
CORNDEL EDUCATION LTD

DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE 18-MONTH PERIOD ENDED 31 DECEMBER 2023

CORNDEL EDUCATION LTD

COMPANY INFORMATION

Directors	J A Allerson A Chandraker J A E Cooke J N Kelly K A Stanton
Registered number	13486506
Registered office	5th Floor 80 Old Street London England EC1V 9AZ
Independent auditor	CLA Evelyn Partners Limited Statutory Auditor & Chartered Accountants 45 Gresham Street London EC2V 7BG

CORNDEL EDUCATION LTD

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CORNDEL EDUCATION LTD

DIRECTORS' REPORT
FOR THE 18-MONTH PERIOD ENDED 31 DECEMBER 2023

The directors present their report and the financial statements for the 18-month period ended 31 December 2023.

Directors

The directors who served during the 18-month period were:

J A Allerson
A Chandraker (appointed 7 November 2023)
J A E Cooke (appointed 7 November 2023)
J N Kelly
K A Stanton (appointed 7 November 2023)
L G Bremermann-Richard (resigned 7 November 2023)
K G Rose (resigned 17 March 2023)

Disclosure of information to auditor

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

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

Auditor

The auditor, CLA Evelyn Partners Limited, was appointed during the year and will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Small companies note

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

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


james kelly (Jul 11, 2024 15:10 GMT+1)

J N Kelly
Director

Date: 11/07/2024

**DIRECTORS' RESPONSIBILITIES STATEMENT
FOR THE 18-MONTH PERIOD ENDED 31 DECEMBER 2023**

The directors are responsible for preparing 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and 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; and
- 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 to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CORNDEL EDUCATION LTD

Opinion

We have audited the financial statements of Corndel Education Ltd (the 'Company') for the 18-month period ended 31 December 2023 which comprise the Statement of Comprehensive Income, the Balance Sheet and the 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 Company's affairs as at 31 December 2023 and of its loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CORNDEL EDUCATION LTD (CONTINUED)

Other information

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

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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report has 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 Company and its environment obtained in the course of the audit, we have not identified material misstatements in 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, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption in preparing the Directors' Report and from the requirement to prepare a Strategic Report.

Responsibilities of directors

As explained more fully in the Directors' Responsibilities Statement set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CORNDEL EDUCATION LTD (CONTINUED)

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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

We obtained a general understanding of the Company's legal and regulatory framework through enquiry of management concerning their understanding of relevant laws and regulations, the entity's policies and procedures regarding compliance, and how they identify, evaluate and account for litigation claims. We also drew on our existing understanding of the Company's industry and regulation.

We understand that the Company comply with the framework through:

- The directors' close involvement in the day-to-day running of the business, meaning that any litigation or claims would come to their attention directly;
- Having dedicated teams responsible for monitoring any developments; and
- Subscribing to relevant updates from external experts, and making changes to internal procedures and controls as necessary.

In the context of the audit, we considered those laws and regulations which determine the form and content of the financial statements and which are central to the Company's ability to conduct its business and where failure to comply could result in material penalties. We identified the following laws and regulations as being of significance in the context of the Company:

- The Companies Act 2006 and FRS 102 in respect of the preparation and presentation of the financial statements.

We performed the following specific procedures to gain evidence about compliance with the significant laws and regulations identified above:

- We enquired with the Company's management as to the existence of litigation and no material items were identified;
- We obtained written management representations regarding disclosure of any non-compliance with laws and regulations;
- We reviewed board minutes of the Company to identify if there were any litigation or claims being discussed that had not been disclosed to us by management.

The senior statutory auditor led a discussion with senior members of the engagement team regarding the susceptibility of the entity's financial statements to material misstatement, including how fraud might occur. The key area identified in this discussion was the manipulation of the financial statements through manual journal entries.

The procedures we carried out to gain evidence in the above area included:

- Testing journal entries, selected based on specific risk assessments applied based on the Company's processes and controls surrounding manual journals.

