STUDY GROUP LIMITED

CONSOLIDATED ANNUAL REPORT AND FINANCIAL STATEMENTS

Year ended 31 December 2024

Registered number 02325576

Contents

DIRECTORS AND CORPORATE INFORMATION

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COMPANY REGISTERED NUMBER

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Strategic report

The Directors present their strategic report for Study Group Limited ("the Company") and its subsidiaries (together, "the Group") for the year ended 31 December 2024. The Company is domiciled in the United Kingdom, with its registered office at Britannia House, 21 Station Street, Brighton, East Sussex, BN1 4DE.

Throughout the financial year, the Company was a subsidiary undertaking of SG Global Topco Limited. SG Global Topco Limited and its subsidiaries comprised the Group known as "Study Group." Ardian LBO Fund VI B S.L.P. ("Ardian") was the ultimate controlling party of SG Global Topco Limited.

On 28 August 2025 the ultimate parent undertaking and controlling party of Study Group changed to funds managed by ICG PLC ("ICG") following a group restructuring. This change was effected through SG Global Finco Limited (a subsidiary of SG Global Topco Limited and an intermediate holding company of Study Group Limited and its trading entities) selling all its shares in SG Global Midco Limited (also an intermediate holding company of Study Group Limited and its trading entities) to Voltaire Topco Limited, a newly incorporated company controlled by ICG, with minority shareholdings held by Bain Capital, Ardian, and management. From that date, Voltaire Topco Limited and its subsidiaries have comprised the Group known as "Study Group".

The statutory reporting includes twelve months of trading for the year ended 31 December 2024 and comparative year ended 31 December 2023.

Overview of the year

Study Group's International Education business delivers Higher Education and Pathway programmes, including undergraduate Foundation, International first year, Pre-Masters and Masters programmes, in partnership with leading universities around the world. These programmes are delivered to students from over 100 countries and provide trusted progression routes to undergraduate and postgraduate study at those universities. In addition, Study Group provides recruitment and admission services to partner universities for students who are able to admit directly onto one of the university's own programmes.

The Group continues to face extremely challenging trading conditions. Deglobalisation and anti-immigration rhetoric, high levels of visa rejection, intensified competition post-Covid-19 (especially amongst UK universities) and trends in the far-east towards students studying closer to home all created material headwinds for the business. UK government policy surrounding visas and a 2024 summer of unrest and negative messaging around migration greatly affected student recruitment. The UK Home Office widely reported a 14% decrease in international student visa applications in 2024 compared to the previous year.

Despite all this market change, the 2024 financial year saw the turning point in the Group's post-Covid-19 recovery and the Group is pleased to report an adjusted EBITDA profit from continuing operations before exceptional items of £4.6 million compared with £10.0 million loss in 2023. The change largely attributed to measures implemented to reduce and manage costs as it navigates this period as a more tightly structured and purposeful organisation.

The consolidated results for the year and financial position of the Group are as shown in the financial statements on pages 24-27. As a result of macro-economic factors such as UK visa conditions for dependants, higher education partners changing entry requirements for direct degree entry and negative messaging around migration in the UK, New Student Enrolment ('NSE') reduced in the year by 4% to 5,634 in 2024 from 5,839 in 2023. However, the NSE for the second half of the year (H2) in 2024, which holds the biggest student intake for courses beginning in the autumn term, increased on the prior year by 7% from 3,932 in H2 2023 to 4,223 in H2 2024. This demonstrates year-on-year growth for the autumn intake which will impact the 2025 results. Additionally, given the sector challenges and the widely reported figures from the Home Office showing a 14% fall between 2023 and 2024 in UK student visa applications, this shows that as the market decreased in size the student population grew thus demonstrating an increase in market share in H2 2024. The reduction in NSE for the full year of 2024 drove a reduction in revenue to £112.2 million in 2024 from £112.8 million in 2023. Exceptional items increased to £21.2 million in 2024 from £0.2 million in 2023 mostly due to an onerous contract provision of £11.8 million and right of use assets impairment of £8.3 million (refer to note 7 for further details). Loss after tax from continuing operations was £30.0 million compared to £22.8 million in 2023.

Strategic report

Overview of the year *(continued)*

UK and Europe
Relationships with university partners are fundamental to the Group's success. Many are longstanding partners, and the Group is pleased to see a steady stream of contracts being renewed and expanded across the UK, Ireland and into the Rest of World in addition to innovative new offerings being added to our portfolio.

The Group is opening a large, modern managed campus in London in partnership with University of Huddersfield in the heart of the financial district and is recruiting students to start from September 2025 with a range of business-focused postgraduate degree courses.

Demand has been strong for new international year one programmes, with the Cardiff University programme in particular vastly exceeding plan. The Group has a pipeline of planned expansion for the international year one programme in 2025. Additionally, long-term contracts were renewed in-year with University of Sheffield, Durham University, University of Leeds, Leeds Beckett University and University of Aberdeen amongst others. This is testament to the strong portfolio of relationships held and the value Study Group offers to partners. There was no partner churn in 2024, and further contracts have also been successfully renewed in the early part of 2025.

In Europe, the Group retained its partnership with the University College Dublin. Ireland remains an attractive destination market for international students, as it is the only remaining English-speaking country in the EU that provides domestic and international post-study work opportunities for international students. The Quality & Qualifications Ireland (QQI) accreditation of Study Group Ireland programmes provides further opportunity to expand in both Northern Ireland and the Republic of Ireland as it enables Study Group to provide qualifications independently of our partner University College Dublin equivalent to domestic school leavers' qualifications. The Group retained the contract under a competitive tender in December and expect to grow the relationship materially.

Rest of World
The Group has a strong pipeline of additional opportunities in new markets, mobilising several product diversification opportunities outside of traditional markets including in China, South Korea and further into the Middle East. This allows the Group to provide UK-accredited programmes to students closer to their homes, reducing living costs, reducing environmental impact and broadening the reach of enabling global education.

In 2024, Study Group has leveraged its Bellerbys brand and taken its existing high-quality university preparation programme and adapted it to meet the needs of international students closer to home. The Group has signed contracts with multiple universities across China and South Korea who will be utilising the new Bellerbys Global brand and teaching their students using the Bellerbys Global syllabus. In some cases, teaching has already begun late in 2024. The journey began in China, but Study Group have recently signed contracts with a university in South Korea and plan to expand further in East Asia and Southeast Asia, providing more students with access to authentic Bellerbys programs.

Study Group has a clear purpose: To increase student participation and success in global education. Study Group has identified four key strategic intents to help achieve this, anchored by an overarching aim of student success:

Drive significant partner growth:
The Group seeks to build multi-layered strategic partnerships that deliver significant value through strong relationships and better and broad service offerings. The Group also seeks to rebalance its portfolio to include wider global partners whilst adding new partnerships to existing regions where there are opportunities to broaden its reach. This will be achieved by leveraging the Group's ability to recruit, teach and progress high numbers of quality international students to partner institutions.

Provide market-leading solutions:
Study Group aims to develop and deploy novel outcomes-based solutions, embracing new and differentiated thinking and better leveraging existing capabilities as well as making increased use of data and technology. This can be seen by the offering of different student recruitment and admission services to partners, as well as new courses to meet the ever-changing needs of international students.

Strategic report

Overview of the year *(continued)*

Deliver with excellence:
Study Group aims to improve its productivity and efficiency by moving to a more cost-effective operating model simplifying how its people work together to deliver better outcomes for our students, partners, agents and employees. Study Group also aims to improve its approach to making the best use of the assets at its disposal – especially with regards to people, processes and systems. The success of this will be measured through student progression rates and agent, partner and employee surveys as well as a sustained reduction in our overheads.

Achieve financial success:
Study Group aims to increase the value of its business. This will be achieved through delivering the strategic intents, growing the business with the right organisation and cost base, thereby ensuring sustainable growth and cash generation. That, in turn will enable investment in key business drivers and ultimately a solid return for shareholders. This strategy will support long term revenue and profit growth as well as increasing the number of students who engage with global education through the Study Group's partners.

Key performance indicators
The financial and non-financial KPIs for the business are as follows. These KPIs are selected for monitoring the Group's medium-term goal of continued revenue and EBITDA[1] growth.

	Year Ended 2024	Year Ended 2023	Change
New Student Enrolment (NSE)	**5,634**	5,839	**(4%)**
Net Sales Value (NSV) £m[1]	**96.6**	99.3	**(3%)**
Revenue £m	**112.2**	112.8	**(0.5%)**
Adjusted EBITDA £m[1]	**4.6**	(10.0)	**146%**

NSE
As a result of macro-economic factors such as UK visa conditions for dependants, higher education partners changing entry requirements for direct degree entry and negative messaging around migration in the UK, NSE reduced in the year by 4% to 5,634 in 2024 from 5,839 in 2023 with a corresponding reduction in NSV of 3% from £99.3 million to £96.6 million.

Revenue
The reduction in NSE drove a reduction in revenue by 0.5% to £112.2 million (2023: £112.8 million).

Adjusted EBITDA[1]
The adjusted EBITDA[1] profit before exceptional items was £4.6 million compared with a £10.0 million loss in 2023 driven by a reduction in costs.

Depreciation and amortisation from continuing operations
Depreciation and amortisation for the year to 31 December 2024 was £10.5 million (2023: £9.7 million).

Interest payable and similar charges from continuing operations
Interest payable for the year to 31 December 2024 was £3.2 million consistent with the prior year (2023: £3.1 million).

[1] Net Sales Value is defined as the gross sales value, less discounts, for new student enrolments in year, not taking into account revenue recognition timing. Adjusted EBITDA is defined as earnings before tax, interest, depreciation, amortisation, impairment and exceptional items from continuing operations.

Strategic report

Key performance indicators *(continued)*

Exceptional and other items
Exceptional items are those which are material in size and are non-recurring in nature. Other items are not necessarily non-recurring in nature, but the Directors believe that it is helpful to show these amounts separately as they are not directly linked to the recurring trading operations of the business.

Total exceptional costs and other items increased in 2024 to £21.2 million (2023: £0.02 million). Exceptional and Other items in the year include:

- Restructuring and other costs of £0.6 million (2023: £0.3 million credit) comprise redundancy costs as a result of an organisational restructure (£0.9 million), offset by the release of accruals relating to aged balances (£ (0.3) million credit)
- Onerous contract provision of £11.8 million relates to a contract for which the unavoidable costs of meeting the contractual obligations exceed the economic benefits expected to be received. Due to commercial sensitivity the Group has elected to provide no further information in relation to the contract or the provision
- Right-of-use asset impairment of £8.3 million (2023: £0.2 million impairment reversal)
- Fixed assets impairment of £0.4 million (2023: £0.4 million impairment reversal)
- Intangible asset impairment of £0.3 million (2023: £nil)
- Gain on disposal of right-of-use assets of £0.3 million (2023: £1.1 million cost)
- Other exceptional costs of £0.1 million cost (2023: £0.1 million)

Balance sheet position
Net assets were £5.7 million at 31 December 2024 (2023: net assets £5.8 million). The retained loss was offset by a capital contribution.

Cash flow
The Group generated a cash outflow of £0.1 million in the year compared to a cash inflow of £4.6 million in the prior year. The largest drivers of the £0.1 million outflow were £16.9 million inflow from operating activities (2023: £21.1 million), offset by a £12.7 million outflow (2023: £10.6 million) from financing activities due to the repayment of lease liabilities and £4.3 million outflow (2023: £5.9 million) from investing activities which was mainly due to investment in the development of the new student admissions system. The £4.2 million decrease in cash generated from operating activities (2024: £16.9 million, 2023: £21.1 million) was driven by movement related to working capital mainly as a result of an increase in provision relating to onerous contract provision of £11.8 million, later payment of trade payables of £5 million, settlement of intercompany balances of £8 million offset by capital contribution of £30 million.

Strategic report

Going concern
Due to Study Group-wide financing arrangements, going concern is assessed at the consolidated Study Group level. Up to 28 August 2025 this comprised SG Global Topco Limited and its subsidiaries; from 28 August 2025 it comprises Voltaire Topco Limited and its subsidiaries.

The Directors of SG Global Topco Limited, and from 28 August 2025 the Directors of Voltaire Topco Limited together with the support of Study Group's shareholders and lenders, have taken timely actions to ensure that Study Group remains in compliance with its Senior Facilities Agreement and has access to sufficient committed funding to meet its liabilities as they fall due for a period of at least 12 months from the date of signing these financial statements.

Positive cash headroom under committed facilities is forecast throughout Study Group's going concern assessment period to 30 September 2026, and the Directors of Study Group Limited consider it appropriate to continue to adopt the going concern basis of preparation. This conclusion is based on positive growth expectations across Study Group, including continued growth in UK and EU International Study Centres (ISCs) and new initiatives such as a new managed campus in London in partnership with the University of Huddersfield, alongside the mobilisation of new programmes in China, Bahrain, and the Kingdom of Saudi Arabia.

In forming their view, the Directors have considered the impact of a change in ownership that took place on 28 August 2025 when control of Study Group transferred from Ardian LBO Fund VI B S.L.P. ("Ardian") to funds managed by ICG PLC ("ICG"). On the same date, Study Group entered into an amendment of its existing Senior Facilities Agreement with its lenders HSBC, ICG and Bain Capital. The amendment included an extension of all lending maturities to various dates between 31 May 2028 and 31 December 2028, and an extension of the period during which interest may be capitalised to coincide with the lending maturity dates, except for £10.0 million of the revolving credit facility (RCF), for which interest is payable at SONIA + 3.75%.

Following this amendment, the only financial covenants in place during the going concern period are a minimum liquidity covenant and a minimum EBITDA covenant, requiring liquidity to remain above £7.5 million at each month-end from December 2025, and EBITDA to exceed £0.0 million as at June 2026. The amendment followed a £5.0 million cash injection from Ardian in February 2025 and a further £10.0 million investment from Study Group's lenders in May 2025. This additional funding reflects continued confidence in Study Group's growth strategy and leadership.

Looking ahead to September 2026, management have modelled a base case and two illustrative downside scenarios. The base case reflects the Board-approved budget and three-year plan and assumes 20% student volume growth in 2026. The downside scenarios assume 10% and 0% student volume growth, respectively. Under all three scenarios, Study Group maintains positive liquidity throughout the going concern period. During Study Group's typical seasonal low cash point in spring 2026, up to £10 million of temporary liquidity support may be required, which the lenders have formally committed to provide via a letter of support if necessary.

Current forecasts for 2025 are in line with the base case, which management expects to be achieved. The Directors consider the downside scenarios to be remote. In any reasonably possible scenario where student volumes fall below budget but remain above downside case levels, Study Group would still maintain sufficient committed liquidity to meet its obligations as they fall due.

Based on these factors and Study Group's financial forecasts, the Directors have concluded that Study Group Limited has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis of preparation in these financial statements.

Strategic report

Principal risks and uncertainties
The Voltaire Topco Board (formerly the SG Global Topco Board to 28 August 2025) is responsible for overseeing the risk management framework for Study Group. The Executive Committee is responsible for the day-to-day management of Study Group's affairs. A risk management framework, is in place consisting of a single risk register for Study Group, monthly risk meetings where the Executive Committee reviews the risk profile, mitigations and actions in place across all risk categories and directorates to ensure a forward focus on risk is maintained and applied consistently; and relevant risks are now monitored by individuals and governance groups on a regular basis. The Audit and Risk Committee also reviews and gains assurance on adequate risk management on Study Group Board's behalf.

The most significant risks are described below:

Economic, market and trading risks
Industry and political risks
Political uncertainty and negative rhetoric around immigration in UK relating to post-study working rights may cause demand for international education in these destination markets to slow down, where perceptions of an inhospitable environment towards international students or employment challenges post-study develop. Study Group constantly reviews the location of its destination markets and University Partnerships to ensure that it can respond and adapt to market changes and demands.

