

KAPLAN OPEN LEARNING (ESSEX) LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022

KAPLAN OPEN LEARNING (ESSEX) LIMITED

COMPANY INFORMATION

DIRECTORS

D Jones
A Thick

COMPANY SECRETARY

A Edwards (appointed 13 February 2023)

REGISTERED NUMBER

06245017

REGISTERED OFFICE

Palace House
3 Cathedral Street
London
SE1 9DE

INDEPENDENT AUDITORS

Bishop Fleming LLP
Chartered Accountant & Statutory Auditors
10 Temple Back
Bristol
BS1 6FL

KAPLAN OPEN LEARNING (ESSEX) LIMITED

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

INTRODUCTION

The directors present their Strategic Report on Kaplan Open Learning (Essex) Limited ("the Company") for the year ended 31 December 2022.

PRINCIPAL ACTIVITY

The Company operates an affiliated college, in co-operation with the University of Essex, offering higher education programmes for students who wish to obtain a university degree via online study.

BUSINESS REVIEW

The Company's results are a reflection of the continued increase in the active student population as a result of continuing students and new enrolments in 2022. Revenue increased to £16.5m from £14.3m in 2021. Profit for the year increased by £1.1m to £3.8m from £2.7m in 2021. Operating profit for the year increased by £1.2m to £4.6m in 2022.

PRINCIPAL RISKS AND UNCERTAINTIES

The principal risks and uncertainties to the business are a significant change in the funding available for UK higher education, the general economic environment and increased competition.

The Covid pandemic has ceased to have a significant impact on the global economy as most economies have largely returned to normality, with restrictions on movement and industries largely lifted by the end of 2022. The Covid pandemic has encouraged an influx of competitors into the online distance learning market resulting in higher acquisition costs. However, the acceptance of online distance learning as a method of study has also increased the overall size of the market which has offset the impact of new competitors to a certain extent.

However, the invasion of Ukraine by the Russian Federation has shifted the region's geo-political stability and future. Management has conducted a review of the Company's exposure to the impact from sanctions imposed by various countries globally. The students from sanctioned regions make up a small proportion of the Company's global student population, therefore the impact on the liquidity and profitability of the Company's operations is limited.

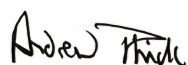
Whilst the Covid pandemic has largely been managed, the cost-of-living crisis that has surfaced as a direct result of the geopolitical turmoil in Ukraine has impacted discretionary spend on higher education. International recruitment numbers have fallen short of expectations in the first quarter of this year (2023). However, management are confident that this impact is isolated and enrolment opportunities in the pipeline for the rest of the year are encouraging.

KEY PERFORMANCE INDICATORS

The directors utilise a wide range of operational performance measures to monitor the Company's business activities. However, the operational performance measures are all specific to a particular target. The Company's directors do not believe that using further key performance indicators would be necessary or appropriate for an understanding of the development, performance or position of the business as a whole.

This report was approved by the board on 25 May 2023

and signed on its behalf.



A Thick
Director

KAPLAN OPEN LEARNING (ESSEX) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

The directors present their report and the financial statements of the Company for the year ended 31 December 2022.

RESULTS AND DIVIDENDS

Turnover for the year amounted to £16,542k (2021: £14,338k). The profit for the financial year of £3,822k (2021: £2,743k) was taken to reserves. Net assets as at 31 December 2022 were £5,806k (2021: £1,984k).

No dividend was paid or proposed (2021: £NIL).

DIRECTORS

The directors, who held office during the year and up to the date of the signing of the financial statements, were as follows:

D Jones
A Thick

DIRECTORS' INDEMNITIES

As permitted by the Articles of Association, the directors have the benefit of an indemnity, which is a qualifying third-party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force. The Company also purchased and maintained throughout the financial year, via Graham Holdings Company, its ultimate parent company, Directors' and Officers' liability insurance in respect of itself and its directors.

EMPLOYEES' INDEMNITIES

The Company maintains liability insurance for all employees. The liability insurance was in force during the financial year and also at the date of approval of the financial statements.

