

26

Annual Report

Contents

1. Introduction

Key Highlights	4
What We Do	5
Chairman's Letter: Turning Decisions Into Results	6
Key Performance Indicators	9

2. QA Workforce Learning

A Year of Turnaround and a Return to Growth	11
Getting closer to our customers	11
Our mission and the rise of AI	12
What makes us distinctive	12

3. QA Higher Education

Expanding opportunity, improving outcomes	14
Responding to regulatory change	15
Powered by partnerships	15
An unrelenting focus on student outcomes	15
Transforming our systems and embracing AI	16
Looking ahead	16

4. People & Impact

The Board	18
Our People	21
Pay & Reward	23
Living Our Values	25
Engagement & Recognition	26
Lifestyle Benefits & Wellbeing	28
Diversity of Our People	29
Community Investment and Social Impact	30
Environmental Sustainability (incl. SECR Reporting)	33

5. Financials

CFO Statement	36
Independent Auditor's Report	45
Consolidated Income Statements	48
Consolidated Financial Statements	49
Notes to the Consolidated Financials	52
Company Statement of Financial Position	83
Company Statement of Changes in Equity	84

1.

Introduction

Key Highlights	4
What We Do	5
Chairman's Letter: Turning Decisions Into Results	6
Key Performance Indicators	9



Key Highlights

QA is a global digital skills and Higher Education business.

15,300

Higher Education students
taught (2025: 13,600)

428,000

Workforce Learning learners
(2025: 429,000)

The Board of Directors have approved the Strategic Report set out between pages 4 to 34.



Peter Franklin

Chief Financial Officer

14 October 2026

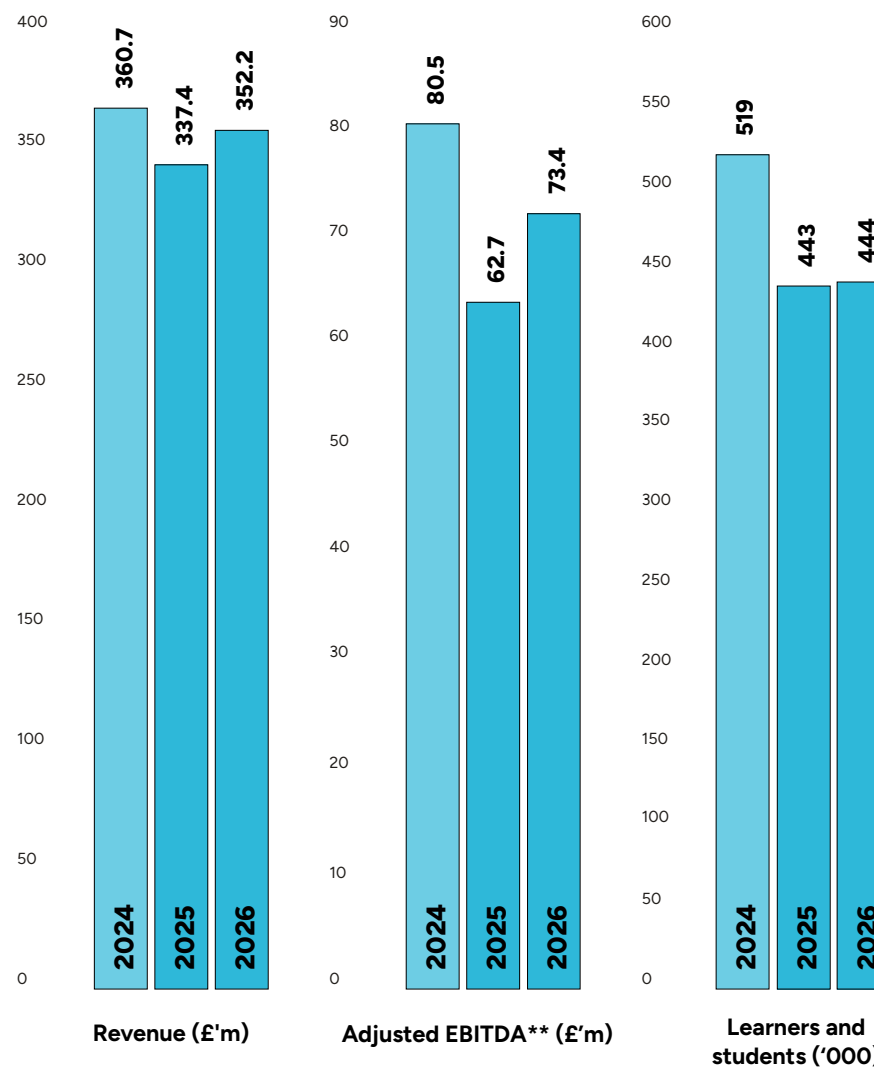


**Table 1 (note 31) and Table 3 (note 31) include the definition of Adjusted EBITDA and the reconciliation to the Group's loss before tax.

What We Do

QA is the UK's leading digital education and skills provider, helping businesses, governments, and individuals close critical skills gaps in technology and beyond. We bring together professional training, apprenticeships, higher education, and talent services to deliver measurable outcomes for learners and employers.

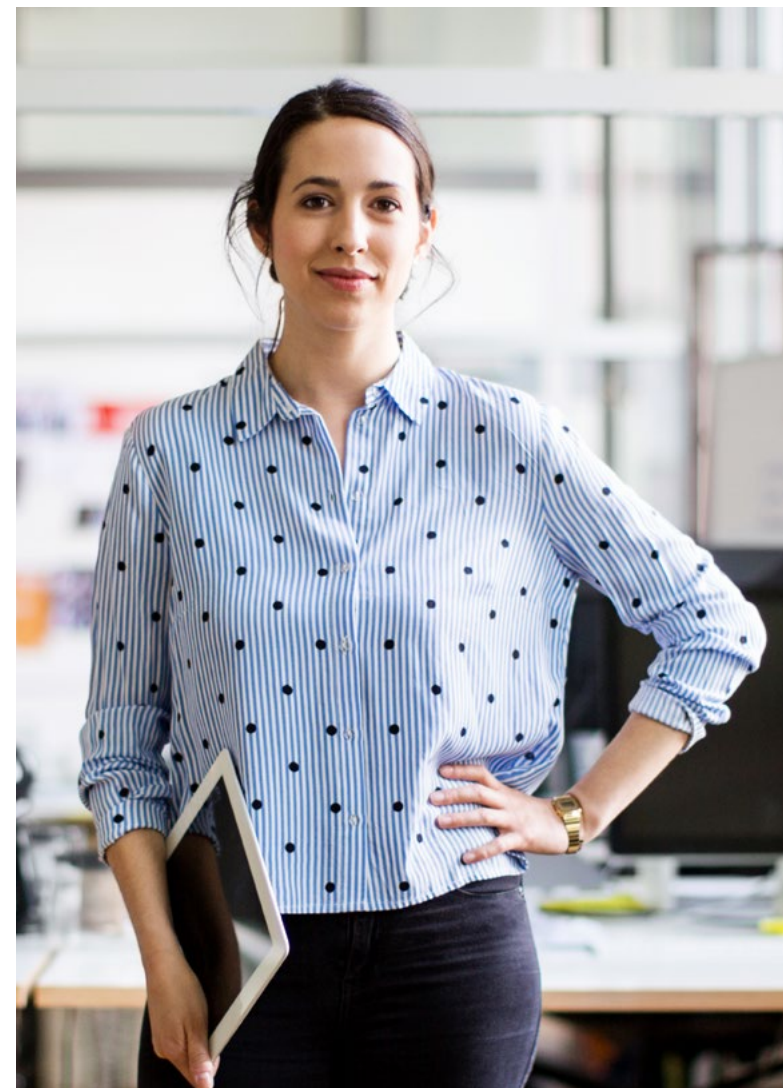
We operate through two business divisions: Workforce Learning, comprising Learning and Apprenticeships, and Higher Education. In FY26, Workforce Learning trained over 400,000 learners and supported more than 7,000 corporate clients, including many of the UK's leading organisations.

We deliver specialist training across Cloud, Cyber Security, Agile, Data, DevOps and AI, helping employers develop the skills required in an increasingly digital economy. Through our strategic partnerships with technology leaders, including Microsoft, Amazon Web Services and Google Cloud, we remain a leading provider of cloud and digital skills training in the UK.

We are also one of the UK's largest providers of levy-funded digital apprenticeships. Since 2008, we have accelerated over 56,000 careers, our pass rate for the 2025/26 academic year was 99% (2024/25: 98%).

Through QA Higher Education, we work with seven UK university partners – including Ulster University, Northumbria University, Southampton Solent University, London Metropolitan University, Oxford Brookes University, Middlesex University, and Swansea University – to offer industry-relevant programmes that prepare students for high-demand careers supporting 15,300 students.

At QA, we are not only building skills for today – we are creating the talent pipelines that power the UK's future economy.



Chairman's Letter: Turning Decisions Into Results

FY26 was a year of important progress for QA Group. Revenue was £352.2m and Adjusted EBITDA was £73.4m. A year ago, I wrote that we were building for what comes next. This year, the Group began to convert those decisions into measurable progress, with improving momentum in Workforce Learning, continued resilience in Higher Education and a clearer platform for long-term growth.

Turning decisions into results

During FY26, we focused on execution. In Workforce Learning, we strengthened the commercial organisation, integrated customer-facing teams, deepened strategic account management and sharpened sector-focused propositions. The launch of a new Value Creation Programme helped align the business more closely to client demand, particularly in AI, digital transformation, cyber, cloud and data. Operationally, the division became more focused and scalable, with stronger discipline and a clearer route to sustainable growth.

In Higher Education, we continued to execute against a disciplined strategy centered on academic quality, employability and student outcomes. Despite a challenging sector backdrop, marked by immigration reform, increased scrutiny of partnership provision and pressure across university finances, demand for career-focused higher education remained resilient. The division continued to support a diverse student population through long-standing university partnerships, while strengthening governance, regulatory oversight and academic assurance.



Meeting the moment on AI

Over the past year, demand for AI skills, AI transformation and AI-enabled workforce solutions accelerated significantly across our markets. Organisations moved beyond experimentation towards enterprise deployment, increasing demand for practical skills, governance, adoption and change-management capability. QA responded by strengthening its AI proposition across learning, consulting and technology, launching new AI curricula, expanding AI-focused programmes and embedding AI into both client solutions and our own operations. We supported large-scale client adoption programmes, including deployments reaching more than 26,000 learners, with 96.3% of learners surveyed on AI related courses reporting confidence in applying AI within their role. For QA, innovation and responsibility remain inseparable. We help clients harness the transformative potential of AI with confidence, combining practical capability-building with secure, responsible and well-governed adoption.

Workforce Learning

Workforce Learning delivered a strong turnaround in FY26, returning to growth in the second half of the year and building a more resilient, higher-quality revenue base.

Progress was made across the commercial organisation, with stronger sales capability, deeper strategic account management, expanded partnerships and sharper sector propositions.

The division's positioning around AI, skills and workforce transformation is now more closely aligned to the priorities of clients as they invest in productivity, resilience and long-term capability. Workforce Learning enters FY27 with stronger momentum, improved operational discipline and an increasingly differentiated market position. Apprenticeships remained central to the division, with 14,177 apprentices supported and a pass rate of 99% (FY25: 98%), while total learner volumes were 428,000 (FY25: 429,000). We have used AI to innovate our learner experience, with Ela, our AI Learning Assistant, expanded to cover all QA content in ILT, Apprenticeships and Digital, with the new capability to create personalised learning plans. We also created TeamQuest, a new gamified learning experience with AI and Simulabs, providing a new integrated way to practice human and technical skills. We remain mindful of the risks that accompany this progress including macroeconomic uncertainty and the pace of AI-driven change and we manage them with the discipline we brought to the reset.

Higher Education

Higher Education delivered another year of resilient demand in a challenging sector environment. The division remained focused on expanding access to high-quality, career-focused higher education for students who are often underserved by traditional university models, including mature learners, commuters, career changers and international students. Today, the division supports approximately 16,000 students through a network of long-standing university partnerships. This represented 12% growth during FY26, demonstrating the continued strength and relevance of the model. Strategic progress continued during the year. The portfolio evolved towards areas of increasing employer demand, including technology, artificial intelligence, cyber security and healthcare. Recruitment channels, student populations and partner relationships were further diversified, reducing reliance on any single market, geography or source of demand. Domestic recruitment was particularly strong, growing 24% year-on-year, supported by further diversification into areas such as accounting, construction and data science. International recruitment operated in a more challenging environment during the year, with changes to immigration, visa and education policies impacting activity levels.

Despite this, our diversified sector focus and strong domestic growth underpinned overall performance. New and expanded partnerships, including Swansea University, demonstrate continued confidence in the quality of the model and its ability to help universities reach learners they might otherwise struggle to serve.

These partnerships now number seven, anchored by long-standing relationships with Northumbria, Ulster, Solent and London Met and during the year we continued to progress our own registration with the Office for Students.

Responsible, sustainable growth

Responsible growth remains central to QA's purpose and strategy. Guided by our Environmental, Social, and Governance (ESG) pillars of People, Planet, Possibility and Prosperity, we continued to invest in our colleagues, expand opportunities for learners, support social mobility and make progress against our science-based net-zero commitments. As AI reshapes industries and economies, we have also remained focused on ensuring that innovation is underpinned by strong governance, cyber resilience and responsible business practices. This combination of purpose, operational discipline and long-term investment supports sustainable value for our learners, clients, colleagues, partners and communities.

The impact extends beyond individual learners. In 2026, our apprenticeship programmes generated over £361 million in social impact. Independent analysis by GIST Impact found that for every £1 invested, QA apprenticeships delivered £5.90 in social value, creating positive economic, social and environmental outcomes for learners, employers and communities alike.

Looking ahead

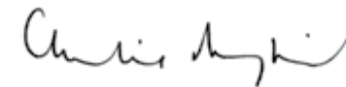
The Group now enters its next phase with confidence.

The governance model established over recent years, with Workforce Learning and Higher Education operating as distinct businesses with dedicated leadership, deep sector expertise and clear accountability, is now firmly embedded. Workforce Learning, under Chair Jim Marsh and CEO Josh Hubbert, and Higher Education, under Chair Mary Curnock Cook and CEO Simon Nelson, each have clear strategies, strong foundations and compelling opportunities for future growth.

With this leadership model now well established, and both businesses operating with strong governance, clear strategic direction and experienced management teams, I believe this is the right moment for me to step down as Group Chairman.

I would like to thank my fellow Board members, our leadership teams, colleagues, learners, students, clients, university partners and shareholders for their support, commitment and contribution over the years.

The need for high-quality education, workforce development, reskilling and lifelong learning has never been greater. As AI and technological change continue to reshape economies and societies, QA is well placed to help learners, employers, universities and partners navigate that change and seize the opportunities it creates.



Sir Charlie Mayfield
Chairman

Key Performance Indicators

We have a number of KPIs as follows:

Revenue growth rate

Growth in revenue demonstrates the increased demand for our programmes and courses.

4.4%

Revenue growth rate

The Group has seen revenue increase by 4.4% (2025: down 6.5%) with strong growth in Higher Education.

Adjusted EBITDA* growth rate

Growth in Adjusted EBITDA demonstrates profitable return from our products, programmes and courses.

17.2%

Adjusted EBITDA growth rate

The Group delivered Adjusted EBITDA growth of 17.2% to £73.4m, driven by strong revenue growth and improved margins during the year.

Percentage growth in learners

Growth in learner volumes demonstrates the demand for our learning products from our Workforce Learning customers. Learners are defined as the number of individuals taught in the year.

