

**STRATEGIC REPORT, REPORT OF THE DIRECTORS AND
AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2022
FOR
PROJECT ALPHA MIDCO LIMITED**

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FOR THE YEAR ENDED 31 JULY 2022**

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PROJECT ALPHA MIDCO LIMITED

**COMPANY INFORMATION
FOR THE YEAR ENDED 31 JULY 2022**

DIRECTORS:

J W Beaumont
M Salter
R L Simpson
J E Johnson
P D Smith
J French

REGISTERED OFFICE:

DPC
Stone House
55 Stone Road Business Park
Stoke-on-Trent
Staffordshire
ST4 6SR

BUSINESS ADDRESS:

6 Warwick Street
London
United Kingdom
W1B 5LX

REGISTERED NUMBER:

12481359 (England and Wales)

SENIOR STATUTORY AUDITOR:

Michelle Coates

AUDITORS:

DPC Accountants Ltd
Chartered accountants & statutory auditors
Stone House
Stone Road Business Park
Stoke-On-Trent
ST4 6SR

**STRATEGIC REPORT
FOR THE YEAR ENDED 31 JULY 2022**

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

Project Alpha Midco Limited is an intermediate holding company whose trading subsidiaries are Project Alpha Bidco Limited (company number 12481600), Martinez Investments Limited (company number 08635778), Armstrong Learning Limited (company number 05417429), Armstrong Works Limited (company number 04812534), Access to Music Limited (company number 02749258), Coaching Connexions Ltd (company number 07263602) and Live Atom Limited (company number 03733564).

During the year, the company indirectly acquired the controlling interest in the following companies: DBS Music Holdings Limited (company number 08288829), DBS Music UK Holdings Limited (company number 11449489), DBS Bristol Limited (company number 08290185), DBS (Falmouth) Limited (company number 13609079) and Deep Blue Sound Limited (company number 03593215).

The results of the company and its subsidiaries are consolidated in to the financial statements of the ultimate parent company, Project Alpha Topco Limited (company number 12480649) which includes a strategic report for the Group.

ON BEHALF OF THE BOARD:

P D Smith - Director

25 April 2023

**REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 31 JULY 2022**

The directors present their report with the financial statements of the company for the year ended 31 July 2022.

DIVIDENDS

No dividends will be distributed for the year ended 31 July 2022.

FUTURE DEVELOPMENTS

Likely future developments in the business of the entity have been disclosed in the strategic report of the ultimate parent company.

EVENTS SINCE THE END OF THE YEAR

Information relating to events since the end of the year is given in the notes to the financial statements.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 August 2021 to the date of this report.

J W Beaumont
M Salter
R L Simpson
J E Johnson
P D Smith

Other changes in directors holding office are as follows:

J French was appointed as a director after 31 July 2022 but prior to the date of this report.

A Armstrong and J H Taylor ceased to be directors after 31 July 2022 but prior to the date of this report.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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

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

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

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

**REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 31 JULY 2022**

AUDITORS

The auditors is deemed to have been re-appointed in accordance with section 487 of the Companies Act 2006.

ON BEHALF OF THE BOARD:

P D Smith - Director

25 April 2023

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF PROJECT ALPHA MIDCO LIMITED

Opinion

We have audited the financial statements of Project Alpha Midco Limited (the 'company') for the year ended 31 July 2022 which comprise the Statement of Income and Retained Earnings, Statement of Financial Position and Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

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

Basis for opinion

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

Conclusions relating to going concern

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 company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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

Other information

The directors are responsible for the other information. The other information comprises the information in the Strategic Report and the Report of the Directors, but does not include the financial statements and our Report of the Auditors thereon.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether 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.

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 Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Report of the Directors have been prepared in accordance with applicable legal requirements.

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF PROJECT ALPHA MIDCO LIMITED

Matters on which we are required to report by exception

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

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

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

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities set out on page three, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF PROJECT ALPHA MIDCO LIMITED

Auditors' responsibilities for the audit of the financial statements

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

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

We identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and then design and perform audit procedures responsive to those risks, including obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion.

Identifying and assessing potential risks related to irregularities

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, we considered the following:

- the nature of the industry and sector, control environment and business performance including the design of the company's remuneration policies, key drivers for directors' remuneration, bonus levels and performance targets;
- results of our enquiries of management about their own identification and assessment of the risks of irregularities;
- any matters we identified having obtained and reviewed the company's documentation of their policies and procedures relating to:
 - Identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of noncompliance;
 - detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected or alleged fraud;
- the internal controls established to mitigate risks of fraud or non-compliance with laws and regulations;
- the matters discussed among the audit engagement team regarding how and where fraud might occur in the financial statements and any potential indicators of fraud.