FUTURE DEVELOPMENTS

The Company has continued to invest in the design and delivery of high quality online higher education which has been recognised by external quality audits and independent student satisfaction surveys during the year. The Company continues to recruit both UK and overseas students and has recently grown its postgraduate provision with a range of micro-credential courses and, as such, is looking forward to increase student enrolments in 2023.

It is anticipated that the continued launch of new courses and the growth of student enrolments in the UK and in emerging international markets will continue to ensure sustained profits in the future.

FINANCIAL RISK MANAGEMENT

The Company is exposed to financial risk including credit risk, liquidity risk, cash flow risk and foreign exchange risk arising from the Company's normal business activities. These risks and the Company's approach to dealing with them are discussed below.

Credit risk

Credit risk is the potential exposure of the Company to loss in the event of non-performance by a counterparty. The Company controls this risk by use of appropriate credit checks, limits and monitoring procedures.

Liquidity risk

Liquidity risk is the risk that insufficient working capital will be generated by the Company's business activities and that in this event, suitable sources of funding may not be available. The Company mitigates this risk by exercising effective credit management and, when required, receiving sufficient funding from its parent company for operations and long-term investment plans. There is no commercial borrowing.

Cash flow risk

Cash flow risk is the risk that there are insufficient funds to meet obligations as they fall due. The Company collects tuition fees in advance from the majority of its students and has access to group funds to cover short term cash requirements.

Foreign exchange risk

Foreign exchange risk is the risk that foreign assets or liabilities may be adversely affected by the change in the value of the foreign currencies. The majority of transactions are sterling denominated and the company settles or seeks settlement of foreign currency denominated balances as quickly as possible to mitigate any exchange risk

KAPLAN OPEN LEARNING (ESSEX) LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

STATEMENT OF CORPORATE GOVERNANCE AND INTERNAL CONTROLS

Kaplan Open Learning (Essex) Limited ("the Company") is a private limited company offering a range of undergraduate and postgraduate degrees through remote learning. The Company is fully owned by Graham Holdings, a company listed on the NYSE. The Company is on the Office for Students register under the approved (fee cap) category.

The Company is focused on helping its students develop the knowledge, intellectual capacity and professional experience they need for their long-term careers. Courses are designed to be academically demanding, industry relevant, and to inspire students with a real interest in how their chosen discipline plays a role in their future in the current professional world.

The Group had the following governance bodies in place throughout the year:

- Management Board (company level) ("The MB")
- Academic Board (company level) ("The AB")

These governing bodies were in place throughout 2022 and up to the date of the approval of these financial statements.

The **MB** is ultimately accountable for all the Company's activities. It oversees the work of the Company and ensures that the academic governance procedures are effectively managed. The MB ensures that the Company's mission reflects the needs and interests of stakeholders and aligned to its financial plan. The MB is also the principal financial and business authority of the Company, with responsibility to approve the annual budget and financial statements. The MB met on 4 occasions during the financial year ending 31 December 2022.

The MB develops and implements the strategic plan for the Group. Its responsibilities include leadership, operational planning and management, risk management, financial planning, resource planning and management, managing stakeholder relationships (including its industry partner) and legal obligations.

Under delegation from the MB, the Senior Management Team ("the SMT") develop and implement the strategic plan for the Company. Its responsibilities also include leadership, operational planning and management, risk management, financial planning, resource planning and management, managing stakeholder relationships (including industry partners) and legal obligations.

The **AB** has oversight of academic management, maintenance and enhancement of academic quality and standards, provision of appropriate learning opportunities for students and the encouragement of a thriving community of scholarship, professionalism and research.

The **Audit and Risk Committee** is chaired by an independent external member and examines risk management control and governance under delegation from the MB. It helps the MB discharge its responsibility for adequate and effective risk management, control and governance (including ensuring the probity of the financial statements) and for the economy, efficiency and effectiveness of the Company's activities.

The **Partnership Management Board (PMB)** with the University of Essex meets twice per year and is chaired by the Dean of Partnerships at the University of Essex. Their role is to provide strategic direction and management of the partnership, agree and monitor strategic objectives and key targets for the partnership, and to agree and monitor the collaboration agreement and financial arrangements between the Company and the University of Essex.

The Company is committed to operating in a transparent manner. Its accounts are publicly available from Companies House and are published on its website.