(0.2)%

Percentage growth in learners

The Group's Workforce Learning learners have declined by 1,000 (2025: declined by 80,000) to 428,000 (2025: 429,000) as the Group has seen a decrease in self-paced learner activities.

Free cashflow*

Cashflow growth represents our ability to generate cash returns after investing in the assets (e.g. product, content and leases) that support our products, programmes and courses.

£60.1m

Free cashflow

Free cashflow increased by 10.8% to £60.1m (2025: £54.2m).

Adjusted EBITDA* margin

Growth in Adjusted EBITDA margin reflects the ability to drive delivery and operational efficiency.

2.2%

Increased in adjusted EBITDA margin

The Group's Adjusted EBITDA margin increased from 18.6% to 20.8%, reflecting the strong recovery and return to growth in Workforce Learning during the second half of the year.

Percentage growth in students

The number of students taught through our higher education business.

12.5%

Percentage growth in students

Higher Education students have increased by 12.5% to 15,300 (2025: increase of 10%) due to increased international student demand.

Average learner Net Promoter score (NPS)

Excellent learner experiences mean that our Workforce Learning customers are more likely to recommend and rebook with us in the future.

57.5

Average learner Net Promoter Score (NPS)

Meaning over 90% of Workforce Learning learners would recommend us (2025: 55).

*These KPIs are reconciled to IFRS values in note 31.

2.

QA Workforce Learning

A Year of Turnaround and a Return to Growth	11
Getting closer to our customers	11
Our mission and the rise of AI	12
What makes us distinctive	12



QA - Workforce Learning

A Year of Turnaround and a Return to Growth

For Workforce Learning, FY26 tested the resilience of our business – and demonstrated it. We set out with a clear strategic goal: to return QA Workforce Learning to growth and restore the strong profitability that has defined much of our history. Against a backdrop of economic uncertainty and rapid technological change, we delivered. We returned to growth in the second half of the year, and achieved our budgeted profit target.

Getting closer to our customers

That result reflects a deliberate choice about where we focus and how we operate. We concentrated on our Platinum accounts – the strategic clients where our expertise has the greatest effect – and on the UK's largest organisations, serving them both domestically and internationally.

We also changed how we work with them. Our go-to-market model now puts the customer at its centre: customer-facing teams are integrated, strategic account management runs deeper, and we organise around sectors and outcomes rather than the products we sell.



This shift means we start with the customer's challenge, not our catalogue. We identify the capability gap they need to close, then draw on instructor-led, digital, blended and apprenticeship routes to build the right solution.

All of this has given us a closer understanding of customer priorities, a faster response to their evolving needs, and a stronger foundation for sustainable growth.

Our mission and the rise of AI

Our mission is to provide the critical AI, technology, digital and human skills that people and organisations need to transform and succeed in a changing world. This year, as AI moved from boardroom conversation to daily practice, that mission has been tested and sharpened. Technology alone does not transform an organisation. People do, when they have the skills and the confidence to put new tools to work.

Organisations have moved quickly from curiosity about AI to practical adoption, and their people want to understand what AI means for their own roles. We have responded by expanding our AI curriculum, embedding AI across our platform, and using it to improve how people learn. Ela, our AI learning assistant, now covers all QA content across instructor-led training, apprenticeships and digital, and can build personalised learning plans for individual learners.

Through it, we are helping learners move from awareness to genuine capability. We also launched TeamQuest, a gamified learning experience combining AI and Simulabs that gives people an integrated way to practise both human and technical skills. Our ambition is not simply to teach AI as a subject. It is to help organisations build workforces that can work confidently and responsibly alongside it.

What makes us distinctive

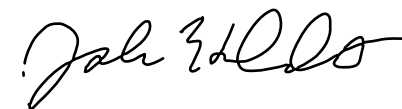
We have also sharpened our strategy around what makes QA distinctive: deeper expertise in the skills that matter most, more ways to learn across instructor-led, digital, blended and apprenticeship routes, learning that is tailored to each customer, and the trust that comes from decades of helping businesses through major shifts in technology. These are not slogans. They are the commitments we are executing against, account by account and learner by learner.

Apprenticeships remain central to who we are. They build essential skills, develop future talent and open real opportunities for individuals, while helping our clients close the gaps that constrain their growth. In a market where skills shortages are a genuine barrier to our customers' ambitions, high-quality, employer-led learning has a bigger role to play than ever.

Behind every one of these results are our colleagues, who brought urgency, expertise

and real care for our customers to a demanding year. I want to thank every one of them.

We enter the new fiscal year clearer about where we play and how we win, and with real momentum behind us. Our task is simple to state and demanding to deliver: help organisations build capability, help individuals realise their potential, and deliver learning that creates lasting impact.



Josh Hubbert
CEO, Workforce Learning

3.

QA Higher Education

Expanding opportunity, improving outcomes	14
Responding to regulatory change	15
Powered by partnerships	15
An unrelenting focus on student outcomes	15
Transforming our systems and embracing AI	16
Looking ahead	16



QA - Higher Education

Expanding opportunity, improving outcomes

At QA Higher Education, everything begins with our students. During FY26, we enrolled 15,300 students (FY25: 13,600) as we continued our mission to expand access to life-changing education for students from all backgrounds. Our portfolio is designed around employability, equipping students with the knowledge, confidence and practical skills to pursue rewarding careers. During the year, we launched new programmes in areas of strong employer demand, including data, construction and accounting.

Despite a challenging external environment, QA Higher Education continued to identify opportunities for sustainable growth. Domestic recruitment increased by 24% year on year, supported by regional growth strategies and the further diversification of our portfolio. We also expanded our capacity in partnership with Ulster University by opening a new campus at International House, QA Group's flagship building near Tower Bridge.



Responding to regulatory change

The UK higher education sector continues to face significant regulatory and policy change, particularly in relation to immigration and the oversight of subcontractual and partnership provision. Changes affecting international student recruitment have created considerable volatility in some markets.

Where visa-compliance risks have increased, QA Higher Education has worked closely with its university partners to strengthen controls, adjust recruitment activity and respond responsibly to evolving government policy. Unfortunately, visa refusal across the sector have spiked since the start of the year, and with tighter thresholds in place from 1 June, this will continue to shape the international outlook for QAHE and the sector.

Powered by partnerships

QA Higher Education's value proposition is straightforward: we build deep, collaborative and innovative partnerships that help universities achieve shared strategic objectives while maintaining an unwavering focus on quality and student outcomes. Our long-standing partnerships with Ulster University, Northumbria University, Solent University and London Metropolitan University remain central to our mission. Across these relationships, we have

continued to develop new provision, pursue carefully selected growth opportunities and strengthen the academic and operational foundations of our delivery.

External review and professional accreditation provide important independent validation of this work.

During FY26, our Ulster University partnership achieved another excellent outcome from its Quality Assurance Agency for Higher Education (QAA) review. Undergraduate psychology provision delivered with Solent University also secured accreditation from the British Psychological Society.

These achievements reflect the commitment of colleagues across QA Higher Education and our university partners to maintaining high academic standards and continually improving the student experience.

An unrelenting focus on student outcomes

Supporting students to realise their career ambitions begins with enabling them to succeed academically. QA Higher Education invests significantly in helping students engage with and continue on their programmes. This support combines high-quality teaching with targeted academic interventions, digital resources, wellbeing services and individual assistance for students who may be at risk of disengaging.

Our investment in systems and data capabilities is transforming how we monitor performance, identify risks and develop corrective action plans. It enables academic and professional teams to act earlier and with greater precision, while giving our university partners clearer oversight of the student journey.

Our strategy has initially focused on improving continuation, recognising that sustained engagement provides the foundation for stronger completion and progression outcomes.

This approach is beginning to be reflected in official data. The latest OfS B3 continuation metrics show an improving trend of approximately three percentage points over the three year reporting period across our two largest domestically focused partnerships, London Metropolitan University and Solent University.

Our more recent internal retention indicators also continue to move in a positive direction. There remains more to do, and improving outcomes will continue to require sustained attention and investment. Nevertheless, the emerging evidence gives us confidence that our approach is having an impact.

Transforming our systems and embracing AI

Over recent years, we have focused on modernising our core systems as a prerequisite for wider transformation, including the responsible adoption of artificial intelligence. Our investment in Salesforce now supports not only recruitment and customer relationship management but also our student records infrastructure. This is creating a more integrated data environment across the applicant-to-graduation journey, improving how we attract, admit, support and retain students. During FY26, we began to realise more of the benefits of these investments through improved reporting, greater process consistency and stronger operational insight. These foundations will enable us to simplify the experience for students and colleagues, strengthen regulatory assurance and explore how AI can improve productivity, personalisation and decision-making.

Our approach to AI will remain focused on clear educational and operational value. Technology should augment the expertise and judgement of our academic and professional colleagues, while preserving academic integrity and ensuring that students develop the skills they will need in an increasingly AI-enabled workplace.

Looking ahead

The headwinds affecting UK higher education are significant and wide-ranging. International recruitment remains disrupted in several important markets, while greater scrutiny of franchise and partnership provision is likely to reshape the domestic market. We welcome a stronger focus on quality, transparency and student outcomes. Providers that can demonstrate robust governance, effective academic oversight and clear value for students should emerge stronger from this period of change.

QA Higher Education is adapting its operating model to ensure resilience while preparing for the next phase of responsible public-private partnership. The need for such partnerships remains compelling. Universities must reach new groups of students, respond more quickly to changing skills needs, improve the use of their assets and capabilities, and strengthen their long-term financial sustainability. Our people, supported by increasingly modern systems and stronger data, will be central to realising these opportunities.

The most effective partnerships begin with a shared commitment to students: providing accessible, high-quality teaching and support that meets learners' circumstances and enables them to achieve their ambitions. When we deliver that consistently, we

create lasting value for students, university partners, employers and wider society—and establish the foundations for further partnerships with ambitious, high-quality universities.

Thank you to our students, university partners, academic and professional colleagues, and wider stakeholders for your commitment, energy and belief in our shared work.



Simon Nelson
CEO, Higher Education

4.

People & Impact

The Board	18
Our People	21
Pay & Reward	23
Living Our Values	25
Engagement & Recognition	26
Lifestyle Benefits & Wellbeing	28
Diversity of Our People	29
Community Investment and Social Impact	30
Environmental Sustainability (incl. SECR Reporting)	33



The Board

The Group has two operating Boards to run and manage the Group's Workforce Learning and Higher Education businesses. Disclosures on how the Board fulfils its duty under Section 172 of the Companies Act 2006 has been made on page 43. The Boards are made up of the following:



Sir Charlie Mayfield

Group Chairman

Appointed: November 2017

Charlie joined QA as Group Chairman in November 2017. He was previously Chairman of the John Lewis Partnership (JLP), stepping down in 2020. Charlie was the Government-appointed Chair of the UK Commission for Employment and Skills. In June 2013, he was knighted for services to business. He is Deputy Chairman of the British Museum, Chairman of edtech business Sparx Education, Senior Non-Executive Board Director at HM Treasury, and is leading an independent review for the Government titled Keep Britain Working.

Charlie resigned from all boards within the QA Group on 31 May 2026.



Peter Franklin

Chief Financial Officer

Appointed: August 2025

Peter joined QA Group on 1 June 2025. He was previously CFO of FreshWave Group. Prior to 2024, he served as VP Finance for the Aviation business of Inmarsat (backed by Apex and Warburg), where he supported an ambitious growth agenda and the company's successful acquisition by Viasat.

After qualifying with PwC, Peter built his career in leadership roles at Cable & Wireless and Capita. He is a qualified accountant and Fellow of the ICAEW.



Philip Young

General Counsel

Re-Appointed: May 2026

Phil is General Counsel at QA, leading the legal, compliance and regulatory functions across the Workforce Learning and Higher Education businesses. A triple-qualified lawyer (England & Wales, New York, Republic of Ireland), Phil began his career in M&A and capital markets at Cravath, Swaine & Moore (New York) and Covington & Burling (London), before senior in-house roles at Liberty Global and Cera Care. Phil graduated with First Class Honours from Queen's University Belfast, and has a LLM from Harvard Law School, where he was a Frank Knox Fellow.



Udaibir Banga

Non-Executive Director

Appointed: June 2024

Udaibir is a Director at CVC, which he joined in 2017. Prior to CVC, he worked in the Direct Private Equity team at CPP Investments and in the UK M&A group at Citi.

He holds an Honours degree in Economics from Harvard University and an MBA from Harvard Business School.

Workforce Learning Board



Jim Marsh

Chair Workforce Learning

Appointed: July 2025

Jim became Executive Chair of QA Workforce Learning in July 2025, having previously spent over 30 years working in Corporate Turnaround and Private Equity. During this period, he held roles as Managing Partner of KPMG UK, Chief Executive Officer of Cable & Wireless Worldwide PLC, Turnaround Partner at McKinsey & Co., and Chief Transformation Officer across a variety of businesses and sectors.



Josh Hubbert

CEO Workforce Learning

Appointed: January 2025

Josh became CEO of QA Workforce Learning in January 2025. He was previously COO of the market research company GfK, and later a member of the executive team at NielsenIQ following the merger of the two companies in 2023. Prior to GfK, Josh served as VP of Strategy at the WMF Group, where he led the value creation programme and oversaw the post-merger integration with Groupe SEB.

Earlier in his career, Josh spent over a decade in management consulting with Kearney.



Richard Blackburn

Non-Executive Director

Appointed: June 2017

Richard is a Partner at CVC, which he joined in 2007. Prior to CVC, he worked in Morgan Stanley's M&A department. He graduated with a BA in Economics from the University of Oxford.

Higher Education Board



Mary Curnock Cook, CBE

Chair
Higher Education

Appointed: May 2026

Mary chairs the QA Higher Education Board and brings extensive leadership and governance experience from across the higher education sector. She currently chairs the Dyson Institute and Pearson's UK qualifications business and serves on a number of higher education boards and advisory bodies. Previously, Mary was Chief Executive of UCAS from 2010 to 2017, leading the organisation through a significant period of growth and transformation. She is also a frequent speaker and commentator on higher education policy and student outcomes.



Simon Nelson

CEO
Higher Education

Appointed: September 2021

Simon joined QA as CEO Higher Education in September 2021. He was the founding CEO of FutureLearn, the online learning platform launched by The Open University in 2012 and led its growth to more than 15 million learners worldwide. Prior to this, Simon spent over a decade at the BBC leading digital innovation across Radio and Television, including the launch of BBC iPlayer. He later led digital strategy at Nord Anglia Education, the world's largest international schools' group.



Tim Slater

Chief Financial Officer -
Higher Education

Appointed: June 2022

Tim joined QAHE as Chief Financial Officer in June 2022, with responsibility for finance, data and strategic insight. He brings extensive leadership experience across higher education, investment, telecommunications and technology-enabled businesses. Prior to QAHE, Tim served as CFO and COO of an education-focused venture capital firm and was previously CFO and Finance Director at the University of Law. Earlier in his career, he held senior finance leadership roles at BT and Tiscali.



Robin Price

Audit & Risk Chair –
Higher Education

Appointed: May 2026

Robin chairs the Audit & Risk Committee and is a chartered accountant with extensive experience across creative, media and people-focused businesses. He has held senior financial, commercial and operational leadership roles in both UK and international organisations. Robin was involved in establishing and growing a leading entrepreneurial advertising agency, served as a UK Plc Director and helped build Be Heard Group PLC through acquisition. He currently serves as Chair of Audit & Risk at Escape Studios and CFO of GambleAware.



Professor Ian Dunn

Independent Director –
Higher Education

Appointed: May 2026

Professor Ian Dunn is Provost and Chief Academic Officer of Coventry University Group and brings more than three decades of higher education leadership experience to the Board. He joined Coventry University in 1992 and has held a number of senior academic and executive roles. Ian serves on several national and international higher education bodies, including the QAA Advisory Committee for Degree Awarding Powers and the European University Association's Steering Committee for Learning and Teaching. In 2016, he was named Inspiring Leader of the Year at the Guardian Higher Education Awards.

