial period within 'finance costs' in the period in which they arise.

1.8.2 Recognition and measurement

The Company's financial liabilities at fair value through profit or loss comprise 'contingent consideration' and 'put/call options on non-controlling interest'. All other financial liabilities are recognised at fair value, net of transaction costs incurred, and subsequently carried at amortised cost using the effective interest method.

Bologna Midco 1 Limited

Notes to the financial statements for the year ended 31 December 2020 (continued)

1 Significant accounting policies (continued)

1.8.3 Loan notes

Loan notes are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method, net of any transaction costs incurred. Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

Interest is recognised in the consolidated income statement over the period of the borrowing.

1.9 Borrowing costs

Borrowing costs are capitalised when incurred and amortised over the term of the borrowings.

1.10 Share capital

Ordinary shares are classified as equity (note 4).

Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

1.11 Functional currency

The functional currency is pound sterling and the financial statements are presented in pound sterling, which the directors consider is the appropriate presentational currency of the Company.

1.12 Critical accounting estimates and judgements

The preparation of the Company's financial statements in accordance with FRS 102 requires decisions and estimates for some items, which might have an effect on their recognition and measurement in the balance sheet and income statements. The actual amounts realised may differ from these estimates.

The valuation of the investment in subsidiaries is considered to be a critical judgement. The Directors have considered the investment and it is correctly included at cost less any relevant impairment.

There are considered to be no other critical accounting estimates and judgements.

1.13 Current and deferred income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised, or the deferred income tax liability is settled.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Bologna Midco 1 Limited

Notes to the financial statements for the year ended 31 December 2020 (continued)

2 Employees and directors

The Company has no employees other than the directors who received no remuneration from the Company (2019: £nil).

3 Investments

	Subsidiary undertakings £'000	Total £'000
Cost		
At 1 January 2020	1,700	1,700
At 31 December 2020	1,700	1,700
Net book value		
At 31 December 2020	1,700	1,700

The Company has an investment in Bologna Midco 2 Limited.

Name of undertaking and country of incorporation	Nature of business	Description of shares and proportion of nominal value of that class held
Bologna Midco 2 Limited	Holding company	Ordinary shares of GBP1.00 (100% held)

Bologna Midco 2 Limited has a registered office as that of the Company.

4 Share capital

	31 December 2020			
	Authorised		Allotted, issued and fully paid	
	Number of shares '000's	Share capital £'000	Number of shares '000's	Share capital £'000
Ordinary	1,700	1,700	1,700	1,700
Total Shares	1,700	1,700	1,700	1,700

1 ordinary share of £1 was issued at par on incorporation on 14 January 2019.

1,700,000 ordinary shares of £1 were issued at par on 28 February 2019.

Bologna Midco 1 Limited

Notes to the financial statements for the year ended 31 December 2020 (continued)

5 Trade and other receivables

	2020 £'000	2019 £'000
Prepayments	1	4
Amounts owing from subsidiary undertakings	108,483	96,831
Trade and other receivables	108,484	96,835

Amounts owed by group undertakings are unsecured, bear interest at 8%-12% per annum and are repayable on demand.

6 Trade and other payables

	2020 £'000	2019 £'000
Amounts owing to subsidiary undertakings	(2,075)	(1,938)
Trade and other payables	(2,075)	(1,938)

Amounts owed to group undertakings are unsecured, bear interest at 8% per annum and are repayable on demand.

7 Loans and other borrowings

	2020 £'000	2019 £'000
Loan notes	87,980	87,980
Capitalised borrowing costs	(1,244)	(1,543)
Accrued interest on loan notes	20,496	8,851
Loans and other borrowings	107,232	95,288

Loan notes

Sterling denominated loan notes of £88.0m were issued on 28 February 2019 with a maturity date of 27 February 2025. The interest rate on the notes is 12% per annum and accrues on the principal amount on a daily basis and is compounded annually on 31 December each year. The full amount of the notes, less certain issue costs, was received in cash as at 28 February 2019.

The fair value of the loans and other borrowings is equivalent to the carrying amounts.