Appointment of Management Board

The MB members include senior management of the Company and wider Kaplan organisations, with one independent external member being appointed to the role of non-executive director. This external member has significant experience in the Higher Education sector.

Principal and Accountable Officer

Nicola Pittman holds the office of Managing Director for the Company. She is responsible for the overall management, direction and organisation of the Company. The Managing Director is the designated Accountable Officer, as defined by the Office for Students. The Managing Director is a member of the MB, the SMT, and the PMB.

Statement of Management Board's responsibilities

- Review and monitor the performance of the Company against its strategic goals and strategy, including its overall university partnership strategy;
- Review and monitor financial performance and achievement against financial goals and ensure financial and operational controls and risk assessments are in place to effectively manage risk;
- Review the Company's risk register;
- Define the authorities delegated to sub-groups and committees and receive updates on their activity;
- Receive and consider annual performance and other reports to inform the business of the MB;
- Approve key policies that operate across the Company and delegate authority for policy approval to sub-groups and committees as appropriate; and
- Ensure regulatory compliance including ensuring the Office for Students public interest governance principles are upheld and delivered.

Statement of Internal Control

The MB is responsible for the Company's internal controls and for reviewing the effectiveness of these controls.

The Company's system of internal control is an ongoing process designed to manage rather than eliminate the risk of failure to achieve its strategic aims and objectives. It seeks to identify the main risks to the achievement of the Company's strategic aims and objectives, and to evaluate and manage those risks effectively. This system was in place for the financial year ending 31 December 2022 and up to the date of approval of the financial statements. There are no significant internal control weaknesses or failures to report.

The following provides a summary of arrangements in place:

- The MB meets up to 4 times per annum to consider the mission and strategic plan of the Company and to monitor performance against those plans;
- The MB has responsibility for strategic planning and management, risk management, financial planning, resource planning and management, managing stakeholder relationships (including industry partners) and legal obligations;
- The Company has a risk register which is reviewed regularly, through which the MB is able to evaluate the likelihood and impact of risks becoming a reality. The risk register covers business, operational and compliance risk as well as financial risk;
- The MB has responsibility for approving the Company's budget and ensures regularity and propriety through regular scrutiny;
- The MB receives regular reports on performance and areas of risk, including progress reports on key projects and action plans.

KAPLAN OPEN LEARNING (ESSEX) LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

OFS REPORTING

The Directors confirm that whilst the primary purpose of reporting is to meet the requirements of the Companies Act, the financial statements have been prepared in accordance with the requirements of Regulatory Advice 9 (Ref: OFS2018.26). The Directors also confirm that the person nominated to the OFS as the Accountable Officer is Nicola Pittman.

GOING CONCERN

The financial statements disclose all matters of which we are aware that are relevant to the ability of the Company and its subsidiary to continue as a going concern, including all significant conditions and events, mitigating factors and plans of the company. The Company also has the intent and ability to take actions necessary to continue as a going concern, and has obtained a letter of support from Graham Holdings Company (the ultimate parent company) which provides support for meeting our liabilities as and when they fall due, but only to the extent that money is not otherwise available to meet such liabilities. This support will take the form of cash injection or parent company guarantees where appropriate and the support has been provided for a minimum period of 12 months from the date of signing of the financial statements.

POST BALANCE SHEET EVENTS

There have been no significant events affecting the Company since the year end.

DISCLOSURE OF INFORMATION TO AUDITORS

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

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are 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 auditors are aware of that information.

RE-APPOINTMENT OF AUDITORS

Pursuant to section 487 of the Companies Act 2006, the auditors, Bishop Fleming LLP, have indicated their willingness to continue in office and a resolution concerning their reappointment will be proposed at the annual general meeting.