Our People

Behind QA Group's success is a talented and committed workforce whose expertise enables us to deliver for learners, customers and partners every day. Guided by our shared values, we continue to invest in an environment where colleagues can grow, perform and thrive.

During FY26, we strengthened the foundations that support performance, development and engagement across the Group. We further embedded a clear feedback and coaching culture through Compass, our performance and feedback platform, within QA Workforce Learning, and introduced a manager development programme within QA Higher Education, creating a stronger and more consistent employee experience.

We remain committed to an inclusive and supportive workplace. As a Disability Confident Committed employer and a Gold-accredited member of The 5% Club, we continue to invest in accessible employment practices and in developing future talent through apprenticeships, graduate schemes and other earn-and-learn opportunities. As a member of the United Nations Global Compact, we uphold its principles across human rights, labour standards, environmental responsibility and ethical business practice.

Learning, Performance and Growth

As a learning organisation, we believe development should be within reach of every colleague. Through learning opportunities, internal mobility and career progression, we help colleagues build rewarding careers across QA Group.

A Strong Internal Talent Pipeline

Movement into, across and up through the organisation is one of the clearest signs of a healthy talent pipeline. During FY26, QA Higher Education welcomed 221 new hires, supported 86 internal moves and celebrated 37 promotions, while QA Workforce Learning welcomed 159 new hires, facilitated 71 internal moves and recognised 39 promotions. Alongside this movement, QA Higher Education recorded 186 leavers and QA Workforce Learning 311 leavers during the year. Together, that amounts to 380 new hires, 157 internal moves, 76 promotions and 497 leavers across the Group – reflecting both the dynamic nature of our workforce and our continued commitment to attracting, developing and retaining talent.

Performance and Development

During the year, QA Workforce Learning relaunched its performance-management approach through Compass, placing greater focus on meaningful conversations, clear



objectives, continuous feedback and professional development. The framework helps colleagues see how their contribution supports wider business priorities, while promoting accountability and growth.

The relaunch generated strong early momentum, with 11,101 feedback interactions recorded through Compass and 44 manager training sessions delivered during the year.

Within QA Higher Education, a new management development programme launched in May, attracting 328 participants across workshops covering core people-management topics including performance management, employee relations and absence management. The programme has strengthened management capability and supports our commitment to developing effective leaders across the organisation.

Learning and development remained a priority across the Group. Every colleague continues to benefit from three fully funded learning days each year, alongside access to a broad range of technical, professional and leadership development opportunities. During FY26 we expanded this offer further, increasing access to both face-to-face and digital learning, with a continued focus on mandatory and role-specific training.



UN Global Compact

Since 2025, QA Group has been committed to the UN Global Compact corporate responsibility initiative and its principles in the areas of human rights, labour, environment, and anti-corruption.



Pay and Reward

At QA Group, we are committed to fair and competitive reward practices that support the attraction, retention and engagement of colleagues across the organisation. We are proud to be a Real Living Wage employer, ensuring colleagues receive a rate of pay that reflects the cost of living. Our approach is underpinned by structured pay frameworks, regular market benchmarking and governance processes that promote consistency across the Group.

We review our workforce and reward data to understand pay outcomes and identify areas for improvement. Gender Pay Gap reporting is an important part of this work, helping us understand the representation of men and women across different roles and levels of the business.

Gender Pay Gap Reporting

As required by UK legislation, we publish Gender Pay Gap data for both QA Workforce Learning and QA Higher Education. Gender Pay Gap reporting measures the difference in average earnings between men and women across the workforce; it is distinct from equal pay, which concerns men and women receiving equal pay for the same or equivalent work. This year's analysis is based on the snapshot date of 6 April 2025 and covers 1,740 employees in QA Workforce Learning and 612 in QA Higher Education Ltd.

Pay gap

QA Group - Median

2025 **18.23%**2024 **16.5%**

QA Group - Mean

2025 **22.33%**2024 **15.8%**

Bonus pay gap

QA Group - Median

2025 **45.66%**2024 **-14.4%**

QA Group - Mean

2025 **30.99%**2024 **28.7%**

Men Women

2025

32.95%

32.18%

2024

39.85%

43.4%

Understanding Our Pay Gap

As at the April 2025 snapshot, QA Group's median gender pay gap was 18.23% and its mean gender pay gap 22.33%. This gap is driven primarily by the distribution of men and women across different job levels and occupational groups, rather than by differences in pay for equivalent roles. Improving representation at senior levels remains an important focus, and we continue to support this through inclusive recruitment, talent development, succession planning and career progression.

While there is more to do, we remain committed to improving representation across all levels of the organisation and to monitoring our Gender Pay Gap over time, so we can better understand our progress and where to focus next.

Workforce Composition

The table below sets out the composition of our workforce at year end, by gender and seniority, across the last two years.

	2025			2026		
	Men	Women	Total	Men	Women	Total
Employees	1209	939	2148	1213	1055	2268
Managers	171	212	383	202	233	435
Executive leadership	8	2	10	10	2	12
Directors	4	0	4	4	0	4

Living Our Values

Our values provide the foundation for how we work, collaborate and deliver for learners, customers and colleagues. While QA Workforce Learning and QA Higher Education each operate with their own value frameworks, both are underpinned by a shared commitment to expertise, accountability, inclusion, development, collaboration and impact.

During FY26, QA Workforce Learning introduced a refreshed set of organisational values, informed by colleague feedback and designed to reflect the culture we aspire to create together. Its values of Expertise, Performance, Integrity and Collaboration now provide a clear framework for decision-making, behaviours and expectations across the business.

QA Higher Education continued to build on its established values: We Know Our Stuff, We Always Deliver, Our Diversity Makes Us Stronger, We Develop Ourselves and Others, We Win as a Team, and We Make a Difference. These continue to guide behaviours, strengthen culture and support shared success.

Across the Group, our values are embedded throughout the employee lifecycle, shaping recruitment, development, performance conversations and everyday collaboration. By connecting values to behaviours, we help colleagues understand the part they play in delivering our strategy and building a positive, high-performing culture.



Engagement & Recognition

Creating a culture where colleagues feel connected, valued and recognised remains a priority across QA Group. Throughout FY26 we continued to strengthen communication, recognition and employee listening, giving colleagues more opportunities to stay informed, share feedback and help shape their experience at work

Recognition

Recognising colleagues who bring our values to life is central to a culture where people feel valued and appreciated. Throughout the year, colleagues were recognised through peer nominations, feedback, long-service awards and formal recognition programmes. By linking recognition directly to our values, we reinforce the behaviours behind our success and celebrate those who make a positive impact on colleagues, learners, customers and the wider business.

Across the year, colleagues submitted 2,618 Spirit Award nominations – 989 in QA Workforce Learning and 1,629 in QA Higher Education – and shared 6,772 recognition messages, comprising 4,500 in QA Workforce Learning and 2,272 in QA Higher Education. These figures reflect the continued commitment of our colleagues to celebrating

success, recognising contribution and bringing our values to life every day.

Staying Connected

We use a range of channels to keep colleagues informed and connected across the Group, including monthly All-Hands meetings, our intranet and our people newsletter. These platforms share updates on business performance, strategic priorities and organisational achievements, while celebrating colleague successes, wellbeing initiatives, long-service milestones and peer-to-peer recognition.

Engagement

At QA, we believe a great place to work starts with listening to our colleagues. Our engagement surveys provide valuable insight into the colleague experience: what we are doing well, where we can improve, and how we can keep building a culture where everyone feels valued and supported. The surveys focus on four pillars of the employee experience – Wellbeing, Business & Strategy, Manager Feedback, and Growth & Reward.

During the year, feedback gathered through engagement surveys, focus groups and employee forums helped shape priorities

across our People Roadmap. It informed a number of key initiatives, including the relaunch of Compass, the introduction of refreshed organisational values, enhancements to career-development conversations, and ongoing improvements to communication and recognition across the Group.

Employee Voice in Action

Employee representative forums give colleagues a direct channel to share ideas and contribute to the discussions that shape their experience at work. In QA Higher Education, this took place through six meetings of the Employee Partnership Forum during FY26. In QA Workforce Learning, the Colleague Committee brings together 22 colleague representatives, supported by an Exco representative and a People Team representative, and meets bi-monthly across four sessions to provide a forum for consultation and feedback. Together, these groups help ensure colleague perspectives are reflected in decision-making across the business.

The forums contributed to discussions on wellbeing, recognition, communications and culture, and supported the rollout of people initiatives and our organisational values.

In QA Workforce Learning, we have also established a Senior Leadership Team of around 40 colleagues who, together with the Executive team, meet face to face each quarter with a monthly touchpoint in between. This group comprises the critical leaders of the business, driving delivery of the key people and customer initiatives across the organisation.

Together, our engagement surveys and colleague forums provide a strong foundation for continuous listening and improvement. We remain committed to acting on colleague feedback and to creating an environment where people feel connected, empowered and proud to be part of QA.



Lifestyle Benefits & Wellbeing

Supporting Life, Work and Everything In Between

We are committed to supporting colleagues at every stage of their career through a broad range of benefits that promote wellbeing, financial security and professional development. During FY26 we delivered 34 onboarding sessions attended by 159 new starters, and hosted 14 Benefit awareness sessions that helped 277 employees (159 new starters and 118 tenured employees) better understand and access the support available to them.

Wellbeing Support

We recognise that colleague wellbeing is fundamental to a positive, productive and resilient workplace. Our approach combines preventative resources, professional support services and peer networks to help colleagues manage their physical, mental and financial wellbeing.



Health and Wellbeing

- Employee Assistance Programme (EAP)
- Aviva Smart Health, Including 24/7 virtual GP access, mental health support & nutrition advice
- GP24 global virtual GP service
- Mediacash health care cash plan
- Private Medical Insurance
- Wellhub fitness and wellbeing platform
- Mental Health First Aiders and Approved Listeners network



Financial Protection

- Pension scheme with employer contributions
- Life Assurance
- Group Income Protection
- Financial wellbeing benefits including season ticket loans, Cycle to Work and employee discounts through BenefitHub



Learning & Development

- Three learning days annually
- QA Learning Platform
- Internal Apprenticeships
- Leadership Development Programmes
- Access to QA public training courses as part of our commitment to continuous learning



Flexibility & Work-Life Balance

- 27 days annual leave, increasing to 30 days after 5 years' service
- Ability to purchase additional annual leave
- Paid charity leave and matched charitable donations
- Early Friday finish initiative, where operationally possible

Through this breadth of benefits and wellbeing initiatives, we continue to invest in the health, resilience, development and financial security of our people, helping colleagues thrive both inside and outside work.

Diversity of Our People

Creating an inclusive workplace remains a priority across QA Group. We believe diverse perspectives strengthen decision-making, spark innovation and help us serve our learners, customers and communities better.

Workforce Diversity

In FY26, 72% of colleagues chose to share their diversity information through our HR platform. Improving disclosure rates remains an important focus as we strengthen our understanding of workforce demographics and make our people data as representative as possible.

Even so, a richly varied picture emerges: our colleagues represent 22 ethnic backgrounds, 95 countries of origin and 82 nationalities, with 6.5% disclosing a disability and 3.5% identifying as LGBTQ+.

This diversity is a significant strength, bringing different perspectives, experiences and ideas that enrich our organisation and enhance our ability to deliver for learners and customers. During the year we continued to encourage colleagues to share diversity information and to improve our reporting, helping us build a deeper understanding

of our workforce and inform future action to create an inclusive workplace where everyone can do their best work.

Our People, Our Future

As we move into FY27, we remain focused on creating an exceptional employee experience and ensuring our people have the opportunities to learn, grow and succeed. Our priorities for the year ahead include:

- Embedding our values and culture across the employee lifecycle
- Strengthening career development and internal mobility opportunities
- Continuing to enhance performance and development conversations
- Improving diversity data, insight and action planning
- Expanding wellbeing and employee support initiatives
- Listening to colleagues and acting on feedback to drive continuous improvement

The success of QA Group is built on the talent, dedication and expertise of our people. Throughout FY26 we have continued to invest in the capabilities, wellbeing and development of our workforce, while strengthening the foundations that support engagement, performance and inclusion.

We are proud of the progress made this year, and we know there is always more to do. By continuing to listen, learn and evolve, we remain committed to a workplace where every colleague feels valued, supported and empowered to reach their full potential.

Community Investment and Social Impact



Empowering futures through apprenticeships

QA has been at the forefront of digital apprenticeships since 2008, becoming one of the UK's largest providers of levy-funded digital programmes.

With a 99% pass rate and 90% of learners progressing into full-time roles, we have launched or transformed more than 50,000 careers.

Our apprenticeships enable individuals to earn while they learn, combining paid employment with industry-recognised qualifications, practical workplace experience and personalised support.

Through flexible digital learning, hands-on application and one-to-one coaching, learners develop the technical and professional skills needed to succeed in high-demand digital and technology roles.

The impact extends beyond individual learners. In 2024, our apprenticeship programmes generated more than £580 million in social value. Independent analysis by GIST Impact found that for every £1 invested, QA apprenticeships delivered £6.89 in social value, creating positive economic, social and environmental outcomes for learners, employers and communities alike.



Bridging the Digital Divide: Opportunity for All

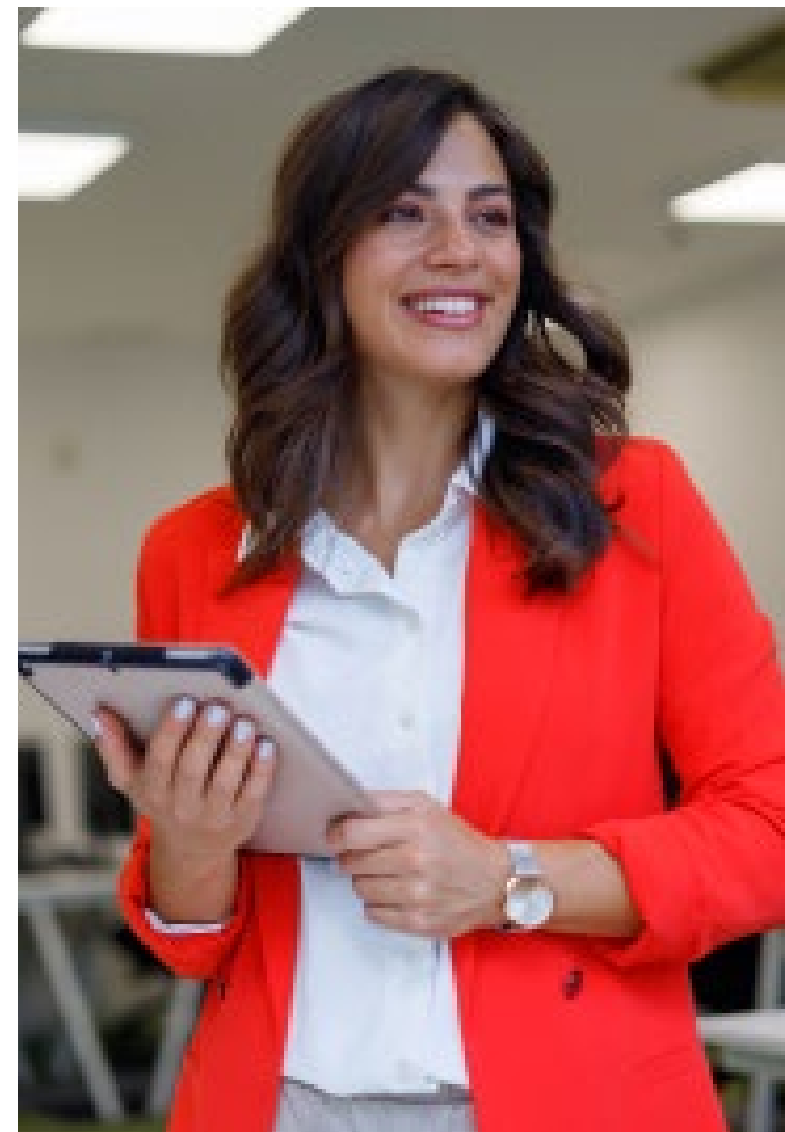
We believe everyone should have the opportunity to develop the skills needed to succeed in a digital world.