Access to visas for certain nationalities continues to be a challenge that Study Group is mitigating through agent and student engagement throughout the admissions process to prepare for timely applications to enable on-time arrival.

If economic growth in emerging markets were to slow down or there were to be political uncertainty in source markets, demand for an internationally educated, English-speaking workforce may decline. Study Group's students are recruited from over 100 countries worldwide into multiple destinations, which provides a degree of mitigation against these risks.

Study Group has assessed the situation regarding the conflicts in Ukraine and in Gaza. Each has a minimal impact on Study Group's activities as neither region are key source markets for students and Study Group does not place significant reliance on these regions for staff or other business resources. Emergence of conflict in other regions is also actively monitored in terms of potential risk.

Competitors
Study Group operates in a defined market space with a small number of sophisticated and established providers. Due to the global nature of operations, the industry has relatively expensive barriers of entry and it is unlikely that a number of new competitors would enter. Entry into new destination markets means the potential emergence of new competitors may materialise. Study Group ensures that through its strong relationships with high quality university partners and the addition of new products, services and geographies, its partnerships are long lasting and high value and that Study Group's offering remains competitive.

The macro-economic factors affecting the international higher education sector at large have led to universities themselves finding international student recruitment challenging. In some cases, this has led to changes in the entry requirements of the degree courses offered at our partner universities, particularly at clearing. There is risk that these changes may cause students who would have ordinarily use our pathway programmes to directly access international higher education, bypassing them

Strategic report

Contract risks

University partners

Study Group maintains relationships in the form of contractual agreements with its university partners. It works closely with these university partners to ensure that it maintains a good relationship and adheres to the terms of its contractual arrangements. Strategic decisions are made to seek to effectively meet the current needs of partners, and to successfully anticipate their future needs. These actions minimise the risk of loss of partnerships and maintain a positive reputation in the market to capitalise on new opportunities in existing and new destination markets.

The attractiveness of our university partnerships as a study destination is a factor largely beyond our control. In some source markets, University and subject rankings play a part in this. There is both opportunity and risk for the Group when key partnership universities ranking positions change annually.

Agent relationships

Study Group is committed to ensuring the quality and diversity of international students is maintained in its International Study Centres. The Group works with a global network of education agents to recruit international students and market its programmes. We are a signatory to the British Council's Agent Quality Framework and the Group's agent management process is designed to ensure the effective management of these relationships and is constantly reviewed to continuously improve in this area. The Group works with over 4,000 agents in over 100 countries, which provides a significant degree of mitigation against the risk of overreliance and subsequent loss of any one agent relationship, which otherwise could restrict the Group's ability to successfully recruit students in particular source markets.

Regulatory oversight

The majority of Study Group's business is subject to regulatory compliance and is overseen by independent regulators. The risk of the withdrawal of a licence to operate is mitigated by Study Group's commitment to assuring adherence to its regulatory obligations. All of our centres, colleges, and campuses are operated by appropriately qualified personnel and, where deemed appropriate, central staff are employed to review compliance with regulatory requirements and, where possible, drive continuous improvement.

Financial position

The Directors with the support of its shareholders and investors have taken timely action to ensure that Study Group remains in a sound financial position, with sufficient available liquidity, as discussed in detail elsewhere in this Strategic Review, principally in the going concern section.

Study Group monitors its lenders covenant requirements on a regular basis to ensure that it has time to take mitigating action in the event of a projected challenges. The Directors' going concern assessment is detailed in the Strategic Report on pages 6. Refer to the Directors' Report for discussion on the Group's foreign currency and liquidity risk.

Business systems risk

Study Group relies on information technology systems and its online platform to operate its websites, facilitate student enrolment online, deliver its programmes and maintain cost-efficient operations. In common with many businesses, Study Group's information technology systems and online platform could be impacted by interruption from both internal and external threats. In order to mitigate these risks, Study Group's production IT systems are housed and backed up appropriately to minimise the risk of catastrophic failure. All systems are monitored for environmental factors and system performance by a dedicated team of professionals.

Reputational risk

Study Group's reputation could be adversely affected by its ability to adequately update and expand the content of its existing programmes and develop new programmes, as well as the quality and integrity of its curricula, the compliance of its teaching staff with those programmes, effective agent management during the recruitment cycle, and general student wellbeing along with high quality delivery of programme content and facilities. Study Group continuously reviews its operations to ensure that it is able to respond to and mitigate any reputational risks.

Study Group takes its student welfare and safeguarding requirements seriously and has policies and procedures in place to ensure full compliance with applicable local law and best practice.

Strategic report

Litigation risk
In common with many other businesses, from time to time, Study Group is subject to litigation. The occurrence of material litigation could have an adverse effect on its reputation and financial results in the event of an unfavourable outcome. Study Group employs internal counsel and retains outside counsel to provide advice in the event of any litigation.

Our People
Culture
As a significant employer across a number of locations, the Directors recognise that our people make us who we are, and that education is primarily enabled by human interaction. The Study Group Board values its teams' ability to adjust and adapt to the challenges that they face every day, and to deliver a high standard of education to students wherever and however they are studying.

Study Group seeks to deliver on its vision, purpose and strategic priorities through its 'One Team' behaviours - Pace with Purpose, Value Everyone's Voice, Collaborate to Innovate, and Learn and Grow. It also encourages the recognition of achievements in all areas of the business. In addition to local initiatives, the One Team Awards is a global peer-to-peer recognition scheme that rewards individuals or teams on a monthly basis for making a difference by embracing one of the 'One Team' behaviours

The Executive Committee continues to recognise the importance of professional and personal development, and career progression. This is underpinned by the Individual Contribution and Development process, which ensures that everyone's objectives are clear and linked to the overall Group's strategic priorities.

Study Group runs a management development programme in addition to targeted learning and development interventions for teams and individuals.

Employee consultation
Study Group ensures there is effective dialogue with employees through communications such as quarterly global and functional townhalls, as well as regular leadership internal news articles and ongoing conversations via internal social media posts (Viva Engage).

Employee reward
Study Group remunerates its employees fairly in line with the various markets in which it operates and offers a variety of employee benefits tailored to the particular location and market in which employees are working.

Employee health and safety
As Study Group expands internationally, we are continually reviewing our compliance with local health and safety requirements and legislation. The Group seeks to go beyond minimum compliance and regularly runs online training updates for employees covering the safeguarding of both staff and students. The Group operates a global whistleblowing hotline which is hosted by third party experts.

Diversity and Inclusion (including the employment of disabled persons)
A commitment to equal opportunities in the workplace is not only good management practice, but it also makes sound business sense. We aim to ensure that our people achieve their full potential and that all employment decisions are taken without reference to irrelevant or discriminatory criteria.

Study Group is committed to working within the framework of the law and ensuring that our workplaces are free from unlawful discrimination, harassment and victimisation on the grounds of colour, race, nationality, ethnic or national origin, sex, gender (including gender reassignment), religion, religious belief or philosophical belief, sexual orientation, sexuality, marital status, disability or age.

Strategic report

Our People *(continued)*

Human Rights and Social Responsibility
Study Group wishes to promote the highest standards in relation to respecting everyone's human rights. This extends beyond its direct employees but also encompasses the students in its care and those working in its representative offices.

- Details of the Study Group's charitable activities in conjunction with Plan International are set out in the Directors report of SG Global Midco Limited.
- Study Group publishes annually its statement on Modern Slavery pursuant to section 54(1) of the Modern Slavery Act 2015.

Section 172 of the Companies Act 2006
Study Group Board is fully aware of its duty to promote the success of the Company pursuant to Section 172 of the Companies Act 2006. Consequently, each Director must act in a way s/he considers, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole. This statement demonstrates how the directors have complied with the requirements of this section throughout 2024, and in doing so have had particular regard for these matters although not exclusively to:

- the likely consequence of any decision in the long term;
- the interests of the Company's employees;
- the need to foster the Company's business relationships with suppliers, customers and others;
- the impact of the Company's operations on the community and the environment;
- the desirability of the Company maintaining a reputation for high standards of business conduct; and
- the need to act fairly as between members of the Company.

The Study Group Board's principal responsibility is to promote the long-term success of the Group and Company through creating shareholder value and contributing to a healthy society and a sustainable environment. The Study Group Board understands the business can only grow and prosper if it respects the views of students, University Partners, suppliers, and shareholders to whom the Study Group Board is accountable.

The Study Group Board has safeguards in place to ensure the long-term implications of decisions are being considered. Periodic multi-year planning allows the Group and Company to preserve the value of the business over the long term and there are internal teams who have delegated authority to manage the day-to-day business, the most important one of these being the Executive Committee who are also charged with reviewing long term consequences of their decisions. The Study Group Board conducts an appropriate level of due diligence where required. All Board meetings have been documented and minutes formally approved at the following meeting. Study Group's risk management framework, as defined on page 7, enables the Executive Committee to monitor Study Group's risk profile and take mitigating actions where necessary.

Sustainable Group development
The development of Study Group's strategy under the Study Group Board's direction (as stated on page 3) sets Study Group's purpose to increase student participation and success in global education, through the four key strategic intents described in the Strategy section. The Study Group Board ensures there is clear dialogue with employees and other stakeholders about Study Group's vision through communications such as newsletters, social media posts (Viva Engage) and presentations by members of the Senior Leadership Team. The Directors consider feedback from employees and other stakeholders in reviewing progress of and aiding principal decisions in relation to future strategy.

The discussion in the Going Concern section on pages 6 and the Outlook section outlines the changes to the conditions relating to the long-term borrowing and the 2024 developments including the changes and trends in International Education.

Strategic report

Section 172 of the Companies Act 2006 *(continued)*

The Study Group Board recognises that whilst promoting the success of the Company for the benefit of the shareholders is paramount, the interests of other stakeholders including the workforce, students, agents and partners is also crucial. The Study Group Board continues to engage with the workforce and has taken into consideration their interests through annual policy reviews, engagement surveys, and an online HR service portal (also refer to the employment policies section within the Directors' report on page 12). Students are encouraged to provide feedback to the Company and also have a role on sub-committees that ultimately provide input to the Study Group Board. Agents are surveyed for their feedback. The relationships with university partners are maintained through frequent steering/management meetings.

The Study Group Board is committed to high standards of ethical conduct, social responsibility, community engagement and environmental sustainability. It currently achieves this through its implementation of Group-wide policies, training and by ensuring the welfare of students and staff is maintained. The Study Group Board reviews further ways to address these commitments on a regular basis. The Study Group Board has continued to create a positive environmental and social impact, increasing its focus in this area with a balanced but ambitious ESG programme designed with all stakeholder groups in mind.

Approved / authorised on behalf of the Board of Directors.

S Belfer, *Director*
Date: 8 September 2025

E Rodriguez-Falcon*, Director*
Date: 8 September 2025

Directors' report

Study Group Limited ('the Company') is a company registered in England and Wales with the Company number 02325576. The Directors present their report and the audited consolidated financial statements for the Company and its subsidiaries, together 'the Group', for the year ended 31 December 2024.

Principal activities
The principal activity of the Group in the year under review was that of a provider of international education preparing students for entry to university in the United Kingdom, Netherlands and Ireland. The Group also has a branch in Singapore which provides management services.

Ultimate parent company
Throughout the financial year, the ultimate parent undertaking and controlling party was Ardian LBO Fund VI B S.L.P., a French Special Limited Partnership ("Ardian"). On [insert date], control of Study Group transferred to Intermediate Capital Group ("ICG"), who became the new ultimate parent undertaking and controlling party.

Results and dividends
The Group loss in the year after taxation amounted to £30.0 million (2023: £22.8 million). During the year and up to the date of the financial statements were authorised, no dividends were paid (2023: £nil).

Business review and future developments
The information contained in the Strategic Review constitutes the review of the Group's business. It also contains details of expected future developments in the business of the Group, information about expenditure and key performance indicators used by management.

Directors
The persons who were directors at any time during or since the end of the financial year are listed below:

A Allden
S Belfer
K Burnett, Sir
I Crichton
E Griffin
R Morgan
J Pitman
E Rodriguez-Falcon (appointed 25 July 2025)

Directors' indemnities
The Group maintains liability insurance for its Directors and officers. The Group has also provided an indemnity for its Directors, which is a qualifying third party indemnity provision for the purposes of the Companies Act 2006. This indemnity has been in place throughout the financial year and is in place as at the date of this report.

Financial instruments
The Group's financial instruments comprise borrowings, cash and liquid resources, and various items, such as trade debtors and trade creditors that arise directly from its operations. The Group's financial liabilities comprise amounts owed to Study Group undertakings, trade creditors and other creditors. The Group also has financial assets comprising cash, trade and other debtors.

It is, and has been throughout the year under review, the Group's policy that no speculative trading in financial instruments shall be undertaken.

The main risks arising from the Group's financial instruments are credit risk, liquidity risk and foreign currency risk. The Board reviews and agrees policies for managing each of these risks and they are summarised below. These policies have been reviewed and remain unchanged.

Directors' report

Credit risk
Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group's two largest debtors are students and sponsors. This risk is mainly mitigated by students paying a large portion of tuition fees prior to the commencement of the course. Government Sponsors paying student tuition fees, whilst not paid in advance, are usually paid late in the first term or early in the student's second term. The timing of this payment and the good standing of these government organisations mitigates against any material bad debt risk.

Liquidity risk
Ultimate responsibility for liquidity risk management rests with the Board of Directors, who have built an appropriate liquidity risk management framework for the management of Study Group's short, medium and long-term funding and liquidity management requirements. Study Group manages liquidity risk by maintaining adequate cash reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. Study Group actively monitors compliance with its minimum liquidity covenant relating to the term loans. Refer to the Going Concern section of the Strategic report on page 6 for further details.

Foreign currency risk
The Group undertakes transactions denominated in foreign currencies, hence experiences translational and transactional exchange rate exposures. Transactions denominated in foreign currencies relate to revenue and operational costs of the Group's International Study Centres based in Europe, and operational costs of the Group's branch based in Singapore. The risk is mitigated by revenues being billed in the currency where the services/operating costs are delivered/incurred. During the year, the Group did not actively hedge foreign currency exposure but it continues to monitor whether a hedging strategy would be beneficial.

Employment policies
The Group's employment policies are regularly reviewed and updated to ensure that they remain effective. The policies are designed to promote a collaborative working environment, free from discrimination which supports the recruitment and retention of effective employees. Study Group promotes equal opportunity and the avoidance of discrimination, by treating individuals equally and with fairness at all times when making employment decisions. The Group achieves this by reaching objective solutions based on merit and ensuring that any unjustifiable barriers are removed. Staff are encouraged to raise any matters that are important to them within the workplace, in order to ensure that they are provided with appropriate levels of support.

It is the policy of the Group to follow equal opportunity employment practices and these include the full consideration of employment prospects for disabled people. Applications for employment by disabled people are always fully considered, bearing in mind the aptitudes of the applicant concerned. It is the policy of the Group that the training, career development and promotion of disabled persons should, as far as possible, be identical to that of other employees. Arrangements are made, wherever possible, for retraining employees who become disabled, to enable them to perform work identified as appropriate to their aptitudes. The Group places importance on the contributions to be made by all employees to the progress of the Group and aims to keep them informed via formal and informal communications as well as the Group's intranet site, internal social media platform (Viva engage), email, townhalls, employee forums and newsletters. Via these channels, employees are made aware of the financial and economic factors affecting the performance of the Group, and encouraged to fulfil their potential and to build positive working relationships within a flourishing and dynamic environment. All views are welcomed, and the Group routinely celebrates diversity across our global workforce, students and partners. Refer to the s172 report on pages 8 for details on how the Board of Directors engage with employees and take into account their interest when making key business decisions. The Group also incentivises certain roles' performance through various bonus and other reward systems relevant to their level and role.

Political contributions
The Group has not made any political donations or incurred any political expenditure during the year or prior year.