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



A Thick
Director

Date: 25 May 2023

Palace House
3 Cathedral Street
London
SE1 9DE



N Pittman
Accountable Officer to the OFS

Date: 25 May 2023

KAPLAN OPEN LEARNING (ESSEX) LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2022

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

Company law requires the directors to prepare financial statements of the Company for each financial year. Under that law the directors have elected to prepare the financial statements of the Company 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 of the Company 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 of the Company, the directors are required to:

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgments 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 AUDITORS' REPORT TO THE MEMBERS OF KAPLAN OPEN LEARNING (ESSEX) LIMITED

OPINION

We have audited the financial statements of Kaplan Open Learning (Essex) Limited (the 'Company') for the year ended 31 December 2022, which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Cash Flows, the Analysis of Net Debt, the Statement of Changes in Equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2022 and of its profit 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 United Kingdom, including the Financial Reporting Council's Ethical Standard and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

CONCLUSIONS RELATING TO GOING CONCERN

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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

OTHER INFORMATION

The other information comprises the information included in the Annual Report other than the financial statements and our Auditors' Report thereon. The directors are responsible for the other information contained within the Annual Report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

KAPLAN OPEN LEARNING (ESSEX) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF KAPLAN OPEN LEARNING (ESSEX) LIMITED (CONTINUED)

OPINION ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion, based on the work undertaken in the course of the audit:

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

OPINION ON OTHER MATTERS PRESCRIBED BY THE OFFICE FOR STUDENTS' ACCOUNTS DIRECTION (OFS 2019.41)

In our opinion, in all material respects:

- funds from whatever source administered by the company for the specific purposes have been applied to those purposes and managed in accordance with relevant legislation.
- we have nothing to report in respect of the following matter in relation to which the Office for Students' Accounts Direction requires us to report to you if, in our opinion the company's grant and fee income, as disclosed in the notes to the financial statements, has been materially misstated.

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 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.

RESPONSIBILITIES OF DIRECTORS

As explained more fully in the Directors' Responsibilities Statement set out on page 7, 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 AUDITORS' REPORT TO THE MEMBERS OF KAPLAN OPEN LEARNING (ESSEX) LIMITED (CONTINUED)

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 an Auditors' 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.

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;
- results of our enquiries of management and the board 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 non-compliance;
 - 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; and
- 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.

As a result of these procedures, we considered the opportunities and incentives that may exist within the organisation for fraud, which included incorrect recognition of revenue and management override of controls using manual journal entries, and these were identified as the greatest potential area of fraud.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override.

We also obtained an understanding of the legal and regulatory framework that the company operates in, focusing on provisions of those laws and regulations that had a direct effect on the determination of material amounts and disclosures in the financial statements. The key laws and regulations we considered in this context included the UK Companies Act and tax legislation.

In addition, we considered provisions of other laws and regulations that do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty. These included compliance with Health and Safety regulations; UK Visa Immigration, Safeguarding and GDPR; Company law; and tax and employment legislation.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF KAPLAN OPEN LEARNING (ESSEX) LIMITED (CONTINUED)

Our procedures to respond to risks identified included the following:

- 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;
- reviewing the financial statement disclosures and testing to supporting documentation to assess the recognition of revenue;
- enquiring of management and those charged with governance 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;
- reading minutes of meetings of those charged with governance; and
- in addressing the risk of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; and assessing whether the judgements made in making accounting estimates are indicative of a potential bias.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from an error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we would become aware of it.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditors' Report.

USE OF OUR REPORT

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an Auditors' 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.



Craig Sullivan FCCA (Senior Statutory Auditor)
for and on behalf of
Bishop Fleming LLP
Chartered Accountants
Statutory Auditors
10 Temple Back
Bristol
BS1 6FL
Date: 30 May 2023

KAPLAN OPEN LEARNING (ESSEX) LIMITED**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2022**

	Note	2022 £000	2021 £000
Turnover	4	16,542	14,338
Cost of sales		(5,604)	(4,931)
GROSS PROFIT		10,938	9,407
Administrative expenses		(6,331)	(6,017)
OPERATING PROFIT	5	4,607	3,390
Tax on profit	7	(785)	(647)
PROFIT FOR THE FINANCIAL YEAR		3,822	2,743
OTHER COMPREHENSIVE INCOME FOR THE YEAR			
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		3,822	2,743

The notes on pages 17 to 28 form part of these financial statements.