Through initiatives such as Teach the Nation and Tech4Futures, we help break down barriers to digital careers, providing free skills development opportunities that build confidence, capability and aspiration.

Our commitment to widening participation is reflected across our Higher Education provision, where 41% of students are female, 75% are aged 25 or over, and 60% are international students.

We welcome and support participants of all ages, backgrounds, and experiences - because we know diverse perspectives drive innovation.

By championing inclusive learning and social mobility, we continue to create opportunities for individuals to realise their potential and contribute to the UK's future workforce.



Teach the Nation: Skills for the Future:

Teach the Nation (TTN) makes digital learning accessible, practical and inclusive.

Through free virtual workshops delivered by expert tutors, participants gain hands on experience in key areas including AI, data, Python coding, web development and cloud technologies.

Designed for people at all stages of their learning journey, TTN helps individuals build confidence, develop in demand digital skills and explore opportunities in technology careers.

By focusing on potential rather than prior experience, TTN supports those who may face academic, socioeconomic or geographic barriers to accessing digital skills training.

QA TTN Impact

Learning hours delivered	5,190
Attendees	1,131
Beginner level or no experience	61%
Interested in apprenticeships	59%

Tech4Futures: Opening Doors to Opportunity:

Tech4Futures helps people build the skills and confidence needed to progress into employment, apprenticeships, further education and training.

Delivered across England and Scotland in partnership with charities, schools and social mobility organisations, including Futures for All, Generation UK, Action for Children, Resurgo, Engineering Development Trust and the Black Apprentice Network.

Tech4Futures provides practical, hands-on learning experiences that inspire future career pathways.

We help to break down barriers to opportunity, equipping individuals from diverse backgrounds with the skills and confidence to take their next step.

Tech4Futures Impact

Learning hours delivered	3,224
Ethnic Minority attendees	43%
Attendees from deprived areas (IMD Deciles 1-3)	36%
Female attendees	28%

EduQAte: Building Confidence, Creating Opportunities:

EduQAte is QA's employability programme, helping individuals develop the skills, confidence and resilience needed to progress into employment, apprenticeships or further learning.

Through inclusive, practical learning, participants gain:

- Job-readiness skills: CV writing, interview preparation and workplace behaviours
- Flexible, inclusive learning: Accessible, supportive sessions for diverse needs
- Clear pathways: Guidance into QA Apprenticeships and entry routes into tech careers

Designed to support people at different stages of their journey, EduQAte helps individuals build the confidence, skills and aspirations needed to progress into employment, apprenticeships or further learning.

EduQAte Impact

Learning hours delivered	1,442
Attendees	721
Students (high school / college)	64%
Not in Education Employment or Training (NEET)	25%

Our People, Our Communities, Our Impact

Supporting our communities is an important part of who we are. Every colleague receives two paid charity days each year to volunteer for causes that matter to them.

This year, colleagues supported charities including Dementia UK, Macmillan Cancer Support, NSPCC, Alzheimer's Research UK and The Royal Marsden Cancer Charity. Activities ranged from fundraising challenges, triathlons and marathon running to volunteering in their local community, to participating in the Street League Challenge Victory Cup charity football tournament.

To help maximise their impact, QA matches charitable fundraising up to £250 per colleague, enabling more support to reach the causes and communities that need it most. In the last year we have supported:

50+

Charity activities

52

Matched donations

40+

Charity partners

£11,000

Contributions



Environmental Sustainability (incl. SECR Reporting*)

Advancing Our Net-Zero Commitment:

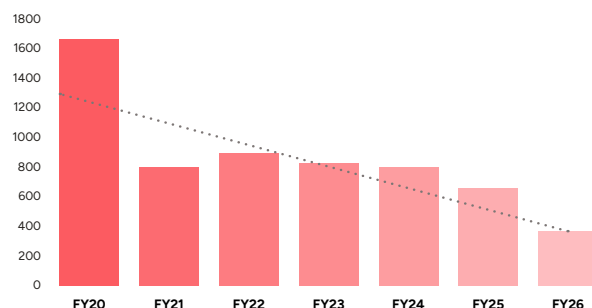
At QA, we take responsibility for the environmental impact of our operations and are committed to improving energy efficiency, reducing emissions, and contributing to a more sustainable future.

To support this commitment, we have set ambitious targets, validated by SBTi**, to achieve net-zero carbon emissions by:

- 2035 for Scope 1 and Scope 2 emissions
- 2040 for Scope 3 emissions

We have published our annual carbon report in accordance with SECR guidelines and our carbon reduction plan.

Our progress over the past 4 years is shown here:



*SECR Reporting as Streamlined Energy and Carbon Reporting

**SBTi as Science Based Targets initiative

Utility and Scope	UK Consumption ('000 kWh)				UK Consumption (tCO2e)			
	FY26	FY25	FY24	FY23	FY26	FY25	FY24	FY23
Scope 1 Gaseous and other fuels	300	320	434	660	55	58	79	120
Scope 2 Grid-Supplied Electricity	1,563	2,133	2,440	2,827	277	442	505	547
Scope 3 Transportation	74	641	690	662	16	143	155	153
Total	1,937	3,094	3,564	4,149	348	643	739	820

Key highlights:

- Scope 1 emissions reduced by 6.26% year on year, reflecting lower natural gas consumption as the Group now has just one gas-heated site.
- Scope 2 emissions reduced by 37.36% compared with FY24/25, driven by site rationalisation, improved energy management practices and enhanced control of electrical systems.
- Scope 3 business travel emissions reduced by 88.42% to 16.53 tCO₂e (FY25: 142.75 tCO₂e), supported by increased delivery of virtual learning, which reduced employee travel and business mileage.

During FY25, we improved energy efficiency through estate optimisation and renewable electricity procurement. In FY26, site rationalisation and virtual learning through 'Attend from Anywhere' reduced energy use and travel, contributing to an 88.42% reduction in Scope 3 business travel emissions to 16.53 tCO₂e (FY25: 142.78 tCO₂e).

At QA, we are committed to minimising our environmental footprint through targeted action to improve energy efficiency, reduce carbon emissions, and support our transition to net zero.

Scope 1 and 2 energy consumption and greenhouse gas emissions were calculated in line with UK SECR guidance, using the UK Government Emissions Factor Database 2025 (Version 1) and recognised methodologies, including the GHG Protocol and ISO 14064 standards. Where utilities are landlord-supplied, consumption was estimated using an occupancy-based methodology.

QA reports carbon intensity against occupied floor area and revenue. In FY26, operational emissions intensity decreased by 46.57% to 1.30 tCO₂e per 1,000 sq ft and by 48.81% to 0.93 tCO₂e per £m revenue, reflecting the impact of our energy efficiency and emissions reduction initiatives.



EcoVadis Silver: A Global Benchmark of Our ESG Excellence

Our commitment to ESG excellence continues to be recognised through our EcoVadis Silver Medal. This independent assessment evaluates performance across Environment, Labour & Human Rights, Ethics, and Sustainable Procurement.

In 2026, our Silver rating placed us in the top 15% and the 91st percentile of more than 150,000 companies assessed globally.

Since 2022, we have increased our EcoVadis score by 35%, reflecting our ongoing commitment to sustainable and responsible business practices.

Across our industry sector, we particularly strong results:

- Top 1% Environment
- Top 5% Labour & Human Rights
- Top 7% Sustainable Procurement
- Top 10% Ethics

These results demonstrate the strength of our ESG approach and assure clients, partners and investors that sustainability, ethical business conduct and responsible procurement are embedded in how we operate, creating long-term value for our business, people and planet.



Supporting Digital Inclusion Through IT Reuse:

We believe valuable resources should create lasting impact.

As a signatory of the UK Government's IT Reuse for Good Charter, we are committed to a 'reuse first' approach that benefits both people and planet.

In 2025, we continued our focus on maximising the reuse, donation and recycling of IT equipment, supporting responsible resource management and advancing our circular economy objectives.

Since 2021, donations of IT equipment, office furniture and surplus resources have supported schools, charities and community organisations across the UK and internationally, helping to tackle digital exclusion and increase access to learning and employment opportunities.

Our donations have benefited a wide range of organisations, including the Co-op Academy, Catalyst Stockton, CSHEN Project, UK Cyber Leaders Challenge, and the Trio Foundation in Ghana.

Through responsible reuse, we are reducing waste, extending the life of valuable resources and transforming surplus assets into opportunities for individuals and communities to learn, work and thrive.

Embedding Sustainability into Everyday Actions:

Sustainability is not achieved through policy alone; it depends on the everyday actions of our people. We continue to embed environmental awareness across QA through engaging campaigns that encourage colleagues to make informed choices and reduce their environmental impact.

Our employee-led QA Green Team helps bring sustainability to life across the organisation. Through awareness, engagement and collective action, we are empowering our people to become active participants in our sustainability journey.

Every action, however small, contributes to a culture of environmental responsibility and supports our transition to a more sustainable future.

5.

Financials

Financial Performance, Audit and Statutory Reporting

CFO Statement	36
Independent Auditor's Report	45
Consolidated Income Statements	48
Consolidated Financial Statements	49
Notes to the Consolidated Financials	52
Company Statement of Financial Position	84
Company Statement of Changes in Equity	85



CFO Statement

In FY26, the Group continued to execute its strategic priorities while operating in a market increasingly shaped by artificial intelligence, evolving customer needs and continued regulatory change within the higher education sector. During the year, the Group made further progress in strengthening its operating businesses, investing in technology, learner experiences and AI-enabled capabilities while maintaining focus on operational efficiency and cash generation.

Revenue increased by 4.4% to £352.2m (2025: £337.4m). Operating cashflows were 19.5% higher than prior year at £60.7m (2025: £51.2m), supported by improved working capital management and improved business performance.

During FY26, the Group maintained its long-term financing arrangements, with its long-term facilities of £265.0m and revolving credit facility of £40.0m in place. The facilities continue to be held by Ichnaea UK Bidco Limited ("Ichnaea"), supporting liquidity and investment in strategic initiatives.

Trading performance

Table 1 in note 31 sets out the Group's key trading metrics for the year ended 31 May 2026 ("2026" or "FY26") and compares it to the year ended 31 May 2025 ("2025" or "FY25"). The reconciliation of Adjusted Earnings before Interest, Tax, Depreciation and Amortisation (EBITDA), a non-IFRS measure, to the loss for the year, is set out in Table 3 in note 31.

Workforce Learning delivered a strong turnaround during FY26, returning to growth in the second half of the year and strengthening its market position

in artificial intelligence, technology skills and workforce transformation. Progress was made across sales, strategic account management and partner relationships, creating a more resilient and higher-quality revenue base. Apprenticeships remained a core component of the division, supporting more than 14,000 apprentices during the year

Higher Education delivered another year of resilient demand despite ongoing challenges across the UK higher education sector. The division continued to expand access to career-focused education through its university partnerships, supporting approximately 15,300 students and achieving growth in domestic recruitment while further diversifying its programme portfolio.

Higher Education revenues (adjusted to include the Group's share of results of associates) grew strongly to £174.4m (2025: £149.0m), with international student growth offset by lower postgraduate intake due to immigration policy changes.

Gross profit increased by 4% to £196.3m (2025: £188.8m), driven by revenue growth across the Group and supported by a favourable product mix, resulting in an improvement in gross margins. Operating expenses (administration expenses before adjusting items and amortisation of acquired intangibles) increased to £149.1m (2025: £147.3m), reflecting ongoing investment in the business, partially offset by cost optimisation initiatives and the continued integration of learning operations.

Adjusted EBITDA for the full year was £73.4m (2025: £62.7m), with an Adjusted EBITDA margin of 20.8% (2025: 18.6%).



“During the year, the Group made further progress in strengthening its operating businesses, investing in technology, learner experiences and AI-enabled capabilities...”

Key performance indicators

Table 2 in note 31 sets out the key performance indicators measuring the financial and operational performance of the Group. In addition to revenue and Adjusted EBITDA we report on cash generation and the number of learners and students developing their skills or studying with us in the year. We define free cash flow as Adjusted EBITDA less the working capital movement, lease rental payments, tax payments and capital expenditure.

Free cash flow was £60.1m (2025: £54.2m), supported by higher EBITDA, improved working capital and lower capital expenditure.

The learners and students served by the business were 443,700 (2025: 443,000) impacted by lower activity in digital subscriptions.

Adjusting items

Table 3 in note 31 sets out the reconciliation of Adjusted EBITDA and the loss before taxation. Our Adjusted EBITDA is defined as the profit/(loss) for the year before the tax on profit/(losses), net interest payable and similar charges, amortisation, depreciation, tax on associates profits and adjusting items.

Adjusted EBITDA is not a measure of financial performance under IFRS but is presented because we believe it is a relevant measure for assessing our performance, as it adjusts for certain items which are not indicative of our underlying operating performance. Adjusted EBITDA margin is the ratio of Adjusted EBITDA to revenue.

The Group continued to invest in technology transformation initiatives during FY26, including the enhancement of learning platforms, expansion of artificial intelligence capabilities and further development of customer and student systems. These investments support long-term growth, operational efficiency and improved learner outcomes

Adjusting items in the year totalled £17.1m (2025: £16.4m) and primarily relate to continued investment in digital transformation, restructuring costs from the rightsizing of learning operations, and strategic review expenses.

Reported results

On a reported basis for the year ended 31 May 2026, the Group generated revenue of £352.2m (2025: £337.4m) and recorded an operating profit of £20.3m (2025: operating loss of £1.6m). The loss before tax for the year was £45.1m (2025: £65.8m), after deducting net finance costs of £65.4m (2025: £64.2m), primarily arising from the Group's senior credit facilities and shareholder loans.

The Group's tax credit of £14.1m (2025: £19.3m) includes £8.2m (2025: £7.6m) of paid-for-group relief receivable from Intermediate holding companies within the IndigoCyan Topco Limited group as set out in the wide corporate group structure on Page 39.

The Group remains in a net liability position largely due to interest accruing on shareholder loans of £286.7m (2025: £323.7m). Under the terms of the intra-group loan agreement, the loan and accrued interest is not repayable until the earlier of the loan redemption date of June 2047 or a change in control of the Group.

Total assets at 31 May 2026 were ££494.4m (2025: £560.5m), comprising intangible assets of £122.0m (2025: £138.3m), property, plant and equipment of £50.9m (2025: £56.5m), other non-current assets of £210.0m (2025: £259.7m), and current assets of £111.5m (2025: £106.0m). The non-current assets of the Group have decreased as a result of intercompany balance settlement during the year.

Total liabilities as at the balance sheet date of 31 May 2026 were £828.0m (2025: £864.0m), comprising bank loans due over one year of £259.2m (2025: 257.5m), other non-current borrowings of £325.7m (2025: 367.7m), provisions of £7.9m (2025: 6.6m), deferred tax of £21.2m (2025: 25.1m) and other current liabilities of £214.0m (2025: £209.8m). The Group's other current liabilities increased slightly, reflecting growth in trading activities and improved working capital management.