Business relationships
The Directors have had regard to the need to foster the Group's business relationships with suppliers, customers and others as discussed in the Section 172 report on page 10.

Directors' report

Going concern
Refer to the Going Concern review on page 6 of the Strategic Report.

Energy and carbon reporting
The Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018, which require the disclosure of greenhouse gas (GHG) emissions, became applicable to the Group in 2020. The Group is classified as a large group for the purposes of these regulations and has been required, from 1 January 2020 onwards, to report on its annual UK energy use and associated GHG emissions.

In determining these disclosures, the Directors have followed the 2019 UK Government Environmental Reporting Guidance and applied the GHG Protocol Corporate Accounting and Reporting Standard (Revised Edition). Emissions have been calculated using the UK Government's GHG Conversion Factors for Company Reporting 2019.

The Group has made no disclosures in respect of its operations outside of the UK.

The Group has disclosed Scope 1 and Scope 2 emissions on a location-based approach, relating to properties it leases and over which it has operational control for energy consumption. There are several other properties where the Group either occupies individual rooms within a larger building or leases space without direct metering or billing access. In these instances, the Group is unable to reliably measure the energy used. As such, the Group classifies these emissions as Scope 3 (indirect) and outside the scope of mandatory reporting under the current regulations. However, the Group has voluntarily disclosed electricity transmission emissions, which relate to purchased electricity, as Scope 3 data.

The Directors have chosen to report an intensity ratio of tonnes of CO2 per £1 million of revenue for the UK. This equals 7.0 tonnes of CO2 per £1 million of UK revenue (2023: 7.3 tonnes*), based on UK energy usage only.

		2024	2023
UK only consumption		**Tonnes CO_2**	**Tonnes CO_2**
Electricity consumption	Scope 2	258.6	246.0*
Electricity transmission	Scope 3	22.9	22.5*
Business mileage in staff private vehicles	Scope 3	19.9	13.1
Natural gas consumption	Scope 1	476.4	543.5*
Total		777.8	825.1

* 2023 figures have been revised from the prior year financial statements due to updated industry benchmarking techniques.

The only noticeable change was in respect of the year-on-year decrease in natural gas usage, reflecting deliberate efforts to reduce utilities in underutilised or vacant properties.

In response to employee feedback, the Directors introduced a hybrid flexible working policy and do not expect staff to return to full-time office-based work. Consequently, the Group reduced its office footprint in early 2023.

The Group has also implemented an Energy Savings Opportunity Scheme (ESOS) Phase 3 Action Plan, covering the period from December 2023 to December 2027. This plan outlines specific energy-saving initiatives, with expected impacts and implementation timelines. Annual progress updates are required to monitor delivery, and published records ensure transparency and accountability.

The Directors are actively exploring further opportunities to reduce the Group's carbon footprint and are considering pursuing ISO 14001 environmental accreditation within the next four years.

Directors' report

Events after the balance sheet date

On 28 August 2025 control of Study Group transferred from Ardian LBO Fund VI B S.L.P. ("Ardian") to funds managed by ICG PLC ("ICG"), who became the ultimate parent undertaking and controlling party of the Group.

On the same date, Study Group entered into an amendment of its existing Senior Facilities Agreement with its lenders HSBC, ICG and Bain Capital. The amendment extended all loan maturities to various dates between 31 May 2028 and 31 December 2028 and extended the date to which interest can be capitalised to coincide with the lending maturity dates, except for £10.0 million of the revolving credit facility (RCF), which bears interest at SONIA + 3.75%.

Following the amendment, the Group is subject only to a minimum liquidity covenant and a minimum EBITDA covenant, requiring liquidity to remain above £7.5 million on the last working day of each month from December 2025 to November 2026, £10.0 million from December 2026 to November 2027 and £15.0 million from each month end thereafter and EBITDA to exceed £0.0 million at June 2026, £5.0 million at December 2026, £10.0 million at June 2027, £15.0 million at December 2027, £17.5 million at June 2028 and £20.0 million at December 2028. These changes followed a £5.0 million equity injection from Ardian in February 2025 and a further £10.0 million cash injection from the Group's lenders in May 2025.

This new funding reflects the lenders' continued support for Study Group's growth strategy and management team.

Further detail is provided in the Going Concern assessment on Note 1.2.

Disclosure of information to auditor

Each of the persons who is a Director at the date of approval of this annual report confirms 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 he/she ought to have taken as a Director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006

Appointment of auditor

Following an extensive tender process, the Group appointed Crowe U.K. LLP as auditors for the Financial Year 2023 for the Group and certain subsidiaries that are subject to audit.

Approved / authorised on behalf of the Board of Directors

S Belfer	E Rodriguez-Falcon
Director	*Director*
Date: 8 September 2025	Date: 8 September 2025

Statement of corporate governance and internal control

This Statement of Corporate Governance and Internal Control has been written to outline Study Group Limited's governance and internal control arrangements as they were in the period covered by the financial statements. This Statement covers the financial year ending 31 December 2024.

Throughout the financial year, Study Group Limited ('the Company') was a subsidiary of SG Global Topco Limited. SG Global Topco Limited and its subsidiaries comprised 'Study Group'.

On 28 August 2025 the ultimate parent undertaking and controlling party of Study Group changed to funds managed by ICG PLC ("ICG"). This change was effected through SG Global Finco Limited (a subsidiary of SG Global Topco Limited and an intermediate holding company of Study Group Limited and its trading entities) selling all its shares in SG Global Midco Limited (also an intermediate holding company of Study Group Limited and its trading entities) to Voltaire Topco Limited, a company controlled by ICG, with minority shareholdings held by Bain Capital, Ardian, and management. From that date, Voltaire Topco Limited and its subsidiaries have comprised the Group known as "Study Group".

Corporate governance

Study Group Limited Board

The Study Group Limited Board ('the Board') was responsible for overseeing the legal and regulatory responsibilities for the Group's operation within the UK as the provider of Study Group's International Study Centres ('ISCs') in the UK.

The responsibilities for which the Board provided oversight of includes, but is not limited to:

- Governance;
- Academic quality and assurance;
- Student experience;
- Student welfare;
- Safeguarding and protection; and
- Inspections and regulatory reviews.

The Board was composed of the Directors of Study Group Limited:

- Alison Allden, Non-Executive Director;
- Sir Keith Burnett, Non-Executive Chairman;
- Robert Morgan, Non-Executive Director
- Simon Belfer
- Ian Crichton
- Ed Griffin
- James Pitman
- Elena Rodriguez-Falcon (appointed 25 July 2025)

Prior to appointment to the Board, members were required to undergo and successfully pass the internal fit and proper persons test; conducted in line with Study Group Limited's obligations under the Office for Students. In addition, Board meetings were attended by key personnel from the organisation as required.

The Board retained ultimate responsibility for ensuring compliance with applicable statutory and regulatory responsibilities, oversight of which was achieved via delegation through the committee structure and regular reporting. Ongoing conditions that are applicable to Study Group Limited as a result of its registration with the Office for Students were mapped to the governance processes and were included within board's terms of reference. The Board met quarterly; additional meetings were convened if required.

To ensure transparency, Study Group Limited publishes information relating to its corporate governance arrangements on its website.

The Board conducted its business through a number of committees. Terms of Reference for each committee were reviewed annually and approved by the Board.

Statement of corporate governance and internal control

Academic Board
The senior academic body that was responsible for the academic quality assurance and enhancement framework. Academic Board provided assurance to the Board of the effectiveness of academic governance.

Academic Board's governance framework included the Student Advisory Board; an advisory forum of student representatives from across the ISC network that provided an opportunity for the student voice to be heard directly by Academic Board and the Board. Academic Board met four times a year; additional meetings were convened if required.

Risk Group
Responsible for reporting and monitoring risk management across the global business, the Risk Group provides a forum for key stakeholders to review risk management across the group and gain assurance that risk is being adequately reported, managed and mitigated. Material risks are escalated, as warranted, to the Audit & Risk Committee, which is part of the Group's governance framework. Compliance Group meets monthly.

Compliance Group
Responsible for ensuring compliance in key areas, the Compliance Group provides a forum for key stakeholders to report on matters relating to compliance. Material compliance matters are escalated, as warranted, to the global Risk Group, which is part of the Group's governance framework. Compliance Group meets monthly.

Voltaire Topco Board (formerly SG Global Topco Board)

In addition to the bodies described above, there are a number of Group wide boards and committees that also provide functional oversight to Study Group Limited's activities. These include:

Audit and Risk Committee
The Voltaire Topco Board (formerly the SG Global Topco Board to 28 August 2025) delegates responsibility to the Audit and Risk Committee to review the work done by the internal finance team and external auditors, and matters relating the selection of appropriate accounting policies and the appointment and remuneration of the external auditor.

The Audit and Risk Committee is also responsible for monitoring, evaluating and addressing operational risk, including regulatory compliance, for the global Group. The committee is comprised of senior Group executives who regularly review performance against compliance and other operational performance metrics. The Committee is informed by the Risk Group additional meetings may be convened if required.

Management

Executive Committee
The Executive Committee ('ExCo') is responsible for the day-to-day management of the Group's affairs. It is led by the Group CEO, Ian Crichton. All members of the team have extensive experience in, and in-depth knowledge of, the education sector or the function that they lead.

The current members of the ExCo are as follows:

- Ian Crichton, Chief Executive Officer
- Simon Belfer, Chief Financial Officer
- Ruth Arnold, Executive Director, External Affairs
- July Behl, Executive Director, Partner Acquisition and Development
- Anthony Claridge, Executive Director, Partner Management & Operations, RoW
- Ed Griffin, Executive Director, Organisational Effectiveness
- Steve Goh, Chief Revenue Officer
- James Pitman, Executive Director
- Elena Rodriguez-Falcon, Provost and Chief Academic Officer
- Ravi Singh, Managing Director Global Admission and Student Services

Statement of corporate governance and internal control

UK/EU Executive Leadership
Leadership responsibility for UK/EU operations is primarily vested with the Provost and Chief Academic Officer, who is Chair of Academic Board and a member of the Executive Committee. Reporting to them are a team of senior executives with deep expertise in the education sector who are responsible for the day-to-day performance of all operations related to academic performance, and student experience and success. In addition, UK/EU operations are the beneficiary of Group support for all finance, legal and compliance, human resources, and IT matters.

Accountable Officer

Throughout the financial year, Study Group's designated Accountable Officer for the Office for Students was James Pitman, Executive Director. James Pitman is a member of the Executive Committee and a Director of Study Group Limited. At the meeting of the Board on 19 March 2025 it was agreed to transfer the role of accountable officer to Elena Rodriguez-Falcon, Provost and Chief Academic Officer for Study Group. Once the transfer of responsibilities associated with being accountable officer were formally confirmed Study Group notified the Office for Students (OfS) and on 12 August 2025 the appointment of Professor Rodriguez-Falcon as accountable officer was confirmed by OfS in a letter to our Chair Sir Keith Burnett.

The Provost and Chief Academic Officer is accountable for the academic standards at the Group and for ensuring that all Study Group students are afforded the opportunity to be successful. As such, this change has been proposed to better align the responsibilities that are associated with the role of accountable officer with the role of Provost and Chief Academic Officer. James Pitman will continue to be Executive Director and will remain a key member of the Executive Committee and Study Group Limited Board supporting Study Group through the provision of his knowledge and expertise at these governance bodies.

Internal control

The Group Board ensures the Group adheres to relevant control frameworks in all the regions in which it operates. Risk is identified and managed on an ongoing basis as delegated to boards/committees described above, in line with their terms of reference, and reported back to Study Group Limited Board (the governing body) who retains responsibility.

The Group maintains and monitors a system of internal controls at a functional level, including financial, legal and regulatory controls. For the UK/EU operations, the Risk Group and Compliance Group, described above, meet regularly and monitor the internal controls for Study Group Limited and other Group companies in the UKEU region. The Risk Group includes a RAG rating of both the likelihood and impact of an identified potential area risk, reports up to the Voltaire Topco Board (formerly SG Global Topco Board to 28 August 2025) Audit and Risk Committee, as appropriate, and submits a report to each Study Group Limited Board meeting.

Study Group Limited's governance arrangements are regularly reviewed by the Board, with external input from independent consultants as required.

The Group's anti-fraud and anti-bribery policies are regularly reviewed, and training is provided to all staff to include refresher training at set frequencies.

The Operations Committee is responsible for:
- Reviewing and monitoring the Group financial control framework
- Reviewing the Group enterprise risk profile as provided by the ERM Committee
- Reviewing the performance and independence of the external auditors and making recommendations in terms of appointment, remuneration and scope of the auditors
- Monitoring and reviewing the integrity of financial statements
- Reviewing suitability of accounting policies adopted by the Group and any recommended changes
- Reviewing and approving the audited Financial Statements for the Group and the Company

Statement of corporate governance and internal control

Activity conducted by the Audit and Risk Committee includes:

- Assessing risk and trends at a macro level to inform strategy and resource allocation as needed to address risks that could impair Company performance
- Ensuring alignment across the Company on priorities, as they relate to risk management
- Monitoring and assessing risk mitigation activities for effectiveness
- Coordinating with the Group Board, as appropriate, on risk management strategies

The Group system of financial controls includes:

- Financial authorisation responsibilities assigned within Delegation of Authority policy
- Established annual budget and quarterly rolling forecast process which is reviewed monthly against actual performance and reviewed at all levels where responsibility for financial management has been assigned
- Regular balance sheet reconciliation and review processes
- Monthly rolling cash flow forecasting and rolling weekly 12-week liquidity projections
- Regular review and forecasting to ensure compliance with the Group's banking covenants
- Appropriate capital investment control guidelines and formal project management disciplines
- Formal procedures established for reporting significant control failures and ensuring appropriate corrective action
- Appropriate action taken on any control weaknesses or recommendations identified by the Group's auditor and reported to the Audit Committee

The Chief Financial Officer reports to each Study Group Limited Board meeting on the financial position of both the Group and the Company.

The external auditors report to the Audit Committee at least twice a year. There are no significant internal control weaknesses or failures that have arisen during the financial year ending 31 December 2024, as well as the period up to the approval of these financial statements.

Statement of Directors' responsibilities in respect of the annual report and the financial statements

The Directors are responsible for preparing the Annual 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 group financial statements in accordance with International Financial Reporting Standards (IFRSs) in conformity with the requirements of the Companies Act 2006 and the parent company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 101 "Reduced Disclosure Framework".

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing the parent company financial statements, the Directors are required to:

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

In preparing the group financial statements, International Accounting Standard 1 requires that Directors:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the company's ability to continue as a going concern.

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.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

On behalf of the Board of Directors

S Belfer	E Rodriguez-Falcon
Director	*Director*
Date: 8 September 2025	Date: 8 September 2025

Independent Auditor's Report to the Members of Study Group Limited

Opinion

We have audited the financial statements of Study Group Limited (the "parent company") and its subsidiaries (the "group") for the year ended 31 December 2024 which comprise the consolidated statement of comprehensive income, the consolidated and parent company statements of financial position, the consolidated and parent company statements of changes in equity, the consolidated cash flow statement and the related notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and UK-adopted international accounting standards in conformity with the requirements of the Companies Act 2006. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 Reduced Disclosures Framework (United Kingdom Generally Accepted Accounting Practice).

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2024 and of the group's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with UK-adopted international accounting standards;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 Reduced Disclosure Framework; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to going concern

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

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group and 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 contained within the annual report. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report 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.

Independent Auditor's Report to the Members of Study Group Limited

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.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion based on the work undertaken in the course of our 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.