KAPLAN OPEN LEARNING (ESSEX) LIMITED
REGISTERED NUMBER:06245017

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2022

	Note	2022 £000	2021 £000
FIXED ASSETS			
Tangible assets	8	153	165
		<u>153</u>	<u>165</u>
CURRENT ASSETS			
Debtors: amounts falling due within one year	9	24,320	17,023
Cash at bank and in hand	10	904	121
		<u>25,224</u>	<u>17,144</u>
Creditors: amounts falling due within one year	11	(19,571)	(15,325)
NET CURRENT ASSETS		5,653	1,819
TOTAL ASSETS LESS CURRENT LIABILITIES		5,806	1,984
NET ASSETS		5,806	1,984
CAPITAL AND RESERVES			
Called up share capital	13	-	-
Profit and loss account		5,806	1,984
		<u>5,806</u>	<u>1,984</u>

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



A Thick
Director

Date: 25 May 2023

The notes on pages 17 to 28 form part of these financial statements.

KAPLAN OPEN LEARNING (ESSEX) LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2022

	Called up share capital	Profit and loss account	Total equity
	£000	£000	£000
At 1 January 2022	-	1,984	1,984
COMPREHENSIVE INCOME FOR THE YEAR			
Profit for the year	-	3,822	3,822
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>-</u>	<u>3,822</u>	<u>3,822</u>
AT 31 DECEMBER 2022	<u>-</u>	<u>5,806</u>	<u>5,806</u>

The notes on pages 17 to 28 form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2021

	Called up share capital	Profit and loss account	Total equity
	£000	£000	£000
At 1 January 2021	-	(759)	(759)
COMPREHENSIVE INCOME FOR THE YEAR			
Profit for the year	-	2,743	2,743
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>-</u>	<u>2,743</u>	<u>2,743</u>
AT 31 DECEMBER 2021	<u>-</u>	<u>1,984</u>	<u>1,984</u>

The notes on pages 17 to 28 form part of these financial statements.

KAPLAN OPEN LEARNING (ESSEX) LIMITED**STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2022**

	2022	2021
	£000	£000
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit for the financial year	3,822	2,743
ADJUSTMENTS FOR:		
Depreciation of tangible assets	98	68
Loss on disposal of tangible assets	-	2
(Increase) in debtors	(7,312)	(8,493)
Increase in creditors	4,900	4,526
Corporation tax (paid)/received	(639)	-
Write off of intangible assets	-	171
NET CASH GENERATED FROM OPERATING ACTIVITIES	869	(983)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of tangible fixed assets	(86)	(117)
NET CASH FROM INVESTING ACTIVITIES	(86)	(117)
INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	783	(1,100)
Cash and cash equivalents at beginning of year	121	1,221
CASH AND CASH EQUIVALENTS AT THE END OF YEAR	904	121
CASH AND CASH EQUIVALENTS AT THE END OF YEAR COMPRISE:		
Cash at bank and in hand	904	121
	904	121

The notes on pages 17 to 28 form part of these financial statements.

KAPLAN OPEN LEARNING (ESSEX) LIMITED

**ANALYSIS OF NET DEBT
FOR THE YEAR ENDED 31 DECEMBER 2022**

	At 1 January 2022 £000	Cash flows £000	At 31 December 2022 £000
Cash at bank and in hand	121	783	904
	<u>121</u>	<u>783</u>	<u>904</u>
	<u><u>121</u></u>	<u><u>783</u></u>	<u><u>904</u></u>

The notes on pages 17 to 28 form part of these financial statements.

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

1. GENERAL INFORMATION

The company operates an affiliated college, in co-operation with the University of Essex, offering online higher education programmes for students who wish to obtain a university degree via online study.

The company is a private company limited by shares and is incorporated in England. The address of its registered office is Palace House, 3 Cathedral Street, London, SE1 9DE, United Kingdom.

2. ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared in accordance with the United Kingdom Accounting Standards, including Financial Reporting Standard 102, "the Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland" (FRS 102) and the Companies Act 2006. The financial statements conform to guidance published by the Office for Students (OFS) in the Regulatory Advice 9: Accounts Direction (OFS 2019.41).