Based on this approach, we were able to assess the company risks and ensure the risks were considered throughout all areas of audit testing. The audit team was professionally sceptical throughout the audit and remained alert for inaccurate or misleading information.

Audit response to risks identified

As a result of performing the above, we did not identify any key audit matters related to the potential risk of fraud or irregularities. Our procedures to identify any potential fraud or irregularities are as follows:

- reviewing the financial statement disclosures and testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- enquiring of management concerning actual and potential litigation and claims;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- obtained an understanding of provisions and held discussions with management to understand the basis of recognition or non-recognition of tax provisions; and
- in addressing the risk of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF PROJECT ALPHA MIDCO LIMITED

Audit testing was completed on a targeted sample basis based on our assessment of risk and materiality. Due to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, as with any audit, there remained a higher risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. We are not responsible for preventing fraud or non-compliance with laws and regulations and cannot be expected to detect all fraud and non-compliance with laws and regulations.

As part of an audit in accordance with ISAs (UK), we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Report of the Auditors to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Report of the Auditors. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Use of our report

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

Michelle Coates (Senior Statutory Auditor)
for and on behalf of DPC Accountants Ltd
Chartered accountants & statutory auditors
Stone House
Stone Road Business Park
Stoke-On-Trent
ST4 6SR

26 April 2023

STATEMENT OF INCOME AND RETAINED EARNINGS
FOR THE YEAR ENDED 31 JULY 2022

	Notes	31.7.22 £	31.7.21 £
TURNOVER		-	-
Administrative expenses		(21,362)	-
OPERATING LOSS	4	(21,362)	-
Interest receivable and similar income	5	1,257,099	1,142,818
		1,235,737	1,142,818
Interest payable and similar expenses	6	(3,411,091)	(2,660,028)
LOSS BEFORE TAXATION		(2,175,354)	(1,517,210)
Tax on loss	7	-	-
LOSS FOR THE FINANCIAL YEAR		(2,175,354)	(1,517,210)
Retained earnings at beginning of year		(2,111,140)	(593,930)
RETAINED EARNINGS AT END OF YEAR		(4,286,494)	(2,111,140)

STATEMENT OF FINANCIAL POSITION
31 JULY 2022

	Notes	31.7.22 £	31.7.21 £
FIXED ASSETS			
Investments	8	1	1
CURRENT ASSETS			
Debtors	9	28,460,985	27,365,209
CREDITORS			
Amounts falling due within one year	10	(260,975)	(244,913)
NET CURRENT ASSETS		<u>28,200,010</u>	<u>27,120,296</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		28,200,011	27,120,297
CREDITORS			
Amounts falling due after more than one year	11	(32,486,504)	(29,231,436)
NET LIABILITIES		<u>(4,286,493)</u>	<u>(2,111,139)</u>
CAPITAL AND RESERVES			
Called up share capital	13	1	1
Retained earnings		(4,286,494)	(2,111,140)
SHAREHOLDERS' FUNDS		<u>(4,286,493)</u>	<u>(2,111,139)</u>

The financial statements were approved by the Board of Directors and authorised for issue on 25 April 2023 and were signed on its behalf by:

P D Smith - Director

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JULY 2022**

1. STATUTORY INFORMATION

Project Alpha Midco Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

The principal activity of the company during the period was that of an intermediate holding company.

2. ACCOUNTING POLICIES

BASIS OF PREPARING THE FINANCIAL STATEMENTS

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

The financial statements are prepared in sterling, which is the functional currency of the entity.

FINANCIAL REPORTING STANDARD 102 - REDUCED DISCLOSURE EXEMPTIONS

The entity satisfies the criteria of being a qualifying entity as defined in FRS 102. Its financial statements are consolidated into the financial statements of Project Alpha Topco Limited which can be obtained from 6 Warwick Street, London, United Kingdom, W1B 5LX. As such, advantage has been taken of the following disclosure exemptions available under paragraph 1.12 of FRS 102:

- (a) No cash flow statement has been presented for the company.
- (b) Disclosures in respect of financial instruments have not been presented.