Opinions on other matters prescribed by the Office for Students (OfS) "Regulatory Advice 9: Accounts Direction"

No funds have been provided to the Company by the OfS and UK Research and Innovation (including Research England), the Education and Skills Funding Agency and the Department of Education. In our opinion, in all material respects, the requirements of the OfS's accounts direction applicable to companies that are not in receipt of funds by the OfS and Research England have been met.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

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

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

Responsibilities of directors

As explained more fully in the statement of directors' responsibilities set out on page 20, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Independent Auditor's Report to the Members of Study Group Limited

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:

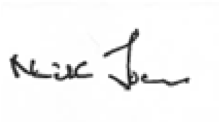
- We obtained an understanding of the legal and regulatory frameworks that are applicable to the group and the procedures in place for ensuring compliance. These included the Companies Act 2006, applicable accounting standards, HMRC tax legislation, and the Office for Students Accounts Direction 2019.
- As part of our audit planning process, we assessed the different areas of the financial statements, including disclosures, for the risk of material misstatement. This included considering the risk of fraud where direct enquiries were made with management concerning whether they had any knowledge of any actual or suspected fraud and their assessment of the susceptibility to fraud. We considered the risk to be greater in areas involving significant management estimation or judgement, including those impacting revenue recognition and management override of controls. Based on this assessment we designed audit procedures to focus on these specific areas.
- We held discussions with Group Legal Counsel, the Director of Risk Management and other staff members outside of the finance function and inspected related correspondence to gain an understanding of areas of fraud risk and any instances of non-compliance with laws and regulations.
- We assessed the design and implementation of controls over significant audit risks and obtained an understanding of the Group's financial reporting process.
- We tested the appropriateness of journal entries throughout the year by vouching a risk-based sample of journals to supporting documentation and explanations.
- A detailed review of the Group's year end adjusting entries was performed. Any items that appeared unusual in nature or amount were vouched to supporting documentation.
- We performed a detailed review of financial statements disclosures to ensure these were complete, having regard to the explanations and information received in the course of the audit.
- We obtained a list of related parties from management and performed audit procedures to identify undisclosed related parties.
- We considered the narrative and presentation of matters in the front section of the annual report in adherence to GAAP requirements and OfS regulation requirements, specifically 'Regulatory advice 9: Accounts direction' and 'Regulatory advice 14: Guidance for providers for the Annual Financial Return'.

A further description of our responsibilities for the audit of the financial statements 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 Study Group Limited

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.



Nick Jones
Senior Statutory Auditor
For and on behalf of
Crowe U.K. LLP
Statutory Auditor
London

8 September 2025

Consolidated statement of comprehensive income
for the year ended 31 December 2024

	Note	Before Exceptional and Other Items 2024 £000	Exceptional and Other Items (note 7) 2024 £000	Total 2024 £000	Before Exceptional and Other Items 2023 £000	Exceptional and Other Items (note 7) 2023 £000	Total 2023 £000
Revenue	*2*	**112,159**	**-**	**112,159**	112,752	-	112,752
Cost of sales		**(48,841)**	**-**	**(48,841)**	(54,891)	-	(54,891)
Gross profit		**63,318**	**-**	**63,318**	57,861	-	57,861
Administrative expenses		**(58,721)**	**(12,510)**	**(71,231)**	(67,830)	205	(67,625)
EBITDA*		**4,597**	**(12,510)**	**(7,913)**	(9,969)	205	(9,764)
Impairment and gain/(loss) on disposal of fixed assets		**-**	**(8,647)**	**(8,647)**	-	(447)	(447)
Depreciation and amortisation		**(10,566)**	**-**	**(10,566)**	(9,713)	-	(9,713)
Operating loss	*4*	**(5,969)**	**(21,157)**	**(27,126)**	(19,682)	(242)	(19,924)
Interest receivable and similar income	*8*	**214**	**-**	**214**	255	-	255
Interest payable and similar charges	*9*	**(3,231)**	**-**	**(3,231)**	(3,115)	-	(3,115)
Loss before taxation		**(8,986)**	**(21,157)**	**(30,143)**	(22,542)	(242)	(22,784)
Taxation	*10*	**112**	**-**	**112**	(37)	-	(37)
Loss for the year after taxation from continuing operations		**(8,874)**	**(21,157)**	**(30,031)**	(22,579)	(242)	(22,821)
Total comprehensive loss for the year		**(8,874)**	**(21,157)**	**(30,031)**	(22,579)	(242)	(22,821)

The Group incurred no other comprehensive income or expense in the year.
The accompanying notes on pages 29 to 58 form an integral part of these financial statements.
*EBITDA is defined as operating profit or loss before depreciation, amortisation and impairment

Consolidated statement of financial position
As at 31 December 2024

	Note	2024 £000	2023 £000
Non-current assets			
Intangible assets	*11*	**6,514**	7,147
Property, plant and equipment	*12*	**2,502**	2,783
Right-of-use assets	*13*	**39,373**	32,827
Finance lease receivables	*15*	**3,713**	4,280
Trade and other receivables	*17*	**159,195**	126,410
		211,297	173,447
Current assets			
Trade and other receivables	*17*	**43,625**	41,476
Cash and cash equivalents		**10,180**	10,539
Finance lease receivables	*15*	**702**	1,224
		54,507	53,239
Current liabilities			
Deferred income		**65,253**	63,937
Trade and other payables	*18*	**100,057**	84,135
Current tax liabilities		**1,022**	728
Provisions	*19*	**6,198**	93
Obligations under lease liabilities	*20*	**9,165**	10,651
		181,695	159,544
Net current liabilities		**(127,189)**	(106,305)
Non-current liabilities			
Provisions	*19*	**8,246**	2,418
Obligations under lease liabilities	*20*	**70,135**	58,965
		78,381	61,383
Net assets		**5,728**	5,759
Equity			
Share capital	*22*	**2,040**	2,040
Capital contribution reserve		**40,000**	10,000
Retained earnings		**(36,312)**	(6,281)
Total equity		**5,728**	5,759

The financial statements and notes on pages 29 to 58 were approved by the Board of Directors and authorised for issue on 8 September 2025 and were signed on its behalf by S Belfer and E Rodriguez-Falcon. The accompanying notes form an integral part of these financial statements.

S Belfer
Director
Study Group Limited, Registered no. 02325576

E Rodriguez-Falcon
Director
Study Group Limited, Registered no. 02325576

Consolidated statement of changes in equity for the year ended 31 December 2024

2024	**Ordinary share capital £000**	**Capital contribution reserve £000**	**Retained earnings £000**	**Total equity £000**
Balance at 1 January 2024	2,040	10,000	(6,281)	5,759
Capital contribution	-	30,000	-	30,000
Loss and total comprehensive loss	-	-	(30,031)	(30,031)
Balance at 31 December 2024	**2,040**	**40,000**	**(36,312)**	**5,728**

2023	**Ordinary share capital £000**	**Capital contribution reserve £000**	**Retained earnings £000**	**Total equity £000**
Balance at 1 January 2023	2,040	-	16,540	18,580
Capital contribution	-	10,000	-	10,000
Loss and total comprehensive loss	-	-	(22,821)	(22,821)
Balance at 31 December 2023	2,040	10,000	(6,281)	5,759

The accompanying notes on pages 29 to 58 form an integral part of these financial statements.

Consolidated cash flow statement
for the year ended 31 December 2024

	Notes	**2024 £000**	2023 £000
Operating activities			
Cash inflow generated from operations (below)		**16,936**	21,103
Interest received	*8*	**1**	15
Interest paid and financing costs	*9*	**(3)**	(1)
Tax paid		**(29)**	-
Net cash inflow generated from operating activities		**16,905**	21,117
Investing activities			
Purchase of intangible assets	*11*	**(3,203)**	(5,395)
Purchase of property, plant and equipment	*12*	**(1,329)**	(727)
Interest income on lease receivables	*8*	**213**	240
Net outflow from investing activities		**(4,319)**	(5,882)
Financing activities			
Repayment of principal portion of lease liabilities		**(10,720)**	(8,629)
Interest element of lease payments	*9*	**(3,228)**	(3,114)
Cash received from the principal portion of lease receivables		**1,253**	1,107
Net outflow from financing activities		**(12,695)**	(10,636)
Net (decrease)/increase in cash and cash equivalents		**(109)**	4,599
Cash and cash equivalents at the beginning of the financial year		**10,539**	9,846
Effect of exchange rate movements		**(250)**	(3,906)
Cash and cash equivalents at 31 December		**10,180**	10,539

Cash inflow generated from operating activities			
Loss on ordinary activities before taxation		**(30,143)**	(22,784)
Adjustment for:			
Interest expense	*9*	**3,231**	3,115
Amortisation and depreciation	*4*	**10,566**	9,713
Unrealised foreign exchange (gain)/loss	*4*	**(2,181)**	3,587
Impairment/(reversal of impairment) of fixed assets	*4*	**8,932**	(666)
(Loss)/profit on disposal of fixed assets	*4*	**(285)**	1,113
Interest income	*8*	**(214)**	(255)
(Increase)/decrease in trade and other receivables	*17*	**(4,931)**	29,155
Increase in deferred income		**1,316**	6,556
Increase/(decrease) in provisions	*19*	**11,933**	(258)
Increase/(decrease) in trade and other payables	*18*	**18,712**	(8,173)
Cash inflow generated from operations		**16,936**	21,103

Non-cash transactions during the year comprised of right-of-use assets and liabilities which are disclosed within notes 13 and 20, Provisions which are disclosed in note 19, and a capital contribution which represented the capitalisation of intercompany balances.

The accompanying notes on pages 29 to 58 form an integral part of these financial statements.

Notes to the financial statements for the year ended 31 December 2024

1 Accounting policies

1.1 General information

Study Group Limited was incorporated on 6 December 1988 and is a private company limited by shares incorporated in the United Kingdom under the Companies Act 2006 and is registered in England and Wales. The registered number is 02325576 and the registered address is Britannia House, 21 Station Street, Brighton, BN1 4DE, UK. The Group financial statements were authorised for issue by the Board of Directors on 8 September 2025.

Accounting policies for the year ended 31 December 2024

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

1.2 Basis of preparation

These financial statements of the Group, which comprise the Consolidated Statement of Financial Position, Consolidated Statement of Comprehensive Income, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes thereto, have been prepared in accordance with the UK-adopted International Accounting Standards (UK-IAS) with the requirements of the Companies Act 2006 as applicable to companies reporting under those standards.

The consolidated financial statements have been prepared under the historical cost convention, except for financial assets and financial liabilities at fair value through profit or loss.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 1.20.

The Company's intermediate parent undertaking, SG Global Midco Limited includes the Company in its consolidated financial statements. The consolidated financial statements of SG Global Midco Limited are prepared in accordance with International Financial Reporting Standards as adopted by the EU and will be made available in due course from its registered office at Britannia House, 21 Station Street, Brighton, BN1 4DE, UK.

Going concern

Due to Study Group-wide financing arrangements, going concern is assessed at the consolidated Study Group level. Up to 28 August 2025 this comprised SG Global Topco Limited and its subsidiaries; from 28 August 2025 it comprises Voltaire Topco Limited and its subsidiaries.

The Directors of SG Global Topco Limited, and from 28 August 2025 the Directors of Voltaire Topco Limited, together with the support of Study Group's shareholders and lenders, have taken timely actions to ensure that Study Group remains in compliance with its Senior Facilities Agreement and has access to sufficient committed funding to meet its liabilities as they fall due for a period of at least 12 months from the date of signing these financial statements.

Positive cash headroom under committed facilities is forecast throughout the Group's going concern assessment period to 30 September 2026, and the Directors of Study Group Limited consider it appropriate to continue to adopt the going concern basis of preparation. This conclusion is based on positive growth expectations across Study Group, including continued growth in UK and EU International Study Centres (ISCs) and new initiatives such as a new managed campus in London in partnership with the University of Huddersfield, alongside the mobilisation of new programmes in China, Bahrain, and the Kingdom of Saudi Arabia.

In forming their view, the Directors have considered the impact of a change in ownership that took place on 28 August 2025 when control of Study Group transferred from Ardian LBO Fund VI B S.L.P. ("Ardian") to funds managed by ICG PLC ("ICG"). On the same date, Study Group entered into an amendment of its existing Senior Facilities Agreement with its lenders HSBC, ICG and Bain Capital. The amendment included an extension of all lending maturities to various dates between 31 May 2028 and 31 December 2028 and an extension of the period during which interest may be capitalised to coincide with the lending maturity dates, except for £10.0 million of the revolving credit facility (RCF), for which interest is payable at SONIA + 3.75%.

Notes to the financial statements for the year ended 31 December 2024

1. Accounting policies *(continued)*

1.2 Basis of preparation *(continued)*

Going concern *(continued)*

Following this amendment, the only financial covenants in place during the going concern period are a minimum liquidity covenant and a minimum EBITDA covenant, requiring liquidity to remain above £7.5 million at each month-end from December 2025, and EBITDA to exceed £0.0 million as at June 2026. The amendment followed a £5.0 million cash injection from Ardian in February 2025 and a further £10.0 million investment from Study Group's lenders in May 2025. This additional funding reflects continued confidence in Study Group's growth strategy and leadership.

Looking ahead to September 2026, management have modelled a base case and two illustrative downside scenarios. The base case reflects the Board-approved budget and three-year plan and assumes 20% student volume growth in 2026. The downside scenarios assume 10% and 0% student volume growth, respectively. Under all three scenarios, Study Group maintains positive liquidity throughout the going concern period. During Study Group's typical seasonal low cash point in spring 2026, up to £10 million of temporary liquidity support may be required, which the lenders have formally committed to provide via a letter of support if necessary.

Current forecasts for 2025 are in line with the base case, which management expects to be achieved. The Directors consider the downside scenarios to be remote. In any reasonably possible scenario where student volumes fall below budget but remain above downside case levels, Study Group would still maintain sufficient committed liquidity to meet its obligations as they fall due.

Based on these factors and Study Group's financial forecasts, the Directors have concluded that Study Group Limited has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis of preparation in these financial statements.

Basis of consolidation

Subsidiaries
Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. In assessing control, the Group takes into consideration potential voting rights that are currently exercisable. The acquisition date is the date on which control is transferred to the acquirer. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. All intra-group transactions, balances, income and expenses are eliminated on consolidation.

1.3 Foreign currency

Items included in the financial statements of each of the Group's entities and branches are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Pound Sterling, which is the Company's functional and the Group's presentation currency.

Transactions denominated in foreign currencies are recorded in Pound Sterling at the exchange rates ruling at the date of the transaction. Foreign exchange gains and losses resulting from such transactions are recognised in the Statement of Comprehensive Income, except when deferred in equity as qualifying cash flow hedges. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rates ruling at the balance sheet date and any exchange differences are taken to the Statement of Comprehensive Income.

Foreign exchange gains and losses relating to foreign currency loans and other foreign exchange adjustments are included within finance income and expenses.

On consolidation, incomes and cash flows of foreign subsidiaries and branches are translated into Pound Sterling using average rates that existed during the accounting year. The balance sheets of foreign subsidiaries and branches are translated into Pound Sterling at the rates of exchange ruling at the balance sheet date. Gains or losses arising on the re-translation of opening and closing net assets are recognised in the Statement of Comprehensive Income.

Notes to the financial statements for the year ended 31 December 2024 *(continued)*

1 Accounting policies *(continued)*

1.4 Non-derivative financial instruments

Financial assets and financial liabilities are recognised in the Group's balance sheet when the Group becomes a party to the contractual provisions of the instrument.

Financial assets
All financial assets are normally recognised and de-recognised on a trade date basis where the purchase or sale of a financial asset is under a contract whose terms require delivery of the financial asset within the timeframe established by the market concerned and are initially measured at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit and loss, which are initially measured at fair value. On de-recognition, however, where a specific transaction is entered into with a counterparty that is judged to carry a high credit or liquidity risk, then the Directors may determine that de-recognition of the financial asset shall be based on settlement date rather than trade date, with any realised gain or loss taken to the income statement on date of settlement.