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

The following principal accounting policies have been applied:

2.2 FINANCIAL REPORTING STANDARD 102 - REDUCED DISCLOSURE EXEMPTIONS

The company has taken advantage of the following disclosures exemptions as part of a wholly owned Group:

- Non-disclosure of transactions or balances with entities that are part of the group or investments of the group qualifying as related parties where 100% of the company's voting rights are controlled within the group. This is a requirement under FRS 102.33.1A;
- Non-disclosure of the reconciliation of the number of shares outstanding at the beginning and end of the period as required by paragraph 4.12 (a)(iv) of FRS 102;
- Non-disclosure of the company key management personnel compensation, as required by FRS 102 paragraph 33.7;
- The requirement to present disclosures relating to financial instruments as required by sections 11 and 12 of FRS 102.

2.3 GOING CONCERN

The financial statements disclose all matters of which we are aware that are relevant to the ability of the company and its subsidiary to continue as a going concern, including all significant conditions and events, mitigating factors and plans of the company. The company also has the intent and ability to take actions necessary to continue as a going concern, and has obtained a letter of support for meeting our liabilities as and when they fall due, but only to the extent that money is not otherwise available to meet such liabilities. This support will take the form of cash injection or parent company guarantees where appropriate and the support has been provided for a minimum period of 12 months from the date of signing of the financial statements.

2. ACCOUNTING POLICIES (continued)

2.4 FOREIGN CURRENCY TRANSLATION

Functional and presentation currency

The Company's functional and presentational currency is GBP.

Transactions and balances

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

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

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of Comprehensive Income within 'finance income or costs'. All other foreign exchange gains and losses are presented in profit or loss within 'other operating income'.

2.5 REVENUE

Turnover is recognised to the extent that it is possible 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 net of discounts and excluding value added tax.

Turnover is recognised based on the average duration of study of the course, between 8 to 48 months. The release of deferred revenue is estimated by management at each reporting date on an individual student basis. Management considers the length of the course, the average time it takes to complete the course, adjusted by the speed of study for each individual student. The company temporarily suspends recognition of turnover for students who pause their studies.

Any receipts in advance of a course starting date are held on the Statement of financial position as deferred income. Where tuition has been provided to students but invoices are yet to be raised, such amounts are recognised as accrued income.

2.6 OPERATING LEASES: THE COMPANY AS LESSEE

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

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

2. ACCOUNTING POLICIES (continued)

2.7 PENSIONS

DEFINED CONTRIBUTION PENSION PLAN

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

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

2.8 CURRENT AND DEFERRED TAXATION

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

Current tax is the amount of income tax payable or receivable in respect of the taxable profit or loss for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the year end.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax arises from timing differences between the taxable profits/losses and total comprehensive income as stated in the financial statements. These 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 recognised on all timing differences at the reporting date. Unrelieved tax losses and other deferred tax assets are only recognised when 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 tax rates and laws that have been enacted or substantively enacted by the year end and are expected to apply to the reversal of the timing difference.

2.9 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.

The Company adds to the carrying amount of an item of fixed assets the cost of replacing part of such an item when that cost is incurred, if the replacement part is expected to provide incremental future benefits to the Company. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to profit or loss during the period in which they are incurred.

2. ACCOUNTING POLICIES (continued)

2.9 TANGIBLE FIXED ASSETS (CONTINUED)

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

Depreciation is provided on the following basis:

Short leasehold land and buildings	- 10 years or term of lease, whichever is shorter
Fixtures and fittings and office equipment	- 5-10 years
Computer equipment and software	- 3 years

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

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

At each reporting date, the company assesses whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is determined which is the higher of its fair value less cost to sell and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount. A review is carried out annually by the directors to assess if any indications of impairment exist.

2.10 DEBTORS

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

2.11 CASH AND CASH EQUIVALENTS

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

2.12 CREDITORS

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

2. ACCOUNTING POLICIES (continued)

2.13 FINANCIAL INSTRUMENTS

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

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or in case of an out-right short-term loan that is not at market rate, the financial asset or liability is measured, initially at the present value of future cash flows discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost, unless it qualifies as a loan from a director in the case of a small company, or a public benefit entity concessionary loan.

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

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the reporting date.

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

2.14 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.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**
**3. JUDGEMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION
UNCERTAINTY**

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimate and assumption that has a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year below.