Capital resources

Our primary sources of liquidity consist of cash, which amounted to £42.2m (2025: £30.6m) at year end, together with access to £10.0m available for drawdown under the Group's £40.0 million revolving credit facility, of which £30.0 million was drawn at year end (2025: £30.0 million drawn). During FY26, the Group maintained a disciplined approach to cash management while continuing to invest in strategic priorities, including AI-enabled learning capabilities, digital platforms and technology infrastructure. The Group's liquidity position provides the flexibility to support future growth and ongoing investment across both Workforce Learning and Higher Education.

The Group's capital structure comprises equity, shareholder loans, external borrowings and cash balances. The Group manages its capital to maintain financial flexibility, support future growth and ensure sufficient liquidity to meet its obligations as they fall due. The Group complied with all requirements of its financing arrangements throughout FY26.

Financing facilities

The Group's financing arrangements remain unchanged following the refinancing completed in October 2023. The senior credit facility of £265.0m matures in October 2029 and bears interest at GBP SONIA plus a margin of 6.0%. A collar of 3.66% and a cap of 6.0% applied to £150m of the facility from June 2024 to May 2026. In addition, the Group has entered into an interest rate swap running to September 2026 contract to fix the interest on £100.0m of the Group's debt at 4.09%. The Group has also entered into an interest rate cap running to March 2028 on £150.0m of the facility, with a cap rate of 4.25%.

The £40.0m revolving credit facility, maturing in April 2029, is available for general corporate purposes. The facility bears interest at GBP SONIA plus a margin of 3.75%, with a commitment fee payable on undrawn amounts. Of this facility £30.0m was drawn at the balance sheet date (2025: £30.0m).

Net cash flow and working capital

Net cash inflow from operating activities was £60.7m (2025: £51.2m) in the year ended 31 May 2026. The Group's activities are seasonal in nature, resulting in fluctuating working capital requirements throughout the year, particularly around key enrolment, training and billing cycles.

Movements in net working capital are principally driven by debtors, accrued income and deferred income across both Workforce Learning and Higher Education. This reflects advance billing for training and course fees, together with apprenticeship funding receipts invoiced to the Education and Skills Funding Agency in arrears.

Working capital inflow in the year ended 31 May 2026 was £6.9m (2025: £4.1m). After adjusting for exceptional working capital movements each year (see Table 6 in note 31), the adjusted working capital movement improved on the prior year, supported by higher deposits received within the Higher Education business (see Table 5 in note 31). The Group continues to maintain a disciplined approach to working capital management, supporting cash generation and operational flexibility.

Material contractual commitments

Table 4 in note 31 sets out the contractual commitments of the Group at 31 May 2026 that are expected to impact future liquidity and cash flows. The table excludes future interest payments on the Group's senior debt facilities and any potential utilisation of the revolving credit facility.

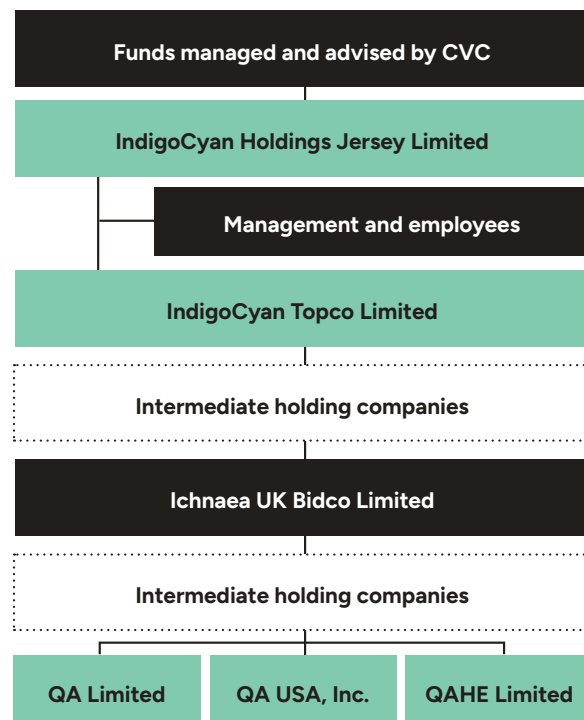
The information presented in this table reflects management's best estimate of the contractual cash outflows associated with current obligations and may differ from the actual payments made under these obligations.

Group structure

The Group was acquired by funds managed and advised by CVC Capital Partners, a private equity firm, alongside QA's management team and employees, on 23 June 2017.

The Group's accounting reference date is 31 May. A summary of the Group structure is set out below, with details of the principal subsidiaries and associated undertakings affecting the Group's profit or net assets disclosed in note 2 of the Parent Company financial statements.

The wider corporate Group structure



Management of financial risks

The Group's activities expose it to a number of risks and uncertainties which include credit and liquidity risks.

Credit risk

The Group's principal financial assets comprise cash balances, trade receivables and accrued income. Credit risk arises primarily from trade receivables and contract-related balances across the Group's Workforce Learning and Higher Education businesses. Management actively monitors outstanding balances, collection performance and customer credit exposure, with established processes in place to support the timely recovery of amounts due. Amounts reported in the balance sheet are stated net of provisions for expected credit losses.

The Group's exposure to credit risk on cash balances is limited as deposits are held with financial institutions that are considered to have strong credit quality. The Group's customer base remains diversified across a broad range of sectors, institutions and corporate clients, limiting concentration risk and reducing dependence on any individual counterparty.

Liquidity risk

The Group manages liquidity through a centralised treasury function, which oversees cash resources, funding arrangements and financial commitments across the business. This approach supports efficient cash management and helps ensure sufficient liquidity is available to meet operational requirements, strategic investment priorities and future obligations.

The Group has sufficient funds through existing cash balances, free cash flow and if needed the support of its ultimate parent, the revolving credit facility, to service the annual cost of its financing and meet its other business needs. These resources provide the financial flexibility to support both Workforce Learning and

Higher Education operations, while continuing to invest in technology, platforms and other strategic initiatives. The Group does not use derivative financial instruments for speculative purposes. Notes 15 and 17 provide further information on the Group's borrowing arrangements and leverage position.

Approach to risk

The Board has overall responsibility for ensuring that risk is effectively managed across the Group and that the Group's risk profile remains aligned with its strategic objectives. In carrying out this responsibility, the Board considers the nature and extent of the principal risks facing the business and assesses the level of risk it is prepared to accept in pursuing sustainable growth and long-term value creation.

The Group's approach to risk management is designed to support informed decision-making, operational resilience and effective governance. The Board oversees the framework for identifying, assessing, managing and reporting risks, while the Risk Committee is responsible for monitoring the effectiveness of the Group's risk management and internal control systems. Together, these arrangements help ensure that emerging risks and opportunities are appropriately evaluated and managed across both Workforce Learning and Higher Education.

Identifying and monitoring of risks

The Group risk register is the primary tool used by the Board and Risk Committee to monitor and report on risk across the business. It records the principal risks facing the Group, together with an assessment of their potential impact, likelihood and associated mitigating controls. The register is reviewed regularly and informed by input from across the business, helping to identify emerging risks and ensure management actions remain aligned with the Group's strategic priorities and risk appetite.

Principal risks and uncertainties

In addition to the financial risks, the Directors consider that the principal risks and uncertainties facing the Group and a summary of the key measures taken to mitigate those risks are as follows:

1. Business transformation and change
2. Competitive risk
3. Compliance risk
4. Changes in government funding/regulation
5. Data governance, cyber security, infrastructure and systems

To ensure these activities are effectively managed the Group invests in specialist resources, in the form of external consultancies to supplement internal teams who are also supported with experienced external contractors.

↑ Increased Risk

→ No Change In Risk

↓ Reduced Risk

Business transformation and change ↓

The Group continues to invest in its products, platforms and operating infrastructure to enhance learner and student experiences, improve efficiency and strengthen its competitive position.

During FY26, Workforce Learning focused on simplifying the operating model, strengthening commercial execution and increasing the use of AI and digital technologies across the business. Higher Education continued to realise benefits from its investment in student systems, including the rollout of a single

student record platform across university partners, providing improved visibility of the student journey from enrolment through to graduation.

The Group has also expanded its use of AI-enabled tools and learning solutions to support innovation, productivity and improved customer outcomes. While transformation initiatives can create short-term operational and execution risks, they remain an important part of supporting future growth, improving resilience and enhancing the Group's technology, governance and control environment.

Competitive risk →

The learning and education markets remain highly competitive, shaped by changing customer priorities, evolving skills demands and continued macroeconomic uncertainty. Organisations are increasingly focused on demonstrating measurable returns from learning investment, while learners and students have access to a growing range of education and training options.

The rapid development of artificial intelligence presents both opportunities and challenges for the Group. AI is changing how learning content is created, delivered and consumed, while also lowering barriers to entry for new market participants. At the same time, demand for AI-related skills and workforce transformation programmes continues to grow, creating opportunities for the Group to strengthen its market position.

The Group continues to invest in its learning platforms, digital capabilities and content portfolio, including new programmes focused on artificial intelligence, data and emerging technologies. We also continue to deepen relationships with leading technology partners and content providers to ensure our products

remain relevant and aligned to customer needs. Through ongoing innovation, pricing reviews and product development, the Group seeks to maintain its competitive position, attract new customers and strengthen long-term client relationships.

Compliance risk →

The Group operates in a number of highly regulated environments which require significant investment and oversight from internal legal, compliance and technology teams. These teams perform regular reviews of processes and controls and implement action plans designed to manage compliance, regulatory and information security risks across the Group.

Risk and oversight functions are particularly important within the Group's Apprenticeships and Higher Education operations, where services are subject to extensive regulatory and industry requirements. In Higher Education, programmes are accredited and regulated through university partnerships and the relevant higher education regulatory framework. Within Apprenticeships, the standards and requirements set by OFSTED and the Department for Education must be met. Failure to meet regulatory expectations, or unfavourable inspection outcomes, could adversely impact the Group's reputation, growth prospects and regulatory standing.

The accurate and timely reporting of learner and student data, educational outcomes and other relevant information is important to regulatory and industry bodies. Inaccuracies or inconsistencies in reporting may result in compliance issues, regulatory challenge or reputational damage. Higher Education is also subject to significant immigration and visa-related regulations, which require ongoing oversight and governance.

Failure to comply with these requirements could have implications for both the Group and its university partners.

The Group continues to maintain a robust approach to student recruitment and agent management, reflecting increased regulatory scrutiny in this area. Appropriate governance, oversight and monitoring processes are in place to support compliance with relevant regulatory requirements and industry standards.

The Group continues to hold ISO27001 certification and Cyber Essentials Plus accreditation, which support the management of information security risks and compliance with contractual and regulatory obligations. The Group also undertakes annual CHECK audits, the Government's security standard designed to help protect sensitive data within the supply chain and provide assurance over the effectiveness of information security controls.

Changes in government funding/ regulation ↑

The Group works extensively with government departments, public sector bodies and regulators, and receives funding connected to its Apprenticeship and Higher Education activities. As a result, the Group operates within a complex regulatory environment and is subject to a wide range of contractual, funding and compliance obligations. Changes to government funding models, policy priorities or regulatory requirements could have a material impact on demand for the Group's services and the way they are delivered.

The Group's executive, legal and compliance teams actively monitor legislative, policy and regulatory developments that may affect its operations. This allows the Group to assess potential impacts, adapt processes where required and implement changes on a timely basis. Developments in government policy

relating to skills, apprenticeships, student funding and higher education continue to be closely monitored given their potential effect on the Group's markets and future growth opportunities.

During the year, changes were implemented to the UK Visas and Immigration ("UKVI") Basic Compliance Assessment framework, including a reduction in the maximum permitted student visa refusal rate from 10% to 5%. In response, QA Higher Education has reduced recruitment activity in higher-risk markets, strengthened English language entry requirements, enhanced financial document verification procedures and increased investment in compliance resources to support ongoing compliance with sponsor requirements

The regulatory environment for Higher Education continues to evolve, including proposals that may bring aspects of the Group's activities within a broader Office for Students regulatory framework. The Group continues to prepare for potential changes through focused governance, compliance and operational planning activities, ensuring that its approach remains aligned with expected requirements relating to governance, educational quality, student outcomes and financial sustainability.

Data governance, cyber security, infrastructure and systems →

The Group relies on secure, resilient and effective technology platforms to support the delivery of its services. As a result, significant legal, commercial, reputational, regulatory and financial risks could arise from cyber security incidents, data breaches, system failures or prolonged service interruptions.

Threats may originate from weaknesses in internal processes and infrastructure, third-party suppliers or the continuously evolving cyber threat landscape.

The Group maintains a comprehensive approach to information security and technology risk management. This includes ongoing investment in cyber defence and response capabilities, security monitoring, endpoint protection, disaster recovery arrangements and data management tools. The technology team continually reviews and enhances security controls and works closely with external specialists, including a National Cyber Security Centre (NCSC)-accredited Cyber Incident Response partner, to assess and strengthen the Group's security posture.

The Group continues to hold ISO27001:2022 certification, the internationally recognised standard for information security management, and Cyber Essentials Plus accreditation. In addition, annual NCSC IT Health Check (CHECK) audits provide independent assurance that systems and controls are designed to protect the confidentiality, integrity and availability of the Group's data and technology assets. These activities are supported by a programme of access reviews, vulnerability assessments, penetration testing and broader security assessments.

The Group's principal trading entity in the United States, QA USA, Inc., continues to participate in the Data Privacy Framework, supporting the lawful transfer and management of personal data between the UK, Europe and the United States in accordance with recognised international privacy standards.

The increasing adoption of artificial intelligence technologies creates both opportunities and additional governance considerations.

The Group continues to develop appropriate oversight and control frameworks to support the responsible use of AI and compliance with applicable legal, regulatory and data protection requirements.

Directors' report

The Directors present their report and the audited consolidated financial statements of the Group and the Company for the year ended 31 May 2026.

Directors

The Company is incorporated under the law of England and Wales. The Directors of the Company who were in office during the year and up to the date of signing the financial statements are as follows:

- Charlie Mayfield (resigned 31 May 2026)
- Peter Franklin (appointed 1 August 2025)
- Udaibir Banga
- Philip Young (resigned 1 August 2025 and re-appointed 31 May 2026)

Dividends

The Directors do not recommend the payment of a dividend for the year ended 31 May 2026 (2025: nil).

Political donations

The Group did not make any political donations during the year (2025: nil).

Charitable donations and sustainability

Charitable donations are included in the Strategic Report on page 30-32 and sustainability reporting is included on page 33-34.

Supplier payment policy

The Group's policy is to settle terms of payment with suppliers when agreeing the terms of each transaction, ensure that suppliers are made aware of the terms of

payment and abide by the terms of payment.

Trade creditors of the Group at 31 May 2026 were equivalent to 29 days purchases (2025: 20 days).

Principal risks and uncertainties

The principal risks and uncertainties facing the business are set out in the CFO Statement.

Directors and Officers indemnity

The Group maintains directors' and officers' liability insurance for the benefit of the Directors and Officers of the Company and its subsidiary undertakings. The insurance was in place throughout the year and remained in force up to the date of signing these financial statements.

Environmental, Social and Governance (ESG) disclosures

Details of our ESG commitments are on pages 30 to 34.

Subsequent events

There have been no events since the balance sheet date requiring disclosure.

Going concern

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out within this report. The Company is part of the Ichnaea UK Bidco Limited Group "the Group" which is in turn part of the IndigoCyan Topco Limited Group. The Directors have considered the adoption of the going concern basis of preparation of these financial statements with consideration to the wider group position and its business model.