A further description of our responsibilities is available on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CORNDEL EDUCATION LTD (CONTINUED)

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.

Timothy Adams

Timothy Adams (Jul 11, 2024 16:58 GMT+1)

Timothy Adams (Senior Statutory Auditor)

for and on behalf of

CLA Evelyn Partners Limited

Statutory Auditor

Chartered Accountants

45 Gresham Street

London

EC2V 7BG

Date: **11/07/2024**

CORNDEL EDUCATION LTD

STATEMENT OF COMPREHENSIVE INCOME
FOR THE 18-MONTH PERIOD ENDED 31 DECEMBER 2023

	18-month period 31 December 2023 £	30 June 2022 £
Turnover	98,479	-
Cost of sales	(240,225)	-
Gross loss	(141,746)	-
Administrative expenses	(1,198,745)	-
Loss before tax	(1,340,491)	-
Tax on loss	-	-
Loss for the financial period	(1,340,491)	-

There was no other comprehensive income for 18-month period ended 31 December 2023 (2022 - £Nil).

CORNDEL EDUCATION LTD
REGISTERED NUMBER:13486506

BALANCE SHEET
AS AT 31 DECEMBER 2023

	Note	31 December 2023 £	30 June 2022 £
Fixed assets			
Intangible assets	4	381,482	-
Tangible assets	5	3,857	-
		<u>385,339</u>	<u>-</u>
Current assets			
Debtors: amounts falling due within one year	6	165,998	100
		<u>165,998</u>	<u>100</u>
Creditors: amounts falling due within one year	7	(1,891,728)	-
		<u>(1,891,728)</u>	<u>-</u>
Net current (liabilities)/assets		(1,725,730)	100
Net (liabilities)/assets		<u>(1,340,391)</u>	<u>100</u>
Capital and reserves			
Called up share capital		100	100
Profit and loss account		(1,340,491)	-
		<u>(1,340,391)</u>	<u>-</u>
Shareholders' (deficit)/funds		<u>(1,340,391)</u>	<u>100</u>

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime as set out within Part 15 of the Companies Act and in accordance with the provisions of FRS 102 Section 1A - small entities.

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:


james kelly (Jul 11, 2024 15:10 GMT+1)

J N Kelly
Director

Date: 11/07/2024

The notes on pages 9 to 15 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE 18-MONTH PERIOD ENDED 31 DECEMBER 2023

1. General information

Corndel Education Ltd is a private company, limited by shares, domiciled and incorporated in England and Wales (registered number: 13486506). The registered office address is 5th Floor 80 Old Street, London, England, EC1V 9AZ.

The Company's functional and presentational currency is GBP.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The following principal accounting policies have been applied:

2.2 Going concern

The financial statements have been prepared on the going concern basis.

The Company made an operating loss for the 18-month period ended 31 December 2023 of £1,340,491. At the balance sheet date, the Company had net current liabilities of £1,725,730.

Subsequent to the year end the Company has received £6.4m in exchange for the issue of 6,400,000 £1 Ordinary Shares (see note 9). Having taken this into account the directors are confident that the Company will have sufficient funds to continue in operational existence for the foreseeable future, being a period of no less than 12 months from the signing of these financial statements.

On this basis, the directors of the Company have concluded that there are no material uncertainties in relation to the Company's ability to continue as a going concern, and have therefore prepared these financial statements on the going concern basis.

2.3 Turnover

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

Rendering of services

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

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

NOTES TO THE FINANCIAL STATEMENTS
FOR THE 18-MONTH PERIOD ENDED 31 DECEMBER 2023

2. Accounting policies (continued)

2.4 Intangible assets

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

Internally and externally generated content is capitalised as intangible fixed assets as it is an identifiable non-monetary asset without physical substance whose costs can be reliably estimated, and it is probable that future economic benefits that are attributable to the asset will flow to the Company.

Internally and externally generated content is amortised over five years using the straight-line basis. The directors have estimated the five year useful life of the intangible assets, being educational content.