Financial assets that are within the scope of IFRS 9 are required to be classified and measured subsequently at amortised cost, fair value through other comprehensive income ('FVTOCI') or fair value through profit and loss ('FVTPL') on the basis of the Group's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

Specifically:

- debt instruments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal amount outstanding, are measured subsequently at amortised cost;
- debt instruments that are held within a business model whose objective is both to collect the contractual cash flows and to sell the debt instruments, and that have contractual cash flows that are solely payments of principal and interest on the principal amount outstanding, are measured subsequently at FVTOCI; and
- all other debt investments and equity investments are measured subsequently at FVTPL.

Despite the foregoing, the Group may make the following irrevocable election/designation at initial recognition of a financial asset:

- the Group may irrevocably designate a debt investment that meets the amortised cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

Effective interest method
The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and amounts paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL.

Classes of financial asset
The Group classifies its financial assets as at amortised cost only if both of the following criteria are met:

- the asset is held within a business model whose objective is to collect the contractual cash flows, and
- the contractual terms give rise to cash flows that are solely payments of principal and interest.

Trade and other receivables that have fixed or determinable payments that are not quoted in an active market are classified at amortised cost. Trade and other receivables are measured at amortised cost using the effective interest method, less any impairment. Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

Financial assets at FVTOCI are stated at fair value, with any gains or losses arising on re-measurement recognised in other comprehensive income.

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on re-measurement recognised in the income statement. The net gain or loss recognised in the income statement incorporates any dividend or interest earned on the financial asset and is included in the "other gains and losses" line item in the income statement.

Notes to the financial statements for the year ended 31 December 2024

1 Accounting policies *(continued)*

1.4 Non-derivative financial instruments *(continued)*

Impairment of financial assets
Financial assets, other than those at FVTPL, are assessed for indicators of impairment at each balance sheet date. In accordance with IFRS 9 impairment of financial assets is based on an expected credit loss ('ECL') model. The ECL model requires the Group to account for ECLs and changes in those ECLs at each reporting date to reflect changes in credit risk since initial recognition of the financial assets. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected, IFRS 9 also requires current and future events to be considered when making an impairment assessment.

IFRS 9 requires the Group to measure the loss allowance for a financial instrument at an amount equal to the lifetime ECLs if the credit risk on that financial instrument has increased significantly since initial recognition, or if the financial instrument is a purchased or originated credit impaired financial asset.

However, if the credit risk on a financial instrument has not increased significantly since initial recognition (except for a purchased or originated credit impaired financial asset), the Group is required to measure the loss allowance for that financial instrument at an amount equal to 12 months ECL. IFRS 9 also requires a simplified approach for measuring the loss allowance at an amount equal to lifetime ECL for trade receivables, contract assets and lease receivables in certain circumstances.

For all financial assets, including finance lease receivables, objective evidence of impairment could include:
- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial reorganisation.

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period, as well as observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in the statement of comprehensive income.

Derecognition of financial assets
The Group de-recognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Financial liabilities and equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

Financial liabilities
Financial liabilities are classified as either "financial liabilities at FVTPL" or "other financial liabilities".

Notes to the financial statements for the year ended 31 December 2024

1 Accounting policies *(continued)*

1.4 Non-derivative financial instruments *(continued)*

Financial liabilities at FVTPL
Financial liabilities are classified as at FVTPL when the financial liability is either held for trading or it is designated as at FVTPL on initial recognition.

A financial liability is classified as held for trading if:
- it has been incurred principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:
- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives and IFRS 9 Financial Instruments permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on re-measurement recognised in the income statement. The net gain or loss recognised in the income statement incorporates any interest paid on the financial liability and is included in the "other gains and losses" line item in the statement of comprehensive income.

Other financial liabilities
Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs. Other financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Derecognition of financial liabilities
The Group de-recognises financial liabilities when the Group's obligations are discharged, cancelled or they expire.

1.5 Property, plant and equipment

Fixed assets are shown at historical cost less accumulated depreciation and impairment losses. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use.

Repairs and maintenance are expensed as incurred, while major renovations and improvements are capitalised as fixed assets and depreciated over their estimated useful lives.

Depreciation is charged to the profit and loss account on a straight-line basis over the estimated useful lives of each part of an item of tangible fixed assets. Land is not depreciated. The estimated useful lives are as follows:
- leasehold property improvements over life of lease
- computer equipment 3 years
- fixtures and fittings 5 years

Depreciation methods, useful lives and residual values are reviewed at each balance sheet date.

1 Accounting policies *(continued)*

1.6 Intangible assets

Intangible assets acquired separately

Intangible assets acquired separately are recorded at cost less accumulated amortisation and accumulated impairment losses. Amortisation is charged to the Statement of Comprehensive Income on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method is reviewed at the end of each annual reporting period, with any changes in these accounting estimates being accounted for on a prospective basis.

Internally-generated intangible assets

An internally-generated intangible asset arising from software and course development is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The Group expenses implementation, configuration and customisation costs incurred in instances where it does not have control over the software code. Customisation costs where the Group has control over the software code continues to be capitalised and amortised over its useful life.

Where control can be demonstrated, the amount initially recognised for internally generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Subsequent to initial recognition, internally generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

The following useful lives have been determined for internally generated intangible assets:

- course development — Life of centre contract
- software development costs — 3-5 years
- centre contracts — Life of centre contract

1.7 Leases

The Group as lessee

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets (such as laptops, photocopiers, small items of office furniture and telephones). For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- The amount expected to be payable by the lessee under residual value guarantees;
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

1 Accounting policies *(continued)*

1.7 Leases *(continued)*

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate;
- The lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used); and
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses. At the end of each reporting period, the Group assesses whether there is any indication that a right-of-use asset may be impaired under IAS 36. If there is an indication of impairment, the asset will be written down to its recoverable amount.

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under IAS 37. To the extent that the costs relate to a right-of-use asset, the costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented as a separate line in the balance sheet.

The Group applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the ‘property, plant and equipment’ policy.

Variable rents that do not depend on an index or rate are not included in the measurement the lease liability and the right-of-use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs and are included in the line “Administrative expenses” in profit or loss.

As a practical expedient, IFRS 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement. The Group has elected to apply this to leases of student accommodation and motor vehicles only. For contracts that contain a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group as lessor

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Group is an intermediate lessor, it accounts for the head lease and the sub-lease as two separate contracts. The sub-lease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group’s net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group’s net investment outstanding in respect of the leases.

Notes to the financial statements for the year ended 31 December 2024

1 Accounting policies *(continued)*

1.8 Impairment of non-current assets

Assets that are subject to amortisation are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying value exceeds its recoverable amount, which is considered to be the higher of value in use and fair value less costs to sell. In order to assess impairment, assets are grouped into the lowest levels for which there are separately identifiable cash flows (cash-generating units). Cash flows used to assess impairment are discounted using appropriate rates taking into account the cost of capital and any risks relevant to those assets.

1.9 Provisions

Provisions are measured at the value of management's best estimate of the expenditure required to settle the present obligation at the balance sheet date. If material, provisions are determined by discounting the expected future cash flows of the Group at rates that reflect current market assessments of the time value of money.

Provisions for onerous contracts are recognised when the Group believes that the unavoidable costs of meeting or exiting the contractual obligations exceed the economic benefits expected to be received under the contract.

1.10 Taxation

Corporation tax, where payable, is provided on taxable profits at the current rate.

Deferred tax is provided on all temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry-forward of unused tax assets and unused tax losses can be utilised. The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date. Tax relating to items recognised directly in equity is recognised in equity and not in the statement of comprehensive income. Deferred tax assets and liabilities have not been discounted.

1.11 Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits at all banks, other liquid investments with original maturities of three months or less and bank overdrafts. Bank overdrafts or loans where there is no right of set off are shown within borrowings in current or non-current liabilities on the balance sheet as appropriate.

1.12 Employee benefits

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which the Group pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in the profit and loss account in the periods during which services are rendered by employees.

1.13 Share capital and share premium

Ordinary shares issued are shown as share capital at nominal value. The premium received on the issuance of shares in excess of the nominal value is shown as share premium within shareholders' equity. Capital contributions are recognised within the Capital Contribution reserve within shareholders' equity when received by the Company.

Notes to the financial statements for the year ended 31 December 2024

1 Accounting policies *(continued)*

1.14 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of services in the ordinary course of the Group's activities. Revenue is shown net of sales taxes and discounts. Revenue is recognised as follows, in accordance with the principles of IFRS 15:

- Tuition revenue is generated from education courses provided to students and is recognised over time as the courses are provided, with performance obligations being satisfied as the course is delivered. Discounts and bursaries given to students are netted against tuition revenue. Payments from students are due in accordance with agreed payment terms for that particular course and education provider. Pre-payments for courses are treated as deferred revenue and amortised over the duration of the course. Refunds will be granted to students in accordance with the agreed refund policies for each University partner.
- Accommodation revenue is generated from accommodation provided to students and is recognised over time as it is provided. Payments from students are due in accordance with agreed payment terms for the accommodation provided. Prepayments for accommodation are treated as deferred revenue and amortised over the duration of stay. Refunds will be granted to students in accordance with the agreed refund policies for each University partner.
- Matriculation or placement revenue from University Partners is recognised when the Group’s performance obligations are met, which is the point at which matriculation or placement of the student is confirmed. The revenue is recognised for all semesters and years, with an estimate of subsequent year amounts being made by taking into account average progression rates. Payment is due in accordance with agreed payment terms with that particular University. Study Group is entitled to payment once the student enrols on their course, and there is no obligation for a refund should the student fail to complete the course.
- Other revenue is recognised in line with IFRS 15 and when the performance obligations have been met.

1.15 Student acquisition costs

Commission and bonuses paid to third party agents, where the Group has a right to claw back the payments in the event the student leaves before completion of their course, are deferred on the balance sheet and recognised over the same period as the related student revenue. Payments made where the Group has no recourse to claw them back are expensed as they are earned by the third party.

1.16 Expenses

Interest receivable and interest payable

Interest payable and similar charges include interest payable, finance charges on finance leases recognised in profit or loss using the effective interest method, unwinding of the discount on provisions, and net foreign exchange losses that are recognised in the profit and loss account (see foreign currency accounting policy). Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that takes a substantial time to be prepared for use, are capitalised as part of the cost of that asset.

Other interest receivable and similar income include interest receivable on funds invested and net foreign exchange gains. Interest income and interest payable is recognised in profit or loss as it accrues, using the effective interest method. Dividend income is recognised in the profit and loss.

1.17 Exceptional and other items

Due to their material nature, certain exceptional and other non-trading or non-recurring items have been classified separately in order to aid the understanding of the reader. Exceptional items comprise, inter alia, impairment charges, restructuring costs and costs associated with material financing, acquisition, or disposal transactions. Other items include strategic investments which comprise upfront investments for the benefit of future years, non-executive Director fees and unrealised foreign exchange gains or losses that the Directors believe are beneficial to strip out when analysing the underlying trading result for the year.

Notes to the financial statements for the year ended 31 December 2024

1 Accounting policies *(continued)*

1.18 Financial risk management

The Group's operations expose it to a variety of financial risks that include the effects of changes in foreign currency exchange rates, credit risk and its liquidity position. The Group has in place a risk management programme that seeks to limit adverse effects on the financial performance of the Group which is outlined in the Directors' report. The fair values of short-term deposits, loans and overdrafts with a maturity of less than one year are assumed to be approximate to their book values.

1.19 Accounting for government grants

In various circumstances the Group can be entitled to and has been in receipt of a number of different grants and financial support packages from various government bodies across the territories in which it operates. The Group looks to apply IAS 20 accounting for government grants. Accordingly the Group has reviewed the conditions of each of these schemes individually and has interpreted the conditions in accordance with IAS 20. Broadly the grants fall into one of the following categories:

- In the circumstances where the Group acts as an agent on behalf of the local government and is distributing financial support to its employees whilst they are unable to undertake their normal duties, the timing of receipts and payments are flowed through the Statement of Financial Position and there is no impact to the Statement of Comprehensive Income.
- In the situation where the Group receives support from the relevant government in terms of a wage or other cost subsidy for which there is no requirement, contingent or otherwise, to repay such financial support at a later stage, the Group treats the grant as revenue in the Statement of Comprehensive Income to the extent that it becomes permanently entitled to that revenue, and such that it is matched against the relevant costs incurred. Otherwise the liability is held on the Statement of Financial Position.

1.20 Critical accounting judgements and key sources of estimation uncertainty

In applying the Group's accounting policies, which are described above, the Directors are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognised and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Key areas of judgement

Going concern
Judgements made relating to the Directors' going concern assessment is detailed in the Strategic Report on page 6. This is considered a critical accounting judgement due to the level of uncertainty around future forecasts.

Exceptional and other items
Judgements are required as to whether items are disclosed as exceptional or other items, with consideration given to both quantitative and qualitative factors. Further information about the determination of exceptional and other items in the year ended 31 December 2024 is included in Note 7.

Key sources of estimation uncertainty

Right of use assets
Annually the Group tests whether right of use assets and intangible assets have suffered any impairment, in accordance with the accounting policy stated in Note 1.6 and 1.7. The recoverable amounts of right of use and intangible assets have been determined based on value-in-use calculations. These calculations require management to make an estimate of the expected future cash flows from cash-generating leases and underlying assets, which creates estimation uncertainty.

Notes to the financial statements for the year ended 31 December 2024

1 Accounting policies *(continued)*

Key sources of estimation uncertainty *(continued)*

Onerous contract provision
In accordance with Note 1.9 provisions for onerous contracts are recognised when the Group believes that the unavoidable costs of meeting or exiting the contractual obligations exceed the economic benefits expected to be received under the contract. These calculations require management to make an estimate of the expected economic benefits and the unavoidable costs. Further details are set out in Note 19.

1.21 Revisions to IFRS not applicable in 2024

At the date of authorisation of these financial statements, the Group has not applied the following new and revised IFRS Standards that have been issued but are not yet effective and in some cases had not yet been adopted by the EU:

Effective date 1 January 2025

- Lack of Exchangeability (Amendments to IAS21)

The Directors do not expect that the adoption of the amendments to the existing Standards listed above will have a material impact on the consolidated financial statements of the Group in future periods.

2 Revenue

All revenue in current and prior year relates to the provision of educational services and arises in the UK and Europe and is recognised over time.

Additional disclosure required by Office for Students:

The Company is registered with the Office for Students ('OfS') in regard to its University Pathways (International Study Centres) offering. As part of the ongoing requirements of registration the following disclosures are required in respect of grant and fee income:

	2024	2023
	£000	£000
Continuing operations		
Fee income for taught awards	**34,923**	36,550
Fee income from non-qualifying courses	**55,833**	52,706
Other income	**21,403**	23,496
Total revenue	**112,159**	112,752

3 Segmental analysis

The primary reportable segments of the Group have been identified as UK & Europe Pathways and Rest of World. The Rest of World segment is new for 2024 and comprise of new partnerships in Middle East, China and South Korea. The numbers are immaterial in 2024 and hence are not reported separately in these financial statements. This is in line with the internal reporting of the Group's performance to the Chief Operating Decision Maker, ('CODM') identified as Study Group's CEO, Ian Crichton.

Notes to the financial statements for the year ended 31 December 2024

4 Operating loss

Included in the statement of comprehensive income in respect of the continuing business are the following:

	2024	2023
	£000	£000
Depreciation of tangible assets	1,148	1,731
Depreciation of right-of-use-assets	5,989	5,859
Amortisation of intangible assets	3,429	2,123
Impairment/(impairment reversal) of tangible assets	361	(440)
Impairment of intangible assets	285	-
Impairment/(impairment reversal) of right-of-use assets	8,286	(226)
(Gain)/loss on disposal of right-of-use assets	(285)	1,113
Unrealised foreign exchange (gain)/loss	(2,181)	3,587
Allowance for bad debt	245	262

Auditor's remuneration

Fees payable to the Company's auditor Crowe LLP for the audit of the parent and consolidated accounts were £0.2 million (2023: £0.1 million). Fees payable for the audit of the subsidiaries were £0.02 million (2023: £0.03 million). Amounts receivable by the Group's auditor and its associates in respect of services to the Group and its associates, other than the audit of the Group's financial statements, were £nil (2023: £nil).