While the Group's adjusted EBITDA improved by £10.7m to £73.4m during the year, the Group's cashflow from operating activities of £60.7m (2025: £51.2m) and balance sheet supported the service of the Group's external bank debt. The forecasting process undertaken by the Directors recognises the inherent uncertainty of the current economic environment where inflationary, geopolitical and recessionary risks are heightened.

The Directors believe, given Ichnaea UK Bidco Limited Group performance through the recent economic pressures (including restructuring of the Group's Workforce Learning business), that trading results will be robust and that there are growth opportunities for the business to pursue. However, the Directors have assessed Ichnaea UK Bidco Limited Group's various revenue and cashflow scenarios that factor in the impact of an economic recession and geopolitical risks on the demand for the Ichnaea UK Bidco Limited Group's services. The analysis confirmed the Ichnaea UK Bidco Limited Group has sufficient liquidity and is forecast to comply with its financial covenants.

The Ichnaea UK Bidco Limited Group has a term loan of £265m and revolving credit facility of £40m. The facilities are in place until October 2029 and April 2029, respectively. The Company has received a letter of support from IndigoCyan Holdings Jersey Limited the ultimate Parent Company for the wider Group confirming committed funding for at least 12 months from the date of signing and approving these financial statements. The Directors have reviewed the ability of IndigoCyan Holdings Jersey Limited to provide the support.

On this basis, the Directors have a reasonable expectation that the Company and the wider Group have adequate resources to continue in operational

existence for the foreseeable future, being a period of at least 12 months from the date of signing and approving these financial statements. In making this assessment, the Directors have considered the cash flow forecasts of the wider Group, the availability of financial resources, cash flows, liquidity forecasts, facilities and compliance with covenants, alongside the principal risks and uncertainties, including those arising from the current economic environment.

Accordingly, they continue to adopt the going concern basis in preparing the Annual Report and financial statements.

Statement by the Directors in performance of statutory duties in accordance with s172

As the Group's subsidiaries are primarily based in the UK, we have also considered UK governance requirements in respect of s172 of Companies Act 2006 as well as applicable law.

Throughout this Annual Report, we provide examples of how we: take into account the likely consequences of long-term decisions; build relationships with stakeholders; understand the importance of engaging with our employees; understand the impact of our operations on the communities and the environment we depend upon; and attribute importance to behaving as a responsible business. The Board appreciates the importance of effective stakeholder engagement and that stakeholders' views should be considered in its decision-making.

The Board of Directors of Ichnaea UK Bidco Limited consider, both individually and together, that they have acted in the way they consider, in good faith, would

be most likely to promote the success of the Group for the benefit of its members as a whole and having regard (amongst other matters) to factors (a) to (f) S172 Companies Act 2006, in the decisions taken during the year ended 31 May 2026.

Our governance is designed to ensure that we take into account the views of all our stakeholders, so that our decision-making is collaborative and well-informed – both before and after we make our decisions public.

We engage with our stakeholders as follows:

- Customers - our ambition is to deliver best-in-class service our customers. We build strong lasting relationships with our customers and spend considerable time with them to understand their needs and views and listen to how we can improve our offer and service for them. We use this knowledge to inform our decision-making, for example to tailor our proposition to suit customer demands.
- People - our people are key to our success, and we want them to be successful individually and as a team. There are many ways we engage with and listen to our people including colleague surveys, forums, listening groups, face-to-face briefings, internal communities, newsletters and through our anonymous colleague concern line. Key areas of focus include health and well-being, development opportunities, pay and benefits, our anonymous colleague concern line. Regular reports about what is important to our people are made to the Board ensuring consideration is given to our people's needs.
- Shareholders - the Board aims to understand the views of its shareholders and always to act in

their best interests. The Board engages with both CVC as majority shareholder and management shareholders throughout the year providing updates on trading performance. As part of these meetings shareholders are able to ask questions of the Directors

We believe these actions are in line with our culture and the high standards of business conduct and good governance we set ourselves.

Auditor

Deloitte LLP has expressed its willingness to continue in office as auditor of the Group and Company and their reappointment has been approved by the Board.

Statement of Directors' responsibilities

The Directors are responsible for preparing the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with applicable law and International Financial Reporting Standards (IFRS) as issued by the IASB 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".

The financial statements are required by law to 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 year

In preparing the Parent Company financial statements,

the Directors are required to:

- Select suitable accounting policies and then apply them consistently;
- Make judgements and accounting estimates that are reasonable and prudent;
- 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.

International Accounting Standard 1 requires that financial statements present fairly for each financial year the Company's financial position, financial performance and cash flows. This requires the faithful representation of the effects of transactions, other events and conditions in accordance with the definitions and recognition criteria for assets, liabilities, income and expenses set out in the International Accounting Standards Board's 'Framework for the preparation and presentation of financial statements.

In virtually all circumstances, a fair presentation will be achieved by compliance with all applicable IFRSs.

However, Directors are also required to:

- Properly select and apply accounting policies;
- Present information, including accounting policies, in a manner that provide 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 proper accounting records that 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.

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. 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.

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 auditors are unaware; and
- The Director has taken all the steps that he/she ought to have taken as a Director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

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

Walker guidelines

The Directors consider the Annual Report and financial statements to comply with all aspects of the Guidelines for Disclosure and Transparency in Private Equity.

This Directors report on pages 35 to 44 was approved by the Board of Directors on 14 October 2026 and signed on its behalf by:

Peter Franklin
Director



14 October 2026

Independent Auditor's Report to the members of Ichnaea UK Bidco Limited

Report on the audit of the financial statements

Opinion

In our opinion:

- the financial statements of Ichnaea UK Bidco Ltd (the 'parent company') and its subsidiaries (the 'group') give a true and fair view of the state of the group's and of the parent company's affairs as at 31 May 2026 and of the group's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with United Kingdom adopted international accounting standards and IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB);
- 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.

We have audited the financial statements which comprise:

- the consolidated income statement and other comprehensive income;
- the consolidated statement of financial position;

- the consolidated statement of changes in equity;
- the consolidated statement of cash flows;
- the related notes 1 to 31 to the consolidated financial statements;
- the parent company statement of financial position;
- the parent company statement of changes in equity; and
- the related noted 1 to 10 to the parent company statements

The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law, United Kingdom adopted international accounting standards and IFRS Accounting Standards as issued by the IASB. 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 Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

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 and of the parent company in accordance with the ethical requirements

that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (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's and the parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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

Other information

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

Our opinion on the financial statements does not

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

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, 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.

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.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Extent to which the audit was considered capable of detecting irregularities, including fraud

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 considered the nature of the Group's industry and its control environment, and reviewed the Group's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management and the Directors about their own identification and assessment of the risks of

irregularities, including those that are specific to the Group's business sector.

We obtained an understanding of the legal and regulatory frameworks that the group operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included UK Companies Act, pensions legislation and tax legislations.
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the Group's ability to operate or to avoid a material penalty. These included the UK Data Protection Act 2018, the UK Bribery Act, the UK Borders Act 2007, and relevant employment and health and safety law.

We discussed among the audit engagement team relevant internal specialists such as tax, valuations and IT specialists regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

As a result of performing the above, we identified the greatest potential for fraud or non-compliance with laws and regulations in the following area, and our procedures performed to address it are described below:

- Higher Education – valuation of revenue and bad debt provisions. There is a risk that the provisions in relation to student withdrawals and payments are valued inappropriately. We have substantively tested historical withdrawal and bad debt rates. We have considered corroborative and contradictory challenges to management's position due to the macroeconomic environment specific to the student demographic. We have also assessed and challenged management's assumptions used to calculate the provision for expected credit losses.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management and in-house legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the strategic report and the 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.

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

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters 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.

We have nothing to report in respect of these matters.

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.



Louise Cooper FCA (Senior statutory auditor)

For and on behalf of Deloitte LLP

Statutory Auditor

Leeds, United Kingdom

14 October 2026

Consolidated Income Statement and Other Comprehensive Income for the year ended 31 May 2026

	Note	2026 £'m	2025 £'m
Revenue	2	352.2	337.4
Cost of sales		(155.9)	(148.6)
Gross Profit		196.3	188.8
Administration expenses		(181.4)	(194.8)
Share of results of associates		5.4	4.4
Operating Profit/(Loss)	3	20.3	(1.6)
Finance income	6	9.4	9.4
Finance costs	6	(74.6)	(73.9)
Other gains and (losses)	6	(0.2)	0.3
		(65.4)	(64.2)
Loss Before Taxation		(45.1)	(65.8)
Taxation credit	7	14.1	19.3
Loss For The Year		(31.0)	(46.5)
Other Comprehensive Income			
Loss for the year		(31.0)	(46.5)
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translation of foreign operations*		0.7	(1.7)
Other comprehensive income for the year, net of tax		0.7	(1.7)
Total Comprehensive Loss For The Year		(30.3)	(48.2)

All results derive from continuing operations.

*Income tax relating to items of other comprehensive income was nil in FY26 (FY25: nil).

Consolidated Statement of Financial Position as at 31 May 2026

	Note	2026 £'m	2025 £'m
Non-current assets			
Goodwill	9	31.0	31.0
Other intangible assets	12	91.0	107.3
Property, plant and equipment	13	50.9	56.5
Amounts due from Group undertakings	10	197.6	248.2
Interest in associates	11	5.0	3.3
Deferred tax assets	21	7.4	8.2
		382.9	454.5
Current assets			
Inventories	14	-	-
Trade and other receivables	16	68.9	75.4
Cash and cash equivalents	15	42.2	30.6
Derivative financial assets	20	0.4	-
		111.5	106.0
Total Assets		494.4	560.5
Current liabilities			
Loan and borrowings	18	(39.0)	(38.0)
Trade and other payables	17	(174.8)	(169.1)
Provision for liabilities	19	(0.9)	(2.5)
Derivative financial liabilities	20	(0.2)	(0.2)
		(214.9)	(209.8)

	Note	2026 £'m	2025 £'m
Non-current liabilities			
Loan and borrowings	18	(584.9)	(625.0)
Provision for liabilities	19	(7.0)	(4.1)
Deferred tax liabilities	21	(21.2)	(25.1)
		(613.1)	(654.2)
Total Liabilities		(828.0)	(864.0)
Net Liabilities		(333.6)	(303.5)
Equity			
Share capital	22	6.8	6.8
Translation reserve	23	(1.6)	(2.3)
Share based payments reserve	22	4.2	6.2
Retained earnings	23	(343.0)	(314.2)
Equity attributable to owners of the Company		(333.6)	(303.5)
Total Equity		(333.6)	(303.5)

The consolidated financial statements of Ichnaea UK Bidco Limited (Registered company number 10214376) were approved by the Board of Directors on 14 October 2026 and signed on its behalf by



Peter Franklin, Director

Consolidated Statement of Changes in Equity for the year ended 31 May 2026

	Share capital £'m	Translation reserve £'m	Share based payments reserve £'m	Retained earnings £'m	Attributable to owners of the Company £'m
As at 31 May 2024	6.8	(0.6)	4.0	(267.7)	(257.5)
Loss For Year	-	-	-	(46.5)	(46.5)
Other comprehensive income	-	(1.7)	-	-	(1.7)
Total Comprehensive Loss For The Year	-	(1.7)	-	(46.5)	(48.2)
Share based payment (Note 4)	-	-	2.2	-	2.2
As at 31 May 2025	6.8	(2.3)	6.2	(314.2)	(303.5)
Loss For Year	-	-	-	(31.0)	(31.0)
Other comprehensive income	-	0.7	-	-	0.7
Total Comprehensive Loss For The Year	-	0.7	-	(31.0)	(30.3)
Other reserve movement	-	-	(2.2)	2.2	-
Share based payment (Note 4)	-	-	0.2	-	0.2
As at 31 May 2026	6.8	(1.6)	4.2	(343.0)	(333.6)

Consolidated Statement of Cash Flows for the year ended 31 May 2026

	Note	2026 £'m	2025 £'m
Net cash inflow from operating activities	30	60.7	51.2
Cash flows from financing activities			
(Repayment)/Advances on third party debt		(0.1)	10.0
Repayment of lease liabilities ¹		(8.4)	(7.1)
Cash (paid)/received on the derivative financial instruments held for hedging purposes		(0.7)	0.3
Interest paid		(29.3)	(29.0)
Net cash outflow from financing activities		(38.5)	(25.8)
Cash flows used in investing activities			
Purchase of property, plant and equipment and intangible assets		(11.1)	(14.0)
Loan advances to holding company		(1.2)	(1.7)
Interest received		0.9	0.7
Cash outflow from investing activities		(11.4)	(15.0)
Increase in cash and cash equivalents		10.8	10.4
Cash and cash equivalents, beginning of year		30.6	23.5
Foreign currency movements		0.8	(3.3)
Cash and cash equivalents, end of year	15	42.2	30.6

¹ Includes £2.7m of interest paid on lease liabilities (2025: £2.6m)

Notes to the Consolidated Financial Statements for the year ended 31 May 2026

1. Accounting Policies

General information

Ichnaea UK Bidco Limited (the 'Company') is a private company limited by shares and domiciled in England and Wales. The Company's office is registered in the UK at International House, 1 St Katharine's Way, London, E1W 1UN. These consolidated financial statements comprise the Company and its subsidiaries (together referred to as the 'Group'). The nature of the Company's operations and its principal activities are set out in the revenue recognition policy below.

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB). These financial statements have been prepared under the historical cost convention except for the valuation of financial instruments that are measured at fair value.

The Group and Company financial statements are presented in Sterling (£) and all values are rounded to the nearest hundred thousand pounds (£0.1m) except where otherwise indicated.

Basis of consolidation

The Group financial statements consolidate the financial statements of the Company and its subsidiary undertakings drawn up for the year ended 31 May.

Business combinations are accounted for under the acquisition method. Assets and liabilities of overseas operation are translated at the closing rate and the results of these businesses are translated at average exchange rates for inclusion in the Consolidated Income Statement. The acquisition date and the date from which the subsidiary is consolidated is the date the Group obtains control.

Control is achieved when the parent company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The financial results of subsidiaries used in preparation of the consolidated financial statements are based on consistent accounting policies. All intragroup balances and transactions, including unrealised profits arising from them are eliminated in full.

Profit or loss and each component of other comprehensive income ('OCI') are attributed to equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interest having a deficit balance.

Basis of accounting

Certain new standards, amendments and interpretations to existing standards have been published that are mandatory for the Group's accounting period beginning on or after 1 June 2026. The Group has elected not to early adopt these standards which are described below:

- IFRS 18; Presentation and Disclosure in Financial Statements;
- Amendments to IFRS 10 and IAS 28; Sale or Contribution of Assets between an Investor and its Associate or Joint Venture;
- Amendments to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures; Amendments to the Classification and Measurement of Financial Instruments; and
- Annual Improvements to IFRS Accounting Standards (Volume 11)

IFRS 18 is effective for annual reporting periods beginning on or after 1 January 2027 and replaces IAS 1 Presentation of Financial Statements. The standard introduces new requirements for the presentation and disclosure of information in the financial statements. The Group has assessed the impact of the standard and expects the principal effects to relate to the presentation of the statement of profit or loss and enhanced disclosure requirements. The standard is not expected to have a material impact on the Group's reported profit, net assets or cash flows.

There are no other IFRS or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Group.

During the year the Group has adopted the following amendments and interpretations which have not had a material effect on the financial statements:

- Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates – Lack of Exchangeability.

Revenue recognition

The Group's main training activities consist of supplying learning services, providing courses in IT technical skills, project and service management, business applications and management and personal development to Corporate and Government customers with revenue streams arising from the training of apprenticeships, recruiting, training and deploying consultants, and the teaching of degrees in partnership with our University partners.