Impairment of intangible assets

Intangible assets are assessed for indicators of impairment at each reporting date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE 18-MONTH PERIOD ENDED 31 DECEMBER 2023

2. Accounting policies (continued)

2.5 Tangible fixed assets

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

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, as follows:

Depreciation is provided on the following basis:

Computer equipment	- straight-line over 2 years
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The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

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

2.6 Financial instruments

Financial assets and financial liabilities are recognised in the Balance Sheet when the Company becomes a party to the contractual provisions of the instrument.

Trade and other debtors and creditors are classified as basic financial instruments and measured on initial recognition at transaction price. A provision is established when there is objective evidence that the Company will not be able to collect all amounts due.

Financial liabilities and equity instruments issued by the Company are classified in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE 18-MONTH PERIOD ENDED 31 DECEMBER 2023

2. Accounting policies (continued)

2.7 Current and deferred taxation

Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

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

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

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

2.8 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

3. Employees

The average monthly number of employees, including directors, during the 18-month period was 10 (2022 - Nil).

NOTES TO THE FINANCIAL STATEMENTS
FOR THE 18-MONTH PERIOD ENDED 31 DECEMBER 2023

4. Intangible assets

	Content £
Cost	
Additions	435,923
At 31 December 2023	<u>435,923</u>
Amortisation	
Charge for the period	54,441
At 31 December 2023	<u>54,441</u>
Net book value	
At 31 December 2023	<u><u>381,482</u></u>
At 30 June 2022	<u><u>-</u></u>

£84,916 of additions in the year relate to Content transferred from a group undertaking at book value on 1 January 2023.

CORNDEL EDUCATION LTD

NOTES TO THE FINANCIAL STATEMENTS
FOR THE 18-MONTH PERIOD ENDED 31 DECEMBER 2023

5. Tangible fixed assets

	Computer equipment £
Cost	
Additions	17,510
Disposals	(3,624)
	<hr/>
At 31 December 2023	13,886
	<hr/>
Depreciation	
Charge for the period	11,881
Disposals	(1,852)
	<hr/>
At 31 December 2023	10,029
	<hr/>
Net book value	
At 31 December 2023	3,857
	<hr/> <hr/>
At 30 June 2022	-
	<hr/> <hr/>

£14,003 of additions in the year relate to assets transferred from a group undertaking at book value on 1 January 2023.

6. Debtors

	31 December 2023 £	30 June 2022 £
Amounts owed by group undertakings	122,554	100
Prepayments and accrued income	43,444	-
	<hr/>	<hr/>
	165,998	100
	<hr/> <hr/>	<hr/> <hr/>

CORNDEL EDUCATION LTD

NOTES TO THE FINANCIAL STATEMENTS
FOR THE 18-MONTH PERIOD ENDED 31 DECEMBER 2023

7. Creditors: Amounts falling due within one year

	31 December 2023 £	30 June 2022 £
Trade creditors	22,285	-
Amounts owed to group undertakings	1,838,674	-
Other taxation and social security	1,937	-
Accruals and deferred income	28,832	-
	<u>1,891,728</u>	<u>-</u>

8. Related party transactions

The Company has taken advantage of the exemption in FRS 102 Section 33.1A to not disclose transactions with wholly owned group entities.

9. Post balance sheet events

On 14 April 2024, the Company issued 6,400,000 £1 Ordinary shares to its parent company, Enterprise Training 3 Limited, in exchange for £6,400,000.

10. Controlling party

The immediate parent undertaking is Enterprise Training 3 Limited, a company registered in England and Wales.

The ultimate parent undertaking company as at 31 December 2023 was THI Holdings GmbH, a company incorporated in Germany.

The largest group of undertakings for which group accounts for the period ended 31 December 2023 will be drawn up, is that headed by THI Holdings GmbH. Copies of the group accounts are available from Eberhardstraße 65, 70173 Stuttgart, Germany.