Capitalised borrowing costs

Costs incurred in issuing the loan notes in 2019 totalled £1.8m. The costs were capitalised and allocated to the profit and loss account over the term of the related debt facility. At year end, borrowings are stated net of unamortised issue costs of £1.2m (2019: £1.5m).

Bologna Midco 1 Limited

Notes to the financial statements for the year ended 31 December 2020 (continued)

8 Finance income and costs

	2020 £'000	2019 £'000
Interest payable on loan notes	(11,645)	(8,851)
Interest payable on loans from subsidiary undertakings	(137)	(117)
Borrowing cost amortisation	(300)	(250)
Interest receivable on loans to subsidiary undertakings	11,652	8,851
Net finance costs	(430)	(367)

9 Income tax

a. Tax expense included in the profit and loss

	2020 £'000	2019 £'000
Current tax:		
Current tax charge / (credit) for the period	-	-
Total current tax	-	-
Deferred tax:		
Origination and reversal of timing differences	-	-
Total deferred tax	-	-
Total tax charge / (credit)	-	-

b. Reconciliation of tax charge

	2020 £'000	2019 £'000
Loss before tax	(432)	(391)
Tax on profit on ordinary activities at standard CT rate of 19.00%	(82)	(74)
Effects of:		
Expenses non-deductible for tax purposes	-	4
Losses not recognised for deferred tax purposes	82	70
Tax on profit on ordinary activities	-	-

The deferred tax asset of £82k (2019: £70k) has not been recognised in the year in respect of losses carried forward. The total unrecognised deferred tax asset is £152k (2019: £70k).

Bologna Midco 1 Limited

Notes to the financial statements for the year ended 31 December 2020 (continued)

9 Income tax (continued)

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax represents the amount of tax payable or receivable in respect of the taxable profit (or loss) for the current or past reporting periods. It is measured at the amount expected to be paid or recovered using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax represents the future tax consequences of transactions and events recognised in the financial statements of current and previous periods. It is recognised in respect of all timing differences, with certain exceptions. Timing differences are differences between taxable profits and total comprehensive income as stated in the financial statements that arise from the inclusion of income and expense in tax assessments in periods different from those in which they are recognised in the financial statements. Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date that are expected to apply to the reversal of timing differences. Deferred tax on revalued non-depreciable tangible fixed assets and investment properties is measured using the rates and allowances that apply to the sale of the asset.

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

10 Ultimate parent and controlling parties

At the balance sheet date, the immediate parent undertaking was Bologna Topco Limited, a company registered in England & Wales.

Bologna Topco Limited's consolidated financial statements, which include the Company, are available from The Company Secretary, Bologna Topco Limited, 26 Red Lion Square, London WC1R 4HQ.

The ultimate controlling party from 28 February 2019 is Inflexion Private Equity Partners LLP, on behalf of the funds under its management.

Bologna Midco 1 Limited is a party to a charge between certain Group companies and Inflexion Private Equity Limited as the security trustee for secured parties. There is a fixed and floating charge over the assets of Bologna Midco 1 Limited.

Bologna Midco 1 Limited is a party to a debenture dated 22 December 2020 between certain Group companies and the lenders of a £5m CBILS loan to a company within the Group. There is a fixed and floating charge over the assets of Bologna Midco 1 Limited in respect of this loan.

11 Events after the reporting period

The global pandemic is continuing to have a direct impact on the customer and supply chain. Whilst we have seen a reduction in transactional revenues of the Group, the Group has been able to convert its event series, which is usually held in person, to virtual events.

Given the uncertainties of Covid-19 on the scope and length as well as the ongoing developments, the Company cannot give any accurate or reliable estimated on potential quantitative impacts. This may result in a challenged and volatile market environment. The assessment on the ability of the Company to operate as a going concern is disclosed in the Directors' Report.

The impact of Covid-19 has no material impact on the Company's critical estimates and judgments disclosed in the accounting policies in relation to the period ended 31 December 2020.

After the reporting date on 31 December 2020, there were no other events of special significance which may have a material effect on the financial position and performance of the Company.