SIGNIFICANT JUDGEMENTS AND ESTIMATES

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported. These estimates and judgements are continually reviewed and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

GOING CONCERN

The accounts have been prepared on the going concern basis. The directors believe this to be appropriate due to the ongoing financial support of fellow group companies.

INVESTMENTS IN SUBSIDIARIES

Investments in subsidiary undertakings are recognised at cost.

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 JULY 2022

2. ACCOUNTING POLICIES - continued

FINANCIAL INSTRUMENTS

A financial asset or a financial liability is recognised only when the entity becomes a party to the contractual provisions of the instrument.

Basic financial instruments are initially recognised at the transaction price, unless the arrangement constitutes a financing transaction, where it is recognised at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Debt instruments are subsequently measured at amortised cost.

Financial assets that are measured at cost or amortised cost are reviewed for objective evidence of impairment at the end of each reporting date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss immediately.

For all equity instruments regardless of significance, and other financial assets that are individually significant, these are assessed individually for impairment. Other financial assets are either assessed individually or grouped on the basis of similar credit risk characteristics.

Any reversals of impairment are recognised in profit or loss immediately, to the extent that the reversal does not result in a carrying amount of the financial asset that exceeds what the carrying amount would have been had the impairment not previously been recognised.

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 entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

TAXATION

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

Current or deferred taxation assets and liabilities are not discounted.

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

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 JULY 2022
2. ACCOUNTING POLICIES - continued
DEFERRED TAX

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

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

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

3. EMPLOYEES AND DIRECTORS

There were no staff costs for the year ended 31 July 2022 nor for the year ended 31 July 2021.

The average number of employees during the year was NIL (2021 - NIL).

	31.7.22 £	31.7.21 £
Directors' remuneration	<u>-</u>	<u>-</u>

4. OPERATING LOSS

The auditors' remuneration of the company is borne by the indirect subsidiary undertaking Access to Music Limited.

5. INTEREST RECEIVABLE AND SIMILAR INCOME

	31.7.22 £	31.7.21 £
Other interest receivable	<u>1,257,099</u>	<u>1,142,818</u>

6. INTEREST PAYABLE AND SIMILAR EXPENSES

	31.7.22 £	31.7.21 £
Other interest payable	<u>3,411,091</u>	<u>2,660,028</u>

7. TAXATION
Analysis of the tax charge

No liability to UK corporation tax arose for the year ended 31 July 2022 nor for the year ended 31 July 2021.

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 JULY 2022

7. TAXATION - continued

RECONCILIATION OF TOTAL TAX CHARGE INCLUDED IN PROFIT AND LOSS

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below:

	31.7.22 £	31.7.21 £
Loss before tax	<u>(2,175,354)</u>	<u>(1,517,210)</u>
Loss multiplied by the standard rate of corporation tax in the UK of 19% (2021 - 19%)	(413,317)	(288,270)
Effects of:		
Expenses not deductible for tax purposes	648,107	505,405
Income not taxable for tax purposes	(238,848)	(217,135)
Tax losses surrendered to group	4,058	-
Total tax charge	<u>-</u>	<u>-</u>

8. FIXED ASSET INVESTMENTS

COST

At 1 August 2021
and 31 July 2022

NET BOOK VALUE

At 31 July 2022
At 31 July 2021

Shares in
group
undertakings
£

1

1

1

The company's investments at the Statement of Financial Position date in the share capital of companies include the following:

Project Alpha Bidco Limited

Registered office: 6 Warwick Street, London, United Kingdom, W1B 5LX

Nature of business: Intermediate parent company

	%
Class of shares:	holding
Ordinary	100.00

Martinez Investments Limited (indirect)

Registered office: C/O Dpc Accountants Stone House, 55 Stone Road Business Park, Stoke On Trent, Staffordshire, England, ST4 6SR

Nature of business: Intermediate parent company

	%
Class of shares:	holding
Ordinary	100.00

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 JULY 2022

8. FIXED ASSET INVESTMENTS - continued

Armstrong Learning Limited (indirect)

Registered office: 26 Hulme Street, Manchester, M1 5BW

Nature of business: holds investments in trading subsidiaries

	%
Class of shares:	holding
Ordinary	100.00

Access To Music Limited (indirect)

Registered office: Heath Mill Studios 68 Heath Mill Lane, Digbeth, Birmingham, West Midlands, United Kingdom, B9 4AR

Nature of business: provision of state funded education

	%
Class of shares:	holding
Ordinary	100.00

Armstrong Works Limited (indirect)