5 Staff numbers and costs

The monthly average number of persons employed by the Group (including Directors employed by the Group) during the year, analysed by category, was as follows:

	Number of employees	
	2024	2023
Teaching	542	553
Sales and administration	250	249
	792	802

The aggregate payroll costs of these persons were as follows:	2024	2023
	£000	£000
Wages and salaries	26,472	26,638
Social security costs	2,057	2,306
Contributions to defined contribution plans (Note 21)	1,107	1,125
	29,636	30,069

Notes to the financial statements for the year ended 31 December 2024

5 Staff numbers and costs *(continued)*

Additional disclosure required by Office for Students:

The Company is registered with the Office for Students ('OfS') in regards to its University Pathways (International Study Centres) offering. As part of the ongoing requirements of registration the following disclosures are required in respect of the Head of Provider.

The total remuneration package received by the Head of Provider was as follows:

	2024	2023[1]
	£000	£000
Salary	**397**	382
Allowance	**12**	12
Bonus	**198**	286
	607	680

The Head of Provider is the Chief Executive Officer ('CEO'), Ian Crichton, who is remunerated through another Study Group company. Whilst The Provost and Chief Academic Officer is accountable for academic standards globally, the CEO is accountable for managing all operations of Study Group globally, and as a director of the ultimate holding company, participates in setting the strategic direction of the group, including the extensive operations beyond the UK International Study Centres subject to OfS registration. Due to the subjectivity involved, it is impossible to accurately estimate his costs relating to the International Study Centres. His remuneration includes compensation typical of that for an equivalent role in the private sector. Study Group governance includes a remuneration committee (wholly comprised by non-executive directors) which reviews and approves compensation levels for all senior members of staff, including the CEO.

The Head of the Provider's basic salary is 11.9 (2023: 17.4[1]) times the mean pay of staff, where the mean pay is calculated on an absolute headcount basis for the salaries paid by the Study Group Limited Group to its staff. The Head of Provider's total remuneration is 11.5 (2023: 19.6[1]) times the mean total remuneration of staff, where the mean total remuneration is calculated on an absolute headcount basis for the total remuneration paid by the Study Group Limited Group to its staff. It is not possible for the Group to report on a median pay basis by reference to full time equivalent pay, as the Group does not record information at this level of detail.

[1] Comparative figures for 2023 have been restated to reflect those of the Head of Provider. The prior year incorrectly stated those of the Accountable Officer

Notes to the financial statements for the year ended 31 December 2024

5 Staff numbers and costs *(continued)*

The number of staff with a basic salary of over £100,000 per annum was as follows:

	2024	2023
	£000	£000
£100,000 - £104,499	**1**	1
£105,000 - £109,999	**2**	1
£110,000 - £114,999	**1**	-
£115,000 - £119,999	**-**	1
£120,000 - £124,999	**-**	1
£135,000 - £139,999	**2**	1
£140,000 - £144,999	**-**	1
£230,000 - £234,999	**1**	-
£235,000 - £239,999	**-**	1

The total amount of compensation paid for loss of office was as follows:

	2024	2023
	£000	£000
Total amount paid across the Group in respect of compensation for loss of office	**233**	436
Number of employees to which this relates	**24**	37

None of the amounts paid in respect of compensation for loss of office relate to the Head of Provider.

Numbers stated in respect of staff with a basic salary over £100,000 and amounts paid across the Group in respect of compensation for loss of office covers all staff employed by the Study Group Limited Group, which includes other lines of business in addition to the International Study Centres subject to OfS registration.

6 Directors' remuneration

Key management personnel are defined as the Executive Committee, which comprises senior members of management who support the Chief Executive Officer in the day-to-day management of Study Group's operations. These individuals provide services across the wider Study Group and are remunerated through various Study Group entities. Total remuneration, regardless of whether paid through Study Group Limited or another Group company, is disclosed below. Key management compensation is allocated to Study Group Limited via transfer pricing recharges.

	2024	2023
	£m	£m
Salaries and short-term benefits including management incentives	**3.4**	4.2
Termination payments	**0.1**	0.2
	3.5	4.4

Notes to the financial statements for the year ended 31 December 2024

6 Directors' remuneration *(continued)*

Aggregate Directors' Remuneration

The Company's Directors also perform services across the wider Study Group and are remunerated through various Study Group entities. Total remuneration for Directors, whether paid through Study Group Limited or other Study Group companies, is presented below. Directors' compensation is also allocated via transfer pricing recharges.

	2024	2023
	£m	£m
Salaries and short-term benefits including management incentives	**1.5**	2.0
Termination payments	**-**	0.1
	1.5	2.1

No directors participated in the Group's defined contribution pension schemes during the year (2023: none).

Highest paid Director

	2024	2023
	£m	£m
Salaries and short-term benefits	**0.6**	0.7
	0.6	0.7

The highest paid Director did not receive any pension contributions or long-term incentive awards in either year.

7 Exceptional and other items included within operating profit

	Exceptional items		**Other items**		**Total**	
	2024	2023	**2024**	2023	**2024**	2023
	£000	£000	**£000**	£000	**£000**	£000
Administrative expenses						
Restructuring and other costs	**620**	(265)		-	**620**	(265)
Shareholder and management fees	**-**	-	**-**	(29)	**-**	(29)
Onerous contract provision	**11,761**	-	**-**	-	**11,761**	-
Other	**49**	89	**80**	-	**129**	89
Impairment and (gain)/loss on disposal of fixed assets						
Right-of-use property asset impairment/ (impairment reversal)	**8,286**	(226)	**-**	-	**8,286**	(226)
Fixed asset impairment/ (impairment reversal)	**361**	(440)	**-**	-	**361**	(440)
Intangible asset impairment	**285**	-	**-**	-	**285**	-
(Gain)/loss on disposal of right-of-use assets	**(285)**	1,113	**-**	-	**(285)**	1,113
Total exceptional cost	**21,077**	271	**80**	(29)	**21,157**	242

Notes to the financial statements for the year ended 31 December 2024

7 Exceptional and other items included within operating profit *(continued)*

Exceptional items are those which are material in size or are non-recurring in nature. Other items are not necessarily non-recurring in nature, but the Directors believe that it is helpful to show these amounts separately as they are not directly linked to the recurring trading operations of the business.

- Restructuring and other costs of £0.6 million (2023: £0.3 million credit) comprise redundancy costs as a result of an organisational restructure (£0.9 million), offset by the release of accruals relating to aged balances (£(0.3) million)
- Onerous contract provision of £11.8 million (2023: £nil) relates to a contract for which the unavoidable costs of meeting the contractual obligations exceed the economic benefits expected to be received. Due to commercial sensitivity the Group has elected to provide no further information in relation to the contract or the provision
- Right-of-use property asset impairment of £8.3 million (2023: £0.2 million impairment reversal) relates to the impairment of a right-of-use asset in Brighton and London
- Property asset impairment of £0.4 million (2023: £0.4 million impairment reversal) is in relation to properties which are no longer in use
- Intangible asset impairment of £0.3 million (2023: £nil) relates to Online Foundation course development asset which is no longer in use following a change in strategy
- Gain on disposal of right-of-use assets of £0.3 million (2023: £1.1 million loss) is in relation to right-of-use assets in Oxford and Brighton

Other items relate to disposal of fixed assets in closed centres that the Directors believe are beneficial to strip out when analysing the underlying trading result for the year.

8 Interest receivable and similar income

	2024	2023
	£000	£000
Bank interest and other interest receivable	**1**	15
Finance lease receivables	**213**	240
	214	255

9 Interest payable and similar charges

	2024	2023
	£000	£000
Other interest payable	**3**	1
Interest on lease liabilities	**3,228**	3,114
Total interest payable and similar income	**3,231**	3,115

Notes to the financial statements for the year ended 31 December 2024

10 Taxation

Recognised in the statement of comprehensive income

	2024	2024	2023	2023
	£000	£000	£000	£000
Foreign tax:				
Current tax on income for the year	**44**		160	
Adjustments in respect of prior periods	**(156)**		(123)	
Total current tax		**(112)**		37
Deferred tax (see note 16):				
Deferred tax charge for the year	**-**		-	
Total deferred tax		**-**		-
Tax (credit) / charge		**(112)**		37

Reconciliation of effective tax rate

	2024	2023
	£000	£000
Loss before taxation	**(30,143)**	(22,784)
Tax using the UK corporation tax rate of 25% (2023: 23.5%)	**(7,536)**	(5,355)
Effect of tax rates in foreign jurisdictions	**436**	91
Items not taxable or deductible	**(336)**	(136)
Group relief surrendered for nil consideration	**7,480**	5,560
Over provided in prior years	**(156)**	(123)
Total tax (credit) / charge	**(112)**	37

The Company tax rate is the standard rate of corporation tax in the UK at 25% (2023: 23.5%). Taxation for other jurisdictions is calculated at the rates prevailing in the respective jurisdictions. The UK corporate tax rate remains at 25% beyond April 2025. The impact on the accounting for Deferred Tax is set out in Note 16.

Notes to the financial statements for the year ended 31 December 2024

11 Intangible assets

2024	**Course development £000**	**Software costs £000**	**Centre contracts £000**	**Total £000**
Cost				
Balance at 1 January 2024	4,613	7,302	1,105	13,020
Additions	136	3,067	-	3,203
Disposal	-	(47)	-	(47)
Impairment	(285)	-	-	(285)
Foreign currency translation	(1)	(108)	-	(109)
Balance at 31 December 2024	4,463	10,214	1,105	15,782
Amortisation				
Balance at 1 January 2024	3,265	1,823	785	5,873
Amortisation for the year	822	2,454	153	3,429
Depreciation on disposals	-	(24)	-	(24)
Foreign currency translation	(1)	(9)	-	(10)
Balance at 31 December 2024	4,086	4,244	938	9,268
Net book value				
At 31 December 2023	1,348	5,479	320	7,147
At 31 December 2024	**377**	**5,970**	**167**	**6,514**

2023	**Course development £000**	**Software costs £000**	**Centre contracts £000**	**Total £000**
Cost				
Balance at 1 January 2023	4,472	2,232	1,234	7,938
Additions	241	5,154	-	5,395
Disposal	(97)	(5)	(129)	(231)
Foreign currency translation	(3)	(79)	-	(82)
Balance at 31 December 2023	4,613	7,302	1,105	13,020
Amortisation				
Balance at 1 January 2023	2,236	1,002	731	3,969
Amortisation for the year	1,107	839	177	2,123
Depreciation on disposals	(77)	(5)	(112)	(194)
Foreign currency translation	(1)	(13)	(11)	(25)
Balance at 31 December 2023	3,265	1,823	785	5,873
Net book value				
At 31 December 2022	2,236	1,230	503	3,969
At 31 December 2023	**1,348**	**5,479**	**320**	**7,147**

Notes to the financial statements for the year ended 31 December 2024

11 Intangible assets *(continued)*

Intangible assets include Course development for offline or online courses developed for specific centres, as well as Centre contract assets comprising mainly of launch costs recognised in line with IFRS 15. Software includes any software purchased or developed internally from which future economic benefits are expected.

Impairment in the year of £0.3 million (2023: £nil) relates to Online Foundation Course development.

Included in Software and Course development is £1.1m and £0.3million respectively in respect of assets under the course of construction. The assets will be depreciated when brought into use in line with the Group's accounting policy.

Amortisation is included within 'depreciation and amortisation' in the statement of comprehensive income.

Intangible fixed assets are reviewed for impairment once indicators of impairment are identified. Based on the review performed, no additional impairment has been recorded in 2024.

12 Property, plant and equipment

2024	**Leasehold property improvements £000**	**Computer equipment £000**	**Fixtures & fittings £000**	**Total £000**
Cost				
Balance at 1 January 2024	10,223	3,363	6,402	19,988
Additions	1,109	166	54	1,329
Disposals	(403)	(34)	(14)	(451)
Foreign currency translation	(2)	(3)	(5)	(10)
Balance at 31 December 2024	10,927	3,492	6,437	20,856
Depreciation				
Balance at 1 January 2024	8,214	2,869	6,122	17,205
Depreciation charge for the year	594	386	168	1,148
Depreciation on disposals	(339)	-	(12)	(351)
Impairment	331	6	24	361
Foreign currency translation	(2)	(2)	(5)	(9)
Balance at 31 December 2024	8,798	3,259	6,297	18,354
Net book value				
At 31 December 2023	2,009	494	280	2,783
At 31 December 2024	**2,129**	**233**	**140**	**2,502**

Notes to the financial statements for the year ended 31 December 2024

12 Property, plant and equipment *(continued)*

2023	Leasehold property improvements £000	Computer equipment £000	Fixtures & fittings £000	Total £000
Cost				
Balance at 1 January 2023	11,743	6,101	7,348	25,192
Additions	584	98	45	727
Disposals	(2,094)	(2,821)	(976)	(5,891)
Foreign currency translation	(10)	(15)	(15)	(40)
Balance at 31 December 2023	10,223	3,363	6,402	19,988
Depreciation				
Balance at 1 January 2023	9,833	5,228	6,770	21,831
Depreciation charge for the year	966	451	314	1,731
Depreciation on disposals	(2,135)	(2,800)	(947)	(5,882)
Impairment	(440)	-	-	(440)
Foreign currency translation	(10)	(10)	(15)	(35)
Balance at 31 December 2023	8,214	2,869	6,122	17,205
Net book value				
At 31 December 2022	1,910	873	578	3,361
At 31 December 2023	**2,009**	**494**	**280**	**2,783**

The current year disposal of leasehold property improvements and furniture and fittings relates to a property in Oxford which was exited in July 2024.

Depreciation is included within ‘depreciation and amortisation’ in the statement of comprehensive income.

Impairment in the year totalled £0.4 million (2023: £0.4 million impairment reversal) related to McMillan Student Village, London and Voyager House, Brighton.

Notes to the financial statements for the year ended 31 December 2024

13 Right-of-use assets

2024	Land and buildings £000
Cost	
Balance at 1 January 2024	95,777
Additions	4,411
Disposals	(5,917)
Revaluation	19,620
Foreign currency translation	(26)
Balance at 31 December 2024	113,865
Depreciation	
Balance at 1 January 2024	62,950
Depreciation for the year	5,989
Disposals	(2,713)
Impairment	8,286
Foreign currency translation	(20)
Balance at 31 December 2024	74,492
Net book value	
At 31 December 2023	32,827
At 31 December 2024	**39,373**

2023	Land and buildings £000
Cost	
Balance at 1 January 2023	90,495
Additions	821
Disposals	(2,290)
Revaluation	6,804
Foreign currency translation	(53)
Balance at 31 December 2023	95,777
Depreciation	
Balance at 1 January 2023	59,271
Depreciation for the year	5,859
Disposals	(1,917)
Impairment	(226)
Foreign currency translation	(37)
Balance at 31 December 2023	62,950
Net book value	
At 31 December 2022	31,224
At 31 December 2023	**32,827**

Notes to the financial statements for the year ended 31 December 2024

13 Right-of-use assets *(continued)*

The majority of the Group's right-of-use assets relate to property in relation to student accommodation, schools, classrooms and office buildings, predominately located in the UK. The maturity analysis of lease liabilities is presented in note 20.

Land and buildings additions of £4.4 million (2023: £0.8 million) in the year related to a number of new lease agreements and contract renewals across the portfolio.

Revaluation of £19.6 million primarily related to a 10-year extension of Velocity House in Sheffield, in addition to a number of rent reviews and contract renewals across the portfolio.