Allowance for doubtful short-term debtor balances is accounted for based on whether the amounts owed in relation to students are at risk of non-payment. The review of doubtful debt is conducted during the year and at year-end. Allowance for doubtful debtor balances are based on historic trends as well as specific cases.

The release of deferred revenue is estimated by management at each reporting date on an individual student basis. Management considers the length of the course, the average time it takes to complete the course, adjusted by the speed of study for each individual student.

4. TURNOVER

Turnover relates solely to the principal activity of the company which is considered to be one class of business and relates to services delivered from the UK.

The following table shows the sources of turnover:

	2022	2021
	£000	£000
Fee income for taught awards (exclusive of VAT)	16,115	14,004
Grant income from the OfS	427	334
Total fee and grant income	16,542	14,338

5. OPERATING PROFIT

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

	2022	2021
	£000	£000
Staff costs (note 6)	3,918	2,969
Exchange differences	(114)	4
Depreciation (note 8)	98	68
Other operating leases	29	23
Fees payable to the Company's auditors for the audit of the financial statements	25	20

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**
6. EMPLOYEES

Staff costs were as follows:

	2022	2021
	£000	£000
Wages and salaries	3,461	2,649
Social security costs	327	226
Cost of defined contribution scheme	130	94
	3,918	2,969

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

	2022	2021
	No.	No.
Programme management & student services	25	16
Administration	92	74
	117	90

The number of persons employed by the Company (including directors) during the year, analysed by the following pay bands, was as follows:

	2022	2021
	No.	No.
£110,000 to £114,999	-	1
£150,000 to £154,999	1	-

The Company is registered with the Office for Students. As part of its ongoing requirements of registration, the following disclosures are required in respect of the head of provider.

The head of provider's remuneration package is based on a number of factors. As well as having executive responsibilities over the online partnership with an established UK University, the head of provider plays a key role in working closely with regulatory bodies and industry leaders, helping to shape the future of Higher Education in the UK and beyond for all students. The remuneration includes compensation typical of that for an equivalent senior role in the private sector in which Kaplan Open Learning (Essex) Limited operates. The wider Group operates a remuneration committee which reviews and approves compensation levels for senior members of staff, including the head of provider. The head of provider's remuneration package consists of basic salary of £150k (2021: £110k), bonus of £100k (2021: £59k), and pension of £7.5k (2021: £5k).

The head of provider's basic salary is 5.6 (2021: 5.4) times the mean pay of staff, where the mean pay is calculated on an absolute headcount basis for the salaries paid by the Company to its staff. The head of provider's total remuneration is 7.2 (2021: 8.3) times the mean total remuneration of staff, where the mean total remuneration is calculated on an absolute basis for the total remuneration by the Company to its staff. It is not possible for the Company to report on median pay basis by reference to full time pay as the Company does not record information at this level of detail.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**
7. TAXATION

	2022	2021
	£000	£000
CORPORATION TAX		
Current tax on profits for the year	770	-
Adjustments in respect of previous periods	-	(2)
	<u>770</u>	<u>(2)</u>
Group taxation relief	-	655
	<u>770</u>	<u>653</u>
TOTAL CURRENT TAX	<u>770</u>	<u>653</u>
DEFERRED TAX		
Origination and reversal of timing differences	15	3
Adjustments in respect of prior periods	-	3
Effect of tax rate change on opening balance	-	(12)
TOTAL DEFERRED TAX	<u>15</u>	<u>(6)</u>
TAX ON PROFIT	<u>785</u>	<u>647</u>

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**
7. TAXATION (CONTINUED)**FACTORS AFFECTING TAX CHARGE FOR THE YEAR**

The tax assessed for the year is lower than (2021: higher than) the standard rate of corporation tax in the UK of 19% (2021: 19%). The differences are explained below:

	2022	2021
	£000	£000
Profit on ordinary activities before tax	4,607	3,390
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2021: 19%)	875	644
EFFECTS OF:		
Fixed asset differences	(5)	(3)
Income not taxable for tax purposes	(83)	(13)
Adjustments to tax charge in respect of prior periods	(14)	(2)
Adjustment to tax charge in respect of prior periods - deferred tax	11	4
Remeasurement of deferred tax for changes in tax rates	1	17
TOTAL TAX CHARGE FOR THE YEAR	785	647