Revenue represents amounts receivable for services provided in the normal course of business together with non-refundable fees, exclusive of value added tax. The Group's principal activity is the provision of training courses and recognises revenue from rendering services upon delivery of training. The undelivered amount is included within deferred income and the majority is expected to be recognised within the next 12 months. Revenue relating to the expected unused portion of training contracts is recognised over the term of the contract period. The estimation of the unused portion is updated annually. Third party revenues arising from services outsourced on behalf of customers are recognised gross where the Group is the principal in the arrangement with the associated risks and rewards flowing to the Group.

The determination of the transaction price may require management to make estimates in relation to expected utilisation of training licences, End Point Assessment activity and student withdrawals. These estimates are based on historical performance and current expectations and are updated periodically as new information becomes available.

Skills licenses and subscriptions

Skills licenses sold to our training customers are typically 12-month non-cancellable licenses providing courses at pre-agreed rates that are pre-paid, and then drawn down by the customer as needed. Revenue is recognised upon the delivery of training, as the performance obligation is satisfied. Platform licenses are sold as 12-month non-cancellable license which allow the customer unrestricted use of the platform over the license term. Revenue is recognised straight line over the license period.

The undelivered amount is included within deferred income and the majority is expected to be recognised within the next twelve months. The estimate of the unused portion at the end of a skills license is updated annually.

Levy income

The Group provides courses paid for through the Apprenticeship levy, with funding drawn from the relevant funding bodies in England and Scotland. The performance obligation is the provision of educational and training services to apprentices over a period of time and therefore revenue is recognised over time and differs from the cash funding profile from the funding body. For apprenticeships that require an End Point Assessment (being the final assessment to ensure an apprentice can do the job they are training for) this

is treated as a separate performance obligation and the transaction price is allocated using the cost-plus method. End Point Assessment revenue is recognised at a point in time, when the End Point Assessment has been successfully completed.

Higher Education

The Group provides educational programmes on a full or part time basis, including programmes leading to MSc and BSc designations to individuals. Programme revenue is recognised over the period of teaching, on a monthly basis in a straight-line manner over time. For the provision of services, there is no significant judgement required to determine when the customer benefits from that service, as the benefits are received over the period of teaching at the same point in time as the revenue is recognised.

Finance income and finance costs

Finance income comprises the interest income on external bank deposits which are recognised in the consolidated income statement in the year using the effective interest method. Finance costs comprise the interest expense on external borrowings and intra-group loans which are recognised in the consolidated income statement (under the effective interest rate method) in the period in which they are incurred.

Share based payment arrangements

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note 22.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-

line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share-based payments reserve.

Government grants

Where the Group receives government grants this is netted against the associated costs which the grant is funding.

Capitalisation of development costs

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if all of the following conditions 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 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.

Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

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.

Capitalised software and development costs are amortised on a straight-line basis over their expected economic lives, normally between 3 and 5 years. Computer software under development is held at cost less any recognised impairment loss. Any impairment in value is recognised within the consolidated income statement. Expenditure related to software as a service is expensed to the consolidated income statement as incurred.

Taxation

Taxation comprises current and deferred tax. It is recognised in the profit or loss except to the extent that it relates to a business combination or items recognised directly in equity or in other comprehensive income.

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised on temporary differences

between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax is valued at the prevailing rates at which it is expected to unwind.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials for the courseware that have been incurred in bringing the inventories to their present location and condition. Cost is determined using the first-in, first-out (FIFO) method.

Investments in associates

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value

of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, is recognised immediately in profit or loss in the period in which the investment is acquired.

Investments in associates relate to associates with university partners, and throughout this report we refer to these using interchangeable terms as associates.

Goodwill

Goodwill arising on consolidation represents the excess of the fair value of the consideration over the fair value of the identifiable net assets acquired. Goodwill arising on acquisition of subsidiaries and businesses is capitalised as an asset.

Goodwill is allocated to cash generating units and is subject to an annual impairment review, with any impairment losses being recognised immediately in the consolidated income statement. Goodwill is not amortised.

Other intangible assets

Initial recognition of other intangible assets Customer relationships, tradenames and content and materials acquired in a business combination that qualify for separate recognition are recognised as intangible assets at their fair values. Finite-lived intangible assets are subsequently accounted for using the cost model whereby capitalised costs are amortised on a straight-line basis over their estimated useful lives. The estimated useful lives for the period are as follows:

- Customer relationships - 4 to 17 years;
- Tradename - 20 years; and
- Content and platforms - 3 to 5 years.

Amortisation has been presented within administration expenses.

Residual values and useful lives are reviewed at each reporting date. In addition, they are subject to impairment testing as described in "Impairment testing of goodwill, other intangible assets and property, plant and equipment" when there is an indicator of impairment.

When an intangible asset is disposed of, the gain or loss on disposal is determined as the difference between the proceeds and the carrying amount of the asset and is recognised in profit or loss within other income or other expenses.

Property, plant and equipment

Property plant and equipment are measured at cost, net of depreciation and any provision for impairment. Depreciation is provided at rates based on the following economic lives in order to write off the cost less estimated residual value of each asset over its estimated useful life.

- Short-term leasehold improvements - straight line over the life of the lease;
- Fixtures, fittings and equipment - straight line over 2 to 5 years; and
- Right of Use Asset - straight line over the life of the lease.

Impairment testing of goodwill, other intangible assets and property, plant and equipment

For impairment assessment purposes, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). As a result, some assets are tested individually for impairment, and some are tested at the cash-generating unit level. Goodwill is allocated to those cash-generating units that are expected to benefit from synergies of a related business combination and represent the lowest level within the Group at which management monitors goodwill.

Cash-generating units to which goodwill has been allocated are tested for impairment at least annually in accordance with accounting standards (IAS 36). All other individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the asset's (or cash-generating unit's) carrying amount exceeds its recoverable amount, which is the higher of fair value less costs of disposal and value in-use.

To determine the value-in-use, management estimates expected future cash flows from each cash-generating unit and determines a suitable discount rate in order to calculate the present value of those cash flows. The data used for impairment testing procedures are directly linked to the Group's latest approved budget or forecast, adjusted as necessary to exclude the effects of future reorganisations and asset enhancements.

Discount factors are determined for the cash-generating units and reflect current market assessments of the

time value of money and asset-specific risk factors. Impairment losses for cash-generating units reduce first the carrying amount of any goodwill allocated to that cash-generating unit. Any remaining impairment loss is charged pro rata to the other assets in the cash-generating unit. With the exception of goodwill, all assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist. An impairment loss is reversed (up to the carrying value of the asset with no impairment being recognised) if the asset's or cash-generating unit's recoverable amount exceeds its carrying amount.

At each reporting date, the Group reviews the carrying amounts of its property, plant and equipment and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event. For a provision to be recognised, it must be probable that the Group will be required to settle the obligation, and it must be possible for a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Dilapidations

Where the Group has a legal obligation to restore leased properties at the end of the lease term, a dilapidations provision is recognised and represents management's estimate of the present value of future cash flows, including an amount for wear and tear costs which are likely to be incurred throughout the lease term.

The costs are recognised as an asset at inception of the lease and are included within leasehold improvements.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand. Bank overdrafts are presented in current liabilities to the extent that there is no right of offset with cash balances. Balances held with money market funds are presented as cash where their maturity is less than three months.

Trade and other receivables

Financial instruments are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They include trade and other receivables, bank balances and cash and loans to subsidiary undertakings, 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 effect of discounting is immaterial.

Pension costs and other post-retirement benefits

The Group operates a defined contribution pension scheme. Contributions payable to the Group's pension scheme are charged to the consolidated income statement in the period to which they relate.

Leases

At the inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

At inception or on reassessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices. However, for the leases of land and buildings, the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate. Lease payments included in the measurement of the lease liability comprise the following:

- Fixed payments, including in-substance fixed payments; and
- Variable lease payments that depend on an index or a rate initially measured using the index or rate as at the commencement date.

The lease liability is subsequently measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-to-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset

has been reduced to zero. The Group presents right-of-use assets in "property, plant and equipment" and lease liabilities in "loans and borrowings" in the statement of financial position.

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases of machinery (such as photocopiers) that have a lease term of 12 months or less and leases of low-value assets (assets that fall below the Group's capital equipment recognition policy), including IT equipment.

The Group recognises the lease payments associated with these assets as an expense on a straight-line basis over the lease term.

Financial assets and liabilities

Financial assets and financial liabilities are recognised when a Group entity becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss (FVTPL) are recognised immediately in profit or loss. Classification of financial assets Debt instruments that meet the following conditions are subsequently measured at amortised cost:

- The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and

- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For financial instruments other than purchased or originated credit-impaired financial assets, the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. On the other hand, the gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Interest income is recognised in profit or loss and is included in the "finance income" line item. The Group does not have any financial assets measured at fair value through other comprehensive income or FVTPL.

Impairment of financial assets

The Group recognises an ECL (Expected Credit Loss) for trade receivables. The expected credit losses on these financial assets are estimated based on the Group's historical credit loss experience, adjusted for debtor-specific factors and forward-looking information, including current and forecast macroeconomic

conditions, to reflect the expected impact of future economic developments on credit losses.

Credit losses are recognised as being the ECL within 12 months of the reporting date unless there has been a significant increase in credit risk, in which case lifetime credit losses are recognised.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying a significant increase in credit risk before the amount becomes past due.

In assessing whether credit risk has increased significantly since initial recognition, the Group considers both quantitative and qualitative information, including the age of receivables, payment history, evidence of financial difficulty, expected future economic conditions and other factors indicating a deterioration in the customer's ability to meet its obligations.

Financial assets are written off when there is no reasonable expectation of recovery of the contractual cash flows, in whole or in part. Any subsequent recoveries of amounts previously written off are recognised in profit or loss.

Derecognition of financial assets

The Group derecognises 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 party. 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

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is 1) contingent consideration of an acquirer in a business combination to which IFRS 3 applies, or 2) it is designated as at FVTPL.

Financial liabilities at FVTPL are stated at fair value with any gains or losses arising on changes in fair value recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liabilities and is included in finance costs.

However, for financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. The remaining amount of change in the fair value of liability is recognised in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they

are transferred to retained earnings upon derecognition of the financial liability. Fair value is determined in the manner described in note 25

Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not 1) contingent consideration of an acquirer in a business combination, 2) held-for-trading, or 3) designated as at FVTPL, are subsequently measured at amortised cost using the effective interest method. 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 (including all fees and points 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 financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

Derivative financial instruments

The Group enters into a variety of derivative financial instruments, as appropriate, to manage its exposure to interest rate risks, including interest rate swaps. Details of derivative financial instruments are disclosed in note 20. Derivatives are initially recognised at fair value at the

date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in the income statement immediately.

Going concern

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out within this report. The Company is part of the Ichnaea UK Bidco Limited Group "the Group" which is in turn part of the IndigoCyan Topco Limited Group. The Directors have considered the adoption of the going concern basis of preparation of these financial statements with consideration to the wider group position and its business model.

While the Group's adjusted EBITDA improved by £10.7m to £73.4m during the year, the Group's cashflow from operating activities of £60.7m (2025: £51.2m) and balance sheet supported the service of the Group's external bank debt. The forecasting process undertaken by the Directors recognises the inherent uncertainty of the current economic environment where inflationary, geopolitical and recessionary risks are heightened.

The Directors believe, given Ichnaea UK Bidco Limited Group performance through the recent economic pressures (including restructuring of the Group's Workforce Learning business), that trading results will be robust and that there are growth opportunities for the business to pursue. However, the Directors have assessed Ichnaea UK Bidco Limited Group's various revenue and cashflow scenarios that factor in the impact of an economic recession and geopolitical risks on the demand for the Ichnaea UK Bidco Limited Group's services. The analysis confirmed the Ichnaea UK Bidco Limited Group has sufficient liquidity and is forecast to comply with its financial covenants.

The Ichnaea UK Bidco Limited Group has a term loan of £265m and revolving credit facility of £40m. The facilities are in place until October 2029 and April 2029, respectively. The Company has received a letter of support from IndigoCyan Holdings Jersey Limited the ultimate Parent Company for the wider Group confirming committed funding for at least 12 months from the date of signing and approving these financial statements. The Directors have reviewed the ability of IndigoCyan Holdings Jersey Limited to provide the support.

On this basis, the Directors have a reasonable expectation that the Company and the wider Group have adequate resources to continue in operational existence for the foreseeable future, being a period of at least 12 months from the date of signing and approving these financial statements. In making this assessment, the Directors have considered the cash flow forecasts of the wider Group, the availability of financial resources, cash flows, liquidity forecasts, facilities and compliance with covenants, alongside the principal risks and uncertainties, including those arising from the current economic environment.

Accordingly, they continue to adopt the going concern basis in preparing the Annual Report and financial statements.

Exceptional costs

Exceptional costs are adjusting items that are unusual because of their size, nature or incidence and which the Directors consider should be disclosed separately to enable a full understanding of the Group's results.

Exceptional costs are recognised in the consolidated income statement in the period they are incurred.

Items classified as exceptional are as follows:

Restructuring costs

Restructuring costs of £5.2m (2025: £8.6m) have been incurred in the year as a result of the changes to restructure the Group's Workforce Learning business, including redundancy and consultancy costs.

Property expenses

Property expenses of £4.2m (2025: £1.2m) were incurred in the year largely as a result of provisions for an onerous lease contract for a vacant leasehold property and unutilised cost for one new property for the Higher Education business.

Strategic Review and digital transformation

Strategic review and digital transformation costs of £5.2m (2025: £2.8m) have been incurred in the year as the Group performs a strategic review on the Workforce Learning business as well as plans to leverage new technologies. The Group also incurred £1.0m (2025: £0.1m) for preparation and application work for the Office for Students registration.

Share based payment cost

Share based payment costs are incurred in the year of £0.2m (2025: £2.2m) which related to the deferred acquisition costs of Circus Street London Limited in the prior years. No further costs are expected to be incurred going forward in respect of this past transaction. The Group incurred incentive payments of £1.4m (2025: £0.2m) associated with the Group's performance.

Other specific items

Other specific items are recorded in exceptional costs where they do not form part of the underlying trading activities of the Group. Further details are provided in note 4.

Research and development

These development costs, net of related research and development investment tax credits, are not amortised until the products or technologies are commercialised or when the asset is available for use, at which time, they are amortised over the estimated life of the commercial production of such products or technologies.

The amortisation method and the life of the commercial production are assessed annually, and the assets are tested for impairment whenever an indication exists that an asset might be impaired.

During the year the Group has expended £0.1m (2025: £0.5m) of research expenditure.

Critical accounting judgements and key sources of estimation uncertainty

In the application of the Group's accounting policies described above, the Directors are required to make judgements, 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 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 revision and future periods if the revision affects both current and future periods.

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Higher education provisions

A key estimation in calculating the revenue and bad debt provisions within the higher education business is using historical data to predict future defaults or student dropout rates. If the actual experience differs from the assumptions in the provision, this could result in a material difference to the revenue recognised in the higher education business.

If the provision increased by 10% then this would increase the Group's provision by £0.6m (2025: £0.5m).

Critical accounting judgements

In the opinion of the directors there are no critical accounting judgements impacting the Group or Company.

Parental Guarantee

The Group has provided the following subsidiaries with a parental guarantee in accordance with section 479C of the Companies Act. As such, advantage has been taken of the audit exemption available for the below named subsidiaries only, conferred by section 479A of the Companies Act, relating to the audit of individual financial statements.