Right-of-use assets relating to lease contracts for sites which are closed or discontinued are considered standalone CGUs as they generate cash inflows independent from the rest of the Group. At the financial year-end, where indicators of impairment existed, a reassessment of the value-in-use of such assets has been performed, with the net impairment of £8.3 million (2023: £0.2 million reversal) reflecting the lower net present value of future cash flows forecast for Voyager House, Brighton £8.2 million (2023: £0.3 million impairment), McMillan Student Village, London £0.04 million impairment (2023: £0.1 million impairment) and St Ebbes, Oxford £nil (2023: £0.6 million reversal), which are all sites previously used by Bellerbys colleges. St Ebbes, Oxford was exited in July 2024.

The value-in-use was calculated using separate cash flow forecasts for each property, determined by fixed rents and other charges under the terms of the head-lease, and sub-lease agreements where applicable. The forecasts also included an annual inflationary increase of 3.25% (2023: 2.0%). These calculations were discounted at the risk-free rate of 4.0% (2023: 4.1%).

The value-in-use calculations are sensitive to the cash flow assumptions. For Voyager House, Brighton, the building is currently not in use and subject to an ongoing legal case. As the future cash flows are unknown, the decision has been taken to fully impair the asset. For McMillan Student Village, London, the building is currently sublet as student accommodation and the cash flow assumptions are based on the current arrangement continuing to the end of the lease term.

Amounts recognised in the profit and loss

	2024	2023
	£000	£000
Depreciation expense on right-of-use assets	**5,989**	5,859
Interest expense on lease liabilities	**3,228**	3,114
Expense relating to short term leases	**1,116**	851
Expense relating to leases of low value assets	**4**	4
Expense relating to variable lease payments not included in the measurement of the lease liability	**2,437**	1,595
Interest income from sub-leasing right-of-use assets	**(213)**	(240)

At 31 December 2024 the Group is committed to £1.6 million (2023: £0.5 million) for short-term leases (note 24).

The majority of the UK property leases contain rent review clauses within the lease contract, the majority of which are subject to indexation increases. Indexation price increases in 2024 were 4.2% on average (2023: 8.5%) and the impact of expected future rent increases is not considered to present a significant liquidity risk to the Group.

The total cash outflow for lease liabilities in the year amounted to £13.9 million (2023: £11.7 million).

Notes to the financial statements for the year ended 31 December 2024

14 Investments

Details of the subsidiary undertaking of the Company, which is included in the consolidated financial statements, are set out in the following table.

Name of entity	Country of incorporation	Ownership interest	Method	Nature
Study Group Ireland Limited	Ireland	100	Direct	Trading

The registered address of the above company registered in Ireland is: Riverside 2, 43-49 Sir John Rogerson's Quay, Dublin 2, D02 KV60, Ireland.

15 Finance lease receivables

Maturity of lease payments receivable:

	2024	2023
	£000	£000
Amount receivable under finance leases		
Year 1	**875**	1,436
Year 2	**1,466**	861
Year 3	**723**	1,416
Year 4	**557**	698
Year 5	**557**	538
Onwards	**770**	1,283
Undiscounted lease payments receivable	**4,948**	6,232
Less: unearned finance income	**(533)**	(728)
	4,415	5,504
Maturity analysis		
Undiscounted lease payments receivable		
Current	**875**	1,436
Non-current	**4,073**	4,796
	4,948	6,232
Net investment in leases receivable		
Current	**702**	1,224
Non-current	**3,713**	4,280
	4,415	5,504

Finance lease receivables is in relation to two properties at a discontinued site in the UK which are being sublet.

Notes to the financial statements for the year ended 31 December 2024

16 Deferred tax assets

Deferred tax is calculated in full on temporary differences under the liability method. The movement on the deferred tax assets and liabilities is nil.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax assets and unused tax losses can be utilised.

The UK corporate tax rate will remain at 25% from 1 April 2025. The deferred tax balances as at 31 December 2024 are being recognised at 25%.

The Group has unrecognised deferred tax assets that are unlikely to reverse in the foreseeable future as follows:

	2024	2023
	£000	£000
United Kingdom (at corporate tax rate of 25%)	**23,259**	17,770
Ireland (at corporate tax rate of 12.5%)	**189**	118
	23,448	17,888

17 Trade and other receivables

	2024	2023
	£000	£000
<u>Current</u>		
Trade receivables	**19,810**	21,964
Loss allowance	**(5,453)**	(5,208)
Trade receivables - net	**14,357**	16,756
Other debtors	**648**	588
Prepayments	**11,705**	13,424
Accrued income	**6,005**	2,471
Amounts owed by fellow group undertakings	**10,910**	8,237
	43,625	41,476

Notes to the financial statements for the year ended 31 December 2024

17 Trade and other receivables *(continued)*

	2024	2023
	£000	£000
The following table shows the movement in the loss allowance that has been recognised for trade receivables:		
Balance as at 1 January	**5,208**	4,946
Loss allowance recognised on receivables	**245**	262
Balance at 31 December	**5,453**	5,208

	2024	2023
	£000	£000
Ageing of trade receivables net of loss allowance:		
Current	**8,242**	11,847
30-60 Days	**1,733**	1,251
60-90 Days	**1,990**	1,456
90-120 Days	**221**	473
120+ Days	**2,171**	1,729
Total	**14,357**	16,756

	2024	2023
	£000	£000
Ageing of loss allowance:		
30-60 Days	**73**	181
60-90 Days	**-**	2
120+ Days	**5,380**	5,025
Total	**5,453**	5,208

In determining the recoverability of a trade receivable, the Group considers any change in the credit quality of the trade receivable from the date the credit was initially granted up to the reporting date. The concentration of credit risk is limited due to the customer base being large and unrelated. The net charge relating to the increase in the loss allowance has been included in 'administrative expenses' in the statement of comprehensive income. The nature of other receivables and prepayments has been determined not to be appropriate to be considered for determining an Expected Credit Loss provision.

Trade receivables represent amounts due from students and university partners or, in some cases, their agents.

	2024	2023
	£000	£000
Non-current		
Amounts owed by holding undertakings	**159,195**	126,410

Amounts owed by parent and fellow group undertakings are unsecured, non-interest bearing and repayable on demand.

The Group has assessed the Expected Credit Losses on its inter-company receivables in accordance with IFRS 9. The receivable from EDU UK Management Services Limited (£158.7 million) was deemed to have no credit loss due to the Company's solvency. Consequently, no provision for credit losses has been recognised as of the reporting date.

Notes to the financial statements for the year ended 31 December 2024

18 Trade and other payables

	2024	2023
	£000	£000
Current		
Trade creditors	**14,668**	9,653
Other creditors	**20,090**	17,872
Accruals	**15,316**	17,667
Amounts owed to fellow group undertakings	**41,116**	11,780
Amounts owed to holding undertakings	**8,866**	27,163
	100,057	84,135

Amounts owed to parent and fellow Group undertakings are unsecured, non-interest bearing and repayable on demand.

19 Provisions

2024	**Employee benefit**	**Property**	**Onerous contract**	**Restructuring and other**	**Total**
Movement in provisions:					
	£000	**£000**	**£000**	**£000**	**£000**
At 1 January 2024	**-**	**2,511**	**-**	**-**	**2,511**
Provision recognised	**-**	**154**	**11,761**	**707**	**12,622**
Provisions utilised	**-**	**-**	**(687)**	**-**	**(687)**
Foreign currency translation	**-**	**(1)**	**-**	**(1)**	**(2)**
At 31 December 2024	**-**	**2,664**	**11,074**	**706**	**14,444**
Current	**-**	**292**	**5,200**	**706**	**6,198**
Non-current	**-**	**2,372**	**5,874**	**-**	**8,246**
	-	**2,664**	**11,074**	**706**	**14,444**

2023	**Employee benefit**	**Property**	**Onerous contract**	**Restructuring and other**	**Total**
Movement in provisions:					
	£000	**£000**	**£000**	**£000**	**£000**
At 1 January 2023	35	2,597	-	-	2,632
Provision recognised/(released)	(34)	181	-	-	147
Provisions utilised	-	(263)	-	-	(263)
Foreign currency translation	(1)	(4)	-	-	(5)
At 31 December 2023	-	2,511	-	-	2,511
Current	-	93	-	-	93
Non-current	-	2,418	-	-	2,418
	-	2,511	-	-	2,511

Property provisions relate to dilapidation provisions expected on leased properties. Property provisions will be utilised as the respective leases expire across a variety of dates, ranging from one to 10 years.

Notes to the financial statements for the year ended 31 December 2024

19 Provisions *(continued)*

Onerous contract provision relates to a contract for which the unavoidable costs of meeting the contractual obligations exceed the economic benefits expected to be received. Due to commercial sensitivity the Group has elected to provide no further information in relation to the contract or the provision.

Restructuring relates to severance costs expected to be incurred as a result of an organisational restructure announced prior to the balance sheet date.

Employee benefit provisions related to long term incentive plan benefits for SG Global Topco Directors.

20 Lease liabilities

Maturity of lease liabilities:

	2024	2023
	£000	£000
Maturity analysis		
Year 1	**12,631**	13,504
Year 2	**12,081**	10,804
Year 3	**11,235**	9,549
Year 4	**10,887**	8,686
Year 5	**10,860**	8,259
Onwards	**38,604**	32,548
Undiscounted lease payments	**96,298**	83,350
Less: unearned interest	**(16,998)**	(13,734)
	79,300	69,616

	2024	2023
Maturity analysis	**£000**	£000
Current	**9,165**	10,651
Non-current	**70,135**	58,965
	79,300	69,616

The Group does not face a significant liquidity risk with regard to its lease liabilities. Lease contracts are managed by Study Group's Estates and Commercial Operations department, and the impact of lease liabilities on future forecast cash flows are monitored within Study Group's treasury function.

21 Employee benefits

Defined contribution plans

The Group operates a number of defined contribution pension plans.

The total expense relating to these plans in the current year was £1.1 million (2023: £1.1 million).

Notes to the financial statements for the year ended 31 December 2024

22 Capital and reserves

Share capital

	2024	2023
	£000	£000
Authorised, allotted, called up and fully paid		
2,000,122 (2023: 2,000,122) Ordinary shares of £1 each	**2,000**	2,000
40,000 (2023: 40,000) Preference shares of £1 each	**40**	40
	2,040	2,040

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

The preference shares have a preference over the ordinary shares in the event of a winding up of the Company up to the nominal value of the shares. In all other respects the shares rank pari passu.

23 Operating leases

Some properties are let under operating leases with the Group as a lessor. The future minimum lease receipts under non-cancellable leases are as follows:

	2024	2023
	£000	£000
Year 1	**-**	298
	-	298

During the year £111,663 (2023: £446,700) was recognised as rental income by the Group.

24 Commitments

The Group had the following commitments in respect of land and buildings which are payable as follows:

	2024	2023
	£000	£000
Less than one year	**897**	226
Later than one year but not more than five years	**706**	258
	1,603	484

25 Contingent liabilities

The Group is, from time to time, party to legal proceedings and claims, which arise in the ordinary course of business. The Directors do not expect there to be a material cash outflow on any items known at the period end.

No other contingent liabilities noted in current or prior year.

Notes to the financial statements for the year ended 31 December 2024

26 Financial commitments

The Group's assets have been pledged as security for borrowings undertaken by Study Group in its Senior Facilities Agreement. The Parent of this agreement is fellow Group company SG Global Bidco Limited. As at 31 December 2024, the borrowings under this agreement amounted to £309.8 million (2023: £289.1 million).

Where the Group enters into financial guarantee contracts to guarantee the indebtedness of other companies within Study Group, the Group considers these to be insurance arrangements, and accounts for them as such. In this respect, the Group treats the guarantee contract as a contingent liability until such time as it becomes probable that the Group will be required to make a payment under the guarantee.

27 Related parties

Trading transactions

During the year the Group entered into transactions with related parties who were members of Study Group:

	Sales to		**Administrative expenses incurred from**		**Amounts owed by/(owed to) related parties**	
	2024	2023	**2024**	2023	**2024**	2023
	£000	£000	**£000**	£000	**£000**	£000
EDU UK Management Services Ltd	**-**	789	**330**	2,111	**158,767**	120,308
EDU UK Topco Ltd	**-**	-	**-**	-	**1**	-
Insendi Limited	**-**	-	**-**	-	**3,920**	3,347
SG Global Bidco Limited	**55**	690	**2,577**	2,412	**(8,358)**	(27,022)
SG Global Midco Limited	**-**	-	**-**	-	**427**	412
SG Global Finco Limited	**-**	-	**-**	-	**(126)**	(133)
SG Global Topco Limited	**-**	-	**-**	-	**(150)**	(8)
SG Study Group Malaysia SDN. BND.	**-**	-	**102**	84	**(204)**	(91)
SGIL Study Group India Private Limited	**6**	3	**6,177**	5,375	**(2,154)**	(1,561)
Study Group Australia Pty Ltd	**-**	823	**-**	43	**-**	-
Study Group Canada Higher Education Inc	**83**	25	**183**	26	**112**	(222)
Study Group Finance Pty Ltd	**-**	155	**3,414**	6,549	**(38,750)**	(9,906)
Study Group KSA branch	**-**	-	**-**	-	**-**	20
Study Group NZ Ltd	**-**	145	**-**	4	**-**	-
Study Group NZ (Auckland) Limited	**-**	137	**-**	-	**(8)**	501
Study Group UK Ltd	**98**	661	**27,455**	29,973	**(232)**	5,693
Study Group USA Higher Education LLC	**5,734**	4,609	**6**	139	**5,589**	2,692
Xueji Education Information (Beijing) Ltd	**24**	6	**3,881**	3,704	**1,289**	1,674

Transactions that took place between companies within Study Group were for transfer pricing and management charges.

Consideration was in the form of intercompany loans.

During the year the Group did not enter into transactions with related parties who were not members of Study Group.

29 Ultimate parent company and parent company of larger group

The immediate parent undertaking is Study Group UK Limited, with its registered office at Britannia House, 21 Station Street, Brighton, BN1 4DE, United Kingdom.

Throughout the financial year, the Company's ultimate parent undertaking and controlling party was Ardian LBO Fund VI B S.L.P, a French Special Limited Partnership ("Ardian"). On 28 August 2025 control of Study Group transferred to funds managed by ICG PLC ("ICG"), following a group restructuring. This was effected through the sale by SG Global Finco Limited (a subsidiary of SG Global Topco Limited and an intermediate holding company of Study Group Limited and its trading subsidiaries) of all its shares in SG Global Midco Limited (also an intermediate holding company of Study Group Limited and its trading subsidiaries) to Voltaire Topco Limited, a newly incorporated company controlled by ICG, with minority interests held by Bain Capital, Ardian and certain members of Study Group management.

Notes to the financial statements for the year ended 31 December 2024

29 Ultimate parent company and parent company of larger group *(continued)*

Following this transaction, funds managed by ICG PLC became the ultimate parent undertaking and controlling party of Study Group. From this date onward, the consolidated group headed by Voltaire Topco Limited is referred to as “Study Group.”

The largest and smallest group in which the results of the Company are consolidated is that headed by SG Global Midco Limited. Financial statements for SG Global Midco Limited will be made available to the public in due course from its registered office at Britannia House, 21 Station Street, Brighton, BN1 4DE, United Kingdom.

30 Events after the balance sheet date

On 28 August 2025 control of Study Group transferred from Ardian LBO Fund VI B S.L.P. (“Ardian”) to funds managed by ICG PLC (“ICG”), who became the ultimate parent undertaking and controlling party of the Group.

On the same date, Study Group entered into an amendment of its existing Senior Facilities Agreement with its lenders HSBC, ICG and Bain Capital. The amendment extended all loan maturities to various dates between 31 May 2028 and 31 December 2028 and extended the date to which interest can be capitalised to coincide with the lending maturity dates, except for £10.0 million of the revolving credit facility (RCF), which bears interest at SONIA + 3.75%.