Registered office: 26 Hulme Street, Manchester, M1 5BW

Nature of business: provision of training

	%
Class of shares:	holding
Ordinary	100.00

Coaching Connexions Ltd (indirect)

Registered office: 26 Hulme Street, Manchester, England, M1 5BW

Nature of business: provision of sports coaching and courses

	%
Class of shares:	holding
Ordinary	100.00

Live Atom Limited (indirect)

Registered office: 26 Hulme Street, Manchester, M1 5BW

Nature of business: The company was dormant during the period

	%
Class of shares:	holding
Ordinary	100.00

During the year, the group acquired a controlling interest in the following entities:

Deep Blue Sound Limited (indirect)

Registered office: 6 Elizabeth Court, Higher Lane, Plymouth, Devon, PL1 2AN

Nature of business: Provision of education services

	%
Class of shares:	holding
Ordinary	100.00

DBS Bristol Limited (indirect)

Registered office: 17 St Thomas Street, Bristol, United Kingdom, BS1 6JS

Nature of business: provision of education services

	%
Class of shares:	holding
Ordinary	100.00

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 JULY 2022

8. FIXED ASSET INVESTMENTS - continued

DBS (Falmouth) Ltd (indirect)

Registered office: 6 Elizabeth Court, Higher Lane, Plymouth, Devon, United Kingdom, PL1 2AN

Nature of business: provision of education services

Class of shares:	%
Ordinary	holding 100.00

DBS Music Holdings Limited (indirect)

Registered office: 2nd Floor 8 The Crescent, Plymouth, United Kingdom, PL1 3AB

Nature of business: holding company of trading subsidiaries

Class of shares:	%
Ordinary	holding 100.00

DBS Music UK Holdings Limited (indirect)

Registered office: 6 Elizabeth Court, Higher Lane, Plymouth, Devon, United Kingdom, PL1 2AN

Nature of business: holding company of trading subsidiaries

Class of shares:	%
Ordinary	holding 100.00

9. DEBTORS

	31.7.22	31.7.21
	£	£
Amounts falling due within one year:		
Amounts owed by group undertakings	<u>14,632,891</u>	<u>14,794,215</u>
Amounts falling due after more than one year:		
Amounts owed by group undertakings	<u>13,828,094</u>	<u>12,570,994</u>
Aggregate amounts	<u>28,460,985</u>	<u>27,365,209</u>

Amounts owed by group undertakings are unsecured, interest free and are repayable on demand.

The amounts due by group undertakings falling due after more than one year relate to loan notes. The loan notes are unsecured and attract an interest rate of 10% per annum. The final redemption date is 4 March 2026.

10. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.7.22	31.7.21
	£	£
Amounts owed to group undertakings	<u>260,975</u>	<u>244,913</u>

Amounts owed to group undertakings are unsecured, interest free and are repayable on demand.

11. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	31.7.22	31.7.21
	£	£
Other loans (see note 12)	<u>32,486,504</u>	<u>29,231,436</u>

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 JULY 2022

12. LOANS

An analysis of the maturity of loans is given below:

	31.7.22 £	31.7.21 £
Amounts falling due between two and five years:		
Other loans - 2-5 years	32,213,737	28,983,466
Amounts due to group undertakings	272,767	247,970
	<u>32,486,504</u>	<u>29,231,436</u>

The loan notes are unsecured and attract an interest rate of 10% per annum. The final redemption date is 4 March 2026.

The amounts due to group undertakings falling due after more than one year relate to loan notes. The loan notes are unsecured and attract an interest rate of 10% per annum. The final redemption date is 4 March 2026.

13. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	31.7.22 £	31.7.21 £
1	Ordinary	1	<u>1</u>	<u>1</u>

14. RELATED PARTY DISCLOSURES

Details of the transactions between fellow group companies have not been disclosed in line with paragraph 33.1A of FRS102.

15. EVENTS AFTER THE END OF THE REPORTING PERIOD

There were no material events up to the date of approval of the financial statements by the Board.

16. ULTIMATE CONTROLLING PARTY

The ultimate parent company is Project Alpha Topco Limited a company registered in England. The registered office of the company is C/O DPC, Stone House, 55 Stone Road Business Park, Stoke-on-Trent, Staffordshire, ST4 6SR.

The ultimate controlling party is Mr M Salter.

17. GOING CONCERN

The accounts have been prepared on the going concern basis. The directors believe this to be appropriate due to the ongoing financial support of fellow group companies.

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