FACTORS THAT MAY AFFECT FUTURE TAX CHARGES

In March 2021, the Chancellor announced that the corporation tax rate from 1 April 2023 would increase to a maximum rate of 25%. Finance Act 2021, including this increase, received Royal Assent on 10 June 2021.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

8. TANGIBLE FIXED ASSETS

	Fixtures, fittings and office equipment £000	Computer equipment and software £000	Total £000
COST			
At 1 January 2022	13	388	401
Additions	-	86	86
Disposals	(13)	(11)	(24)
At 31 December 2022	<u>-</u>	<u>463</u>	<u>463</u>
DEPRECIATION			
At 1 January 2022	12	224	236
Charge for the year on owned assets	1	97	98
Disposals	(13)	(11)	(24)
At 31 December 2022	<u>-</u>	<u>310</u>	<u>310</u>
NET BOOK VALUE			
At 31 December 2022	<u>-</u>	<u>153</u>	<u>153</u>
At 31 December 2021	<u>1</u>	<u>164</u>	<u>165</u>

9. DEBTORS

	2022 £000	2021 £000
Trade debtors	693	722
Amounts owed by group undertakings	23,495	16,128
Other debtors	4	12
Prepayments and accrued income	96	114
Deferred taxation (note 12)	32	47
	<u>24,320</u>	<u>17,023</u>

Amounts owed by group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

Trade debtors are stated after provisions for impairment of £632k (2021: £664k).

KAPLAN OPEN LEARNING (ESSEX) LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022****10. CASH AND CASH EQUIVALENTS**

	2022	2021
	£000	£000
Cash at bank and in hand	904	121
	<u>904</u>	<u>121</u>
	<u>904</u>	<u>121</u>

11. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2022	2021
	£000	£000
Amounts owed to group undertakings	8,786	4,848
Corporation tax	784	653
Other creditors	117	268
Accruals	3,414	2,851
Deferred income	6,470	6,705
	<u>19,571</u>	<u>15,325</u>
	<u>19,571</u>	<u>15,325</u>

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

12. DEFERRED TAXATION

	2022
	£000
At beginning of year	47
Charged to profit or loss	(15)
AT END OF YEAR	<u>32</u>
	<u>32</u>

The deferred tax asset is made up as follows:

	2022	2021
	£000	£000
Difference between depreciation and capital allowances	33	27
Other timing difference	(1)	20
	<u>32</u>	<u>47</u>
	<u>32</u>	<u>47</u>

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

13. SHARE CAPITAL

	2022 £000	2021 £000
ALLOTTED, CALLED UP AND FULLY PAID		
1 (2021: 1) Ordinary share of £1.00	-	-
	<u> </u>	<u> </u>

The is a single class of ordinary share. There are no restrictions on the distribution of dividends and the repayment of capital.

14. PENSION COMMITMENTS

The Company contributes to the group personal plan administered by Aviva Insurance. The pension charge for the year amounted to £130k (2021: £94k). No contributions were outstanding at the end of the year (2021: £Nil).

15. COMMITMENTS UNDER OPERATING LEASES

At 31 December 2022 the Company had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	2022 £000	2021 £000
Not later than 1 year	66	68
Later than 1 year and not later than 5 years	100	-
	<u> </u>	<u> </u>
	<u>166</u>	<u>68</u>

16. RELATED PARTY TRANSACTIONS

The company has taken advantage of the FRS102, Section 33, exemption not to disclose related party transactions with wholly owned subsidiaries within the group as consolidated financial statements are publicly available.

17. CONTROLLING PARTY

Throughout the year the company was a wholly owned subsidiary of the immediate parent undertaking company Kaplan Open Learning Limited. The results of the company are consolidated by its immediate parent company, copies of its consolidated financial statements can be found at Companies House website. Its registered address is Palace House, 3 Cathedral Street, London, SE1 9DE. The ultimate controlling party is Graham Holdings, which is incorporated in the USA, details of which can be found on the Graham Holdings company website (www.ghco.com). Its registered address is 1300 North 17th Street, Suite1700, Arlington V A 22209, United States.