Following the amendment, the Group is subject only to a minimum liquidity covenant and a minimum EBITDA covenant, requiring liquidity to remain above £7.5 million on the last working day of each month from December 2025 to November 2026, £10.0 million from December 2026 to November 2027 and £15.0 million from each month end thereafter and EBITDA to exceed £0.0 million at June 2026, £5.0 million at December 2026, £10.0 million at June 2027, £15.0 million at December 2027, £17.5 million at June 2028 and £20.0 million at December 2028. These changes followed a £5.0 million equity injection from Ardian in February 2025 and a further £10.0 million cash injection from the Group’s lenders in May 2025.

This new funding reflects the lenders’ continued support for Study Group’s growth strategy and management team.

Further detail is provided in the Going Concern assessment on Note 1.2.

Parent company statement of financial position
As at 31 December 2024

	Note	2024 £000	2023 £000
Non-current assets			
Intangible assets	*2*	**6,508**	7,139
Property, plant and equipment	*3*	**2,486**	2,768
Right-of-use assets	*4*	**39,373**	32,827
Finance lease receivables	*5*	**3,713**	4,280
Investments	*6*	**106**	-
Trade and other receivables	*7*	**159,603**	126,846
		211,789	173,860
Current assets			
Trade and other receivables	*7*	**42,867**	41,370
Cash and cash equivalents		**8,084**	8,703
Finance lease receivables	*5*	**702**	1,224
		51,653	51,297
Current liabilities			
Deferred income		**63,678**	62,562
Trade and other payables	*8*	**99,555**	83,054
Current tax liabilities		**740**	684
Provisions	*9*	**6,198**	93
Obligations under lease liabilities	*10*	**9,165**	10,651
		179,336	157,044
Net current liabilities		**(127,683)**	(105,747)
Non-current liabilities			
Provisions	*9*	**8,246**	2,418
Obligations under lease liabilities	*10*	**70,135**	58,965
		78,381	61,383
Net assets		**5,725**	6,730
Equity			
Share capital	*11*	**2,040**	2,040
Capital contribution reserve		**40,000**	10,000
Retained earnings		**(36,315)**	(5,310)
Total equity		**5,725**	6,730

The Company reported a loss for the financial year ended 31 December 2024 of £31 million (2023: £22.0 million). The financial statements and notes on pages 61 to 69 were approved by the Board of Directors and authorised for issue on 8 September 2025 and were signed on its behalf by S Belfer and E Rodriguez-Falcon. The accompanying notes form an integral part of these financial statements.

S Belfer
Director
Study Group Limited, Registered no. 02325576

E Rodriguez-Falcon
Director
Study Group Limited, Registered no. 02325576

Parent company statement of changes in equity
for the year ended 31 December 2024

2024	Ordinary share capital £000	Capital contribution reserve £000	Retained earnings £000	Total equity £000
Balance at 1 January 2024	2,040	10,000	(5,310)	6,730
Capital contribution	-	30,000	-	30,000
Loss and total comprehensive loss	-	-	(31,005)	(31,005)
Balance at 31 December 2024	**2,040**	**40,000**	**(36,315)**	**5,725**

2023	Ordinary share capital £000	Capital contribution reserve £000	Retained earnings £000	Total equity £000
Balance at 1 January 2023	2,040	-	16,718	18,758
Capital contribution	-	10,000	-	10,000
Loss and total comprehensive loss	-	-	(22,028)	(22,028)
Balance at 31 December 2023	2,040	10,000	(5,310)	6,730

The accompanying notes form an integral part of these financial statements.

Notes to the parent company financial statements for the year ended 31 December 2024

1 Accounting policies

1.1 General information

Accounting policies for the year ended 31 December 2024

Study Group Limited is a private company incorporated, domiciled and registered in England and Wales. The financial statements were authorised for issue by the Board of Directors on 8 September 2025.

During the year and the prior year, the principal activity of the Company was that of a provider of international education preparing students for entry to university in the United Kingdom, Netherlands and Ireland.

1.2 Basis of preparation

These parent company financial statements have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ('FRS 101'). In the transition to FRS 101, the Company has applied IFRS 1 *First-time Adoption of International Financial Reporting Standards*, whilst ensuring that its assets and liabilities are measured in accordance with FRS 101. There is considered to be no financial impact from the adoption of FRS 101.

The financial statements of the Company have been prepared in accordance with UK-adopted international Accounting Standards and with the requirements of the Companies Act 2006 as applicable to companies reporting under those standards.

In these financial statements the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- a cash flow statement and related notes
- the requirements of IAS 24 Related Party Transactions and has, therefore, not disclosed transactions between the Company and subsidiary undertakings
- key management personnel remuneration
- comparative reconciliations for property, plant and equipment, intangible assets and investment property
- the effect of new but not yet effective IFRSs
- certain disclosures required by IFRS 13 *Fair Value Measurement* and the disclosures required by IFRS *7 Financial Instrument Disclosures*

As permitted by Section 408 of the Companies Act 2006, a separate income statement for the Company has not been included in these financial statements. As permitted by the audit fee disclosure regulations, disclosure of non-audit fees information is not included in respect of the Company.

Going concern

In order to satisfy themselves that the Company is a going concern for the reference period of the next 12 months from the date of signing these financial statements, the Directors have reviewed the forecasts for both the Company and the Group for that period. On the basis that the Company's ability to continue as a going concern is primarily linked to Study Group being able to meet its commitments under its borrowing arrangements, the Directors of the Company have determined that it is correct to continue to account for the Company as a going concern, based on the reasons set out on Page 29 of the Group financial statements.

1.3 Investments

In the Company's financial statements, investments in subsidiary undertakings are stated at cost less any impairment.

1.4 Other accounting policies

Refer to Note 1 in the Group financial statements for a full list of accounting policies.

Notes to the parent company financial statements for the year ended 31 December 2024

2 Intangible assets

2024	Course development £000	Software costs £000	Centre contracts £000	Total £000
Cost				
Balance at 1 January 2024	4,587	7,302	1,105	12,994
Additions	136	3,067	-	3,203
Disposal	-	(47)	-	(47)
Impairment	(285)	-	-	(285)
Foreign currency translation	-	(108)	-	(108)
Balance at 31 December 2024	4,438	10,214	1,105	15,757
Amortisation				
Balance at 1 January 2024	3,244	1,823	788	5,855
Amortisation for the year	821	2,454	153	3,428
Depreciation on disposals	-	(24)	-	(24)
Foreign currency translation	-	(10)	-	(10)
Balance at 31 December 2024	4,065	4,243	941	9,249
Net book value				
At 31 December 2023	1,343	5,479	317	7,139
At 31 December 2024	**373**	**5,971**	**164**	**6,508**

Refer to Note 11 in the Group financial statements for further details.

Notes to the parent company financial statements for the year ended 31 December 2024

3 Property, plant and equipment

2024	Leasehold property improvements £000	Computer equipment £000	Fixtures & fittings £000	Total £000
Cost				
Balance at 1 January 2024	10,223	3,340	6,400	19,963
Additions	1,109	161	49	1,319
Disposals	(403)	(34)	(14)	(451)
Foreign currency translation	(2)	(2)	(5)	(9)
Balance at 31 December 2024	10,927	3,465	6,430	20,822
Depreciation				
Balance at 1 January 2024	8,214	2,861	6,120	17,195
Depreciation charge for the year	594	378	167	1,139
Depreciation on disposals	(339)	-	(12)	(351)
Impairment	331	6	24	361
Foreign currency translation	(2)	(1)	(5)	(8)
Balance at 31 December 2024	8,798	3,244	6,294	18,336
Net book value				
At 31 December 2023	2,009	479	280	2,768
At 31 December 2024	**2,129**	**221**	**136**	**2,486**

Refer to Note 12 in the Group financial statements for further details.

Notes to the parent company financial statements for the year ended 31 December 2024

4 Right-of -use assets

2024	Land and buildings £000
Cost	
Balance at 1 January 2024	95,776
Additions	4,411
Disposals	(5,917)
Revaluation	19,620
Foreign currency translation	(25)
Balance at 31 December 2024	113,865
Depreciation	
Balance at 1 January 2024	62,949
Depreciation for the year	5,989
Disposals	(2,713)
Impairment	8,286
Foreign currency translation	(19)
Balance at 31 December 2024	74,492
Net book value	
At 31 December 2023	32,827
At 31 December 2024	**39,373**

Refer to Note 13 in the Group financial statements for further details.

Notes to the parent company financial statements for the year ended 31 December 2024

5 Finance lease receivables

Maturity of lease payments receivable:

	2024	2023
	£000	£000
Amount receivable under finance leases		
Year 1	**875**	1,436
Year 2	**1,466**	861
Year 3	**723**	1,416
Year 4	**557**	698
Year 5	**557**	538
Onwards	**770**	1,283
Undiscounted lease payments receivable	**4,948**	6,232
Less: unearned finance income	**(533)**	(728)
	4,415	5,504
Maturity analysis		
Undiscounted lease payments receivable		
Current	**875**	1,436
Non-current	**4,073**	4,796
	4,948	6,232
Net investment in leases receivable		
Current	**702**	1,224
Non-current	**3,713**	4,280
	4,415	5,504

Refer to Note 15 in the Group financial statements for further details.

6 Investments

	Shares in group undertakings	**Total**
	£000	**£000**
Cost and net book value		
Balance at 1 January 2024	-	-
Additions	1,657	1,657
Impairment	(1,551)	(1,551)
Balance at 31 December 2024	**106**	**106**

During the year, the company invested £1.7 million in its subsidiary Study Group Ireland. The Company evaluates its investments in subsidiary undertakings annually for any indicators of impairment. An impairment review is carried out by comparing the carrying value of the subsidiary to its recoverable amount. The Company has determined that the recoverable amount of its investment is based on the net assets of the subsidiary of £0.1 million and as a result has recognised an impairment of £1.6 million.

Details of the subsidiary undertakings of the Company is in note 14 in the Group financial statements.

Notes to the parent company financial statements for the year ended 31 December 2024

7 Trade and other receivables

	2024 £000	2023 £000
Current		
Trade receivables	**19,120**	21,405
Loss allowance	**(5,327)**	(5,186)
Trade receivables - net	**13,793**	16,219
Other debtors	**593**	586
Prepayments	**11,567**	13,277
Accrued income	**6,004**	2,471
Amounts owed by fellow group undertakings	**10,910**	8,817
	42,867	41,370

	2024 £000	2023 £000
The following table shows the movement in the loss allowance that has been recognised for trade receivables:		
Balance as at 1 January	**5,186**	4,923
Loss allowance recognised on receivables	**141**	263
Balance at 31 December	**5,327**	5,186

	2024 £000	2023 £000
Ageing of trade receivables net of loss allowance:		
Current	**7,936**	11,602
30-60 Days	**1,733**	1,250
60-90 Days	**1,972**	1,450
90-120 Days	**134**	458
120+ Days	**2,018**	1,459
Total	**13,793**	16,219
Ageing of loss allowance:		
30-60 Days	**73**	181
60-90 Days	**-**	2
120+ Days	**5,254**	5,003
Total	**5,327**	5,186

Refer to Note 17 in the Group financial statements for further details.

	2024 £000	2023 £000
Amounts owed by holding undertakings	**159,603**	126,846

Amounts owed by parent and fellow group undertakings are unsecured, non-interest bearing and repayable on demand.

Notes to the parent company financial statements for the year ended 31 December 2024

8 Trade and other payables

	2024	2023
	£000	£000
Current		
Trade creditors	**14,613**	9,533
Other creditors	**19,688**	17,589
Accruals	**15,100**	17,221
Amounts owed to fellow group undertakings	**41,347**	11,645
Amounts owed to holding undertakings	**8,807**	27,066
	99,555	83,054

Amounts owed to parent and fellow Group undertakings are unsecured, non-interest bearing and repayable on demand.

9 Provisions

2024 **Movement in provisions:**	**Employee benefit**	**Property**	**Onerous contract provision**	**Restructuring and other**	**Total**
	£000	**£000**	**£000**	**£000**	**£m**
At 1 January 2024	**-**	**2,511**	**-**	**-**	**2,511**
Provision recognised/(released)	**-**	**154**	**11,074**	**707**	**11,935**
Provisions utilised	**-**	**-**	**-**	**-**	**-**
Foreign currency translation	**-**	**(1)**	**-**	**(1)**	**(2)**
At 31 December 2024	**-**	**2,664**	**11,074**	**706**	**14,444**
Current	**-**	**292**	**5,200**	**706**	**6,198**
Non-current	**-**	**2,372**	**5,874**	**-**	**8,246**
	-	**2,664**	**11,074**	**706**	**14,444**

2023 **Movement in provisions:**	**Employee benefit**	**Property**	**Onerous contract provision**	**Restructuring and other**	**Total**
	£000	**£000**	**£000**	**£000**	**£000**
At 1 January 2023	35	2,597	-	-	2,632
Provision recognised/(released)	(34)	181	-	-	147
Provisions utilised	-	(263)	-	-	(263)
Foreign currency translation	(1)	(4)	-	-	(5)
At 31 December 2023	-	2,511	-	-	2,511
Current	-	93	-	-	93
Non-current	-	2,418	-	-	2,418
	-	2,511	-	-	2,511

Refer to Note 20 in the Group financial statements for further details.

Notes to the parent company financial statements for the year ended 31 December 2024

10 Lease liabilities

Maturity of lease liabilities:

	2024	2023
	£000	£000
Maturity analysis		
Year 1	**12,631**	13,504
Year 2	**12,081**	10,804
Year 3	**11,235**	9,549
Year 4	**10,887**	8,686
Year 5	**10,860**	8,259
Onwards	**38,604**	32,548
Undiscounted lease payments	**96,298**	83,350
Less: unearned interest	**(16,998)**	(13,734)
	79,300	69,616

	2024	2023
Maturity analysis	£000	£000
Current	**9,165**	10,651
Non-current	**70,135**	58,965
	79,300	69,616

Refer to Note 20 in the Group financial statements for further details.

11 Share capital

Share capital

	2024	2023
	£000	£000
Authorised, allotted, called up and fully paid		
2,000,122 (2022: 2,000,122) Ordinary shares of £1 each	**2,000**	2,000
40,000 (2022: 40,000) Preference shares of £1 each	**40**	40
	2,040	2,040

Refer to Note 22 to the consolidated statements for details of rights per class of share.

Notes to the parent company financial statements for the year ended 31 December 2024

12 Operating leases

Some properties are let under operating leases with the Company as a lessor. The future minimum lease receipts under non-cancellable leases are as follows:

	2024	2023
	£000	£000
Year 1	**-**	298
	-	298

During the year £111,663 (2023: £446,700) was recognised as rental income by the Group.

13 Commitments

The Company had the following commitments in respect of land and buildings which are payable as follows:

	2024	2023
	£000	£000
Less than one year	**793**	117
Later than one year but not more than five years	**636**	75
	1,429	192

14 Contingent liabilities

The Company is, from time to time, party to legal proceedings and claims, which arise in the ordinary course of business. The Directors do not expect there to be a material cash outflow on any items known at the period end.

No other contingent liabilities noted in the current or prior year.

15 Financial commitments

The Group's assets have been pledged as security for borrowings undertaken by Study Group in its Senior Facilities Agreement. The Parent of this agreement is fellow Group company SG Global Bidco Limited. As at 31 December 2024, the borrowings under this agreement amounted to £309.8 million (2023: £289.1 million).

Where the Company enters into financial guarantee contracts to guarantee the indebtedness of other companies within Study Group, the Company considers these to be insurance arrangements, and accounts for them as such. In this respect, the Company treats the guarantee contract as a contingent liability until such time as it becomes probable that the Company will be required to make a payment under the guarantee.

16 Events after the balance sheet date

Refer to Note 30 in the Group financial statements.