The subsidiaries taking advantage of this exemption are:

- Seckloe 208 Limited
- QA Limited
- Focus Project Management (Europe) Limited
- QAHE Holdings Limited
- QA Gateway Limited
- QA Talent Limited
- Circus Street London Limited

The Directors acknowledge their responsibilities for the above-named companies, for:

- Ensuring the company keeps adequate accounting records which comply with section 386 of the Companies Act 2006; and
- Preparing financial statements which give a true and fair view of the state of affairs of the Company at 31 May 2026 and of its profit or loss for the year then ended in accordance with the requirements of section 394 of the Companies Act 2006, and which otherwise comply with the requirements of the Companies Act 2006 relating to the financial statements so far as applicable to the company.

2. Revenue

All revenue was primarily derived from sales in the United Kingdom and the US with a small proportion related to other territories. The Group's revenue is derived from the provision of services to customers.

	2026 £'m	2025 £'m
UK	335.8	317.0
USA	12.7	13.9
Other	3.7	6.5
Revenue	352.2	337.4

External revenue by timing of revenue

Services transferred at a point in time	2.1	1.6
Services transferred over time	350.1	335.8
	352.2	337.4

3. Operating profit

Operating profit/(loss) is stated after charging:	Note	2026 £'m	2025 £'m
Depreciation - owned assets	13	4.3	4.1
Depreciation - right of use assets	13	6.3	6.2
Amortisation of intangibles	12	24.1	30.7
Training materials	14	5.2	5.5
Staff costs	5	146.1	151.6
Exceptional items	4	17.3	27.2
Research costs		0.1	0.5

The analysis of auditor's remuneration is as follows:

Group audit fees	0.3	0.4
Total audit fees	0.3	0.4
Taxation advisory services	0.2	0.2
Total non-audit fees	0.2	0.2

Fees for the audit of the Company for the year ended 31 May 2026 were less than £0.1m and this was also the case in the prior year ended 31 May 2025. Fees to the auditors for non-audit assurance services were less than £0.1m for the current and prior financial year. Fees to auditors for tax advisory services were £0.2m for the year ended 31 May 2026 (2025: £0.2m).

4. Exceptional costs

	2026 £'m	2025 £'m
Restructuring	5.2	8.6
Strategic review and digital transformation	5.2	2.8
Property expenses	4.2	1.2
Refinancing costs	-	0.9
Share based payment and incentive costs	1.6	2.4
Other specific items	0.9	0.5
Exceptional costs excluding impairment	17.1	16.4
Impairment / accelerated depreciation of Right of Use Assets and Leasehold Improvements (note 13)	0.2	2.5
Impairment of intangibles / accelerated amortisation (note 12)	-	8.3
Total exceptional costs	17.3	27.2

Restructuring costs of £5.2m (2025: £8.6m) have been incurred in the year as a result of the restructuring of the Group's Workforce Learning business as set out on page 37, including redundancy and consultancy costs.

Strategic review and digital transformation costs of £5.2m (2025: £2.8m) have been incurred in the year as the Group performs a strategic review on the Workforce Learning business as well as plans to leverage new technologies. The Group also incurred £1.0m (2025: £0.1m) for preparation and application work for the Office for Students registration.

Property expenses of £4.2m (2025: £1.2m) were incurred in the year largely as a result of provisions for an onerous lease contract for a vacant leasehold property and unutilised costs associated with a new property for the Higher Education business.

The Group incurred costs of £nil (2025: £0.9m) associated with an aborted refinancing.

Share based payment costs are incurred in the year of £0.2m (2025: £2.2m) which related to the deferred acquisition costs of Circus Street London Limited in the prior years. No further costs are expected to be incurred going forward in respect of this past transaction. The Group incurred incentive payments of £1.4m (2025: £0.2m) associated with the Group's performance.

Impairment / accelerated depreciation includes £nil (2025: £2.4m) relating to Right of Use Assets and £0.2m (2025: less than £0.1m) relating to leasehold improvements as a result of the closure of one property in February 2026.

There was an impairment charge relating to intangibles of £nil (2025: £8.3m) relating to customer relationships and developed software in its online Learning businesses due to the performance of those businesses.

Other specific items include legal and professional costs in relation to significant non-recurring projects.

5. Staff costs

	2026 £'m	2025 £'m
Wages and salaries	125.3	132.1
Social security costs	17.0	15.4
Pension costs	3.8	4.1
	146.1	151.6

Staff costs include redundancy and other exceptional costs of £4.0m (2025: £5.9m).

Pension costs include the defined contribution scheme charge.

The average monthly number of employees during the period, including Directors that are paid by the Group, was as follows:

	2026 No.	2025 No.
Learning, teaching and consulting services	803	881
Sales and administration	1,344	1,424
	2,147	2,305

Directors' Remuneration	2026 £'m	2025 £'m
Directors' emoluments	1.1	0.8
Directors' pension contributions to money purchase pension schemes	-	-
	1.1	0.8
Number of Directors accruing benefits under: Defined contribution scheme	2	1
Information regarding the highest paid Director is as follows:		
Emoluments	0.6	0.6

Total remuneration to key management personnel, including remuneration to Directors, is disclosed within note 29, Related Party Transactions. Director pension costs are less than £0.1m (2025: less than £0.1m). Directors received remuneration in respect of their services to the Group during the year of £1.1m (2025: £0.8m). Directors emoluments includes £0.1m for compensation for loss of office (2025: £0.4m).

Company

The Company does not pay staff costs, as it has no employees. The Company has not made any payments to Directors during the year. The Directors do not believe that it is practicable to allocate their time between the Group companies. The payments were borne by another Group company.

6. Finance Income, costs and other gains and losses

Finance Income:	2026 £'m	2025 £'m
Bank interest receivable	0.9	0.7
Interest income on intercompany loans	8.5	8.7
Total finance income	9.4	9.4
Finance costs	2026 £'m	2025 £'m
Bank loan interest	30.6	34.8
Interest on shareholder loan notes	41.2	36.5
Interest on lease liability	2.6	2.6
Unwinding of discount on provisions	0.2	-
Total finance costs	74.6	73.9
Other gains and losses		
Net gain arising on derecognition of financial liabilities measured at amortised cost	-	0.3
Fair value movement on derivatives*	(0.2)	-
Total other gains and losses	(0.2)	0.3

* includes the movement on interest rate swap and cap contracts on the Group's debt.

Derivatives are used as appropriate by the Group. There is a derivative asset of £0.4m (2025: £nil) and a derivative liability of £0.2m (2025: £0.2m) recognised in the Statement of Financial Position as at 31 May 2026. See note 20.

7. Taxation

	2026 £'m	2025 £'m
Loss before tax	(45.1)	(65.8)
Loss multiplied by the standard rate of corporation tax in the UK of 25% (2025: 25%):	(11.3)	(16.5)
Effects of:		
Expenses not deductible for tax purposes (including interest)	1.3	1.4
Associate profits taxed in associate entity	(1.4)	(1.1)
Adjustment in respect of prior periods	(3.7)	(2.9)
Deferred tax not recognised	1.0	(0.2)
Tax on loss	(14.1)	(19.3)

The tax charge in the current year is higher (2025: higher) than the standard tax as a result of the level of the Group's disallowable expenses, related principally to interest which is non-deductible under the Corporate Interest Restriction rules.

The Group has applied the mandatory temporary exception under IAS 12 from recognising and disclosing information about deferred tax assets and liabilities arising from Pillar Two income taxes. Accordingly, no deferred tax assets or liabilities relating to Pillar Two income taxes have been recognised or disclosed in these financial statements.

The Company and Group are part of a Multinational Enterprise Group which is in scope for OECD Base Erosion and Profit Shifting Pillar Two rules. The Group includes Constituent Entities that are tax resident in the United Kingdom, United States, Switzerland and China. The United Kingdom and Switzerland have enacted Pillar Two legislation which was in effect in the current financial period. The United States has not adopted the Pillar Two legislation, although developments affecting the interaction of the US tax system with Pillar Two continue at OECD level. China has not yet enacted Pillar Two legislation.

No top up taxes arose under Pillar Two rules in the current financial period because the effective tax rate is above 15% in every jurisdiction in which the Group operates. The Group expects the effective tax rate in each jurisdiction in which the Group operates to remain above 15% in future years so Pillar Two rules are not expected to have a significant impact on future tax charges.

Analysis of the tax charge

The tax charge on loss before tax for the year was as follows:

	2026 £'m	2025 £'m
Current tax:		
UK corporation tax	(8.1)	(7.6)
Adjustment in respect of prior periods	(2.9)	(0.5)
Total	(11.0)	(8.1)
Deferred tax:		
Origination and reversal of timing differences	(2.3)	(8.8)
Adjustment in respect of prior periods	(0.8)	(2.4)
Total	(3.1)	(11.2)
Total Tax credit	(14.1)	(19.3)

During the year ended 31 May 2026 UK Corporation tax has been calculated at a rate of 25% (2025: 25%) on estimated assessable profits for the year.

8. Dividend paid and proposed

No dividends have been paid or proposed by the Group or the Company (2025: nil).

9. Goodwill

Cost	£'m	
At 31 May 2024	32.6	
Exchange differences	-	
At 31 May 2025	32.6	
Exchange differences	-	
At 31 May 2026	32.6	
Impairment		
At 31 May 2024, 31 May 2025 and 31 May 2026	(1.6)	
Net book value		
At 31 May 2025	31.0	
At 31 May 2026	31.0	
Recoverable amount of each CGU		
	2026 £'m	2025 £'m
Learning	123.2	222.0
Apprenticeships	154.8	96.4
Higher Education	325.9	367.5

The recoverable amount of each segment was determined based on value-in-use calculations, covering a five-year forecast, followed by an extrapolation of expected cash flows for the remaining useful life. The present value of the expected cash flows of each cash generating unit is determined by applying a suitable discount rate reflecting current market assessments of the time value of money and risks specific to the Group. An impairment charge of £nil (2025: £nil) arose from this review.

Allocation of goodwill to cash generating units

For the purpose of annual impairment testing, goodwill is allocated to the cash generating units expected to benefit from the business combinations in which the goodwill arises. The carrying value of the cash generating units (including goodwill) is compared to its recoverable value:

	£'m	£'m	£'m
2025	Goodwill	Other Assets / (Liabilities)	Total Carrying Value
Learning	30.5	35.7	66.2
Apprenticeships	-	10.3	10.3
Higher Education	0.5	(31.0)	(30.5)
Total goodwill	31.0	15.0	46.0
2026	Goodwill	Other Assets / (Liabilities)	Total Carrying Value
Learning	30.5	21.1	51.6
Apprenticeships	-	9.4	9.4
Higher Education	0.5	(38.9)	(38.4)
Total	31.0	(8.4)	22.6

Growth rates

Terminal value has been calculated using a long term growth rate of 3% per annum, in line with the target long term inflation rates expected for the sector.

9. Goodwill (Continued)

Discount rates

The pre tax discount rates applied are set out in the table below. Management estimates discount rates that reflect the current market assessment of the time value of money and the risks specific to each CGU at the date of assessment. The pre-tax discount rates are derived from the Group's post-tax weighted average cost of capital which has been calculated using the capital asset pricing model, the inputs of which include risk free rates, equity risk premiums, size premiums and risk adjustments.

	2026	2025
Learning	16.1%	15.9%
Apprenticeships	16.1%	15.9%
Higher Education	14.4%	14.0%

Sensitivity

The estimate of recoverable amount is particularly sensitive to the discount rate, growth rate and operating cashflow. The below table shows the impact of reasonably possible changes in these assumptions and their impact on the recoverable value stated in the table above.

	Growth Rate £'m		Discount Rate £'m		Cashflow £'m	
	+1%	-1%	+2%	-2%	+10%	-10%
Learning	13.0	(10.4)	(22.8)	35.8	12.3	(12.3)
Apprenticeships	12.1	(9.7)	(29.4)	46.2	15.5	(15.5)
Higher Education	43.3	(33.4)	(72.7)	123.7	32.6	(32.6)

The Board has actively reviewed the forecasts associated with the CGUs noting the assumptions used, the sensitivity analysis performed and the ability of the businesses to adapt to challenging economic environments in which they operate, and is satisfied that no impairments are necessary at 31 May 2026.

10. Investments

Group investments in associates	2026 £'m
Cost	
At 31 May 2024, 31 May 2025 and 31 May 2026	1.8
Impairment	
At 31 May 2024, 31 May 2025 and 31 May 2026	(1.8)
Net Book Value	
At 31 May 2024, 31 May 2025 and 31 May 2026	-

The Group's investment is in CPI Limited (Hong Kong) which is held through M2 Education (Hong Kong) Limited. The Group impaired the value of the investment to nil reflecting the uncertainty over receipt of further dividends.

Amounts due from Group undertakings	2026 £'m	2025 £'m
Amounts due from Group undertakings	197.6	248.2

Amounts due from Group undertakings are unsecured, repayable in 2047 and attract 4.50% p.a interest. These loans accrued interest receivable of £8.5m (2025: £8.7m) during the year.

11. Associates

Name of associate	Principal activity	Place of incorporation	Principal place of business	Proportion of ownership interest and voting rights held by the Group	
				31/05/2026	31/05/2025
Northumbria London Campus Ltd	Provision of Higher Education Services	England	Sutherland Building, Northumbria University, Ellison Place, Newcastle Upon Tyne, England NE1 8ST	49.9%	49.9%
Roehampton Pathway Campus Ltd	Provision of Higher Education Services	England	Grove House, Roehampton Lane, London United Kingdom SW15 5PJ	49.9%	49.9%
Branch Campus (London and Birmingham) Limited NI	Provision of Higher Education Services	Northern Ireland	Murray House, 4 Murray St., Belfast, Northern Ireland BT1 6DN	49.0%	49.0%
Solent Pathway Campus Limited	Provision of Higher Education Services	England	Finance Services, East Park Terrace, Southampton, Hampshire, England SO14 0YN	49.0%	49.0%
USW Pathway College Limited	Provision of Higher Education Services	Wales	University Of South Wales, Treforest, Pontypridd, Wales, CF36 1DL	49.0%	49.0%

The above associates are accounted for using the equity method in these consolidated financial statements as set out in the Group's accounting policies in note 1.

The Group's investments in associates are valued at £5.0m (2025: £3.3m) with Northumbria London Campus Limited contributing £4.6m (2025: £3.1m) to this. Summarised financial information in respect of each of the Group's material associates is set out below. The summarised financial information below represents amounts in associate financial statements prepared in accordance with IFRS Accounting Standards.

Northumbria London Campus Limited	2026 £'m	2025 £'m	Northumbria London Campus Limited	2026 £'m	2025 £'m
Current assets	26.2	25.8	Net assets of associate	4.6	3.1
Current liabilities	(21.6)	(22.7)	Proportion of the Group's ownership interest in the associate	2.3	1.6
Net Assets	4.6	3.1	Other adjustments	2.3	1.5
The above amounts of assets and liabilities include the following:			Carrying amount of the Group's interest in the associate	4.6	3.1
Cash and cash equivalents	0.4	0.2			

During the year the Group received dividends from associates of £3.7m (2025: £17.7m). Including £3.7m (2025: £17.7m) from Northumbria London Campus Limited.

Reconciliation of the above summarised financial information to the carrying amount of the interest in the associates recognised in the consolidated financial statements.

12. Other intangible assets

	Customer relationships £'m	Tradename £'m	Content and materials £'m	Software and development costs £'m	Total £'m
Cost at 31 May 2024	269.7	19.6	17.0	65.1	371.4
Additions from development	-	-	-	9.0	9.0
Disposals	-	-	-	(9.4)	(9.4)
Exchange differences	-	-	-	0.1	0.1
Cost at 31 May 2025	269.7	19.6	17.0	64.8	371.1
Additions from development	-	-	-	7.8	7.8
Disposals	-	-	-	(0.8)	(0.8)
Cost at 31 May 2026	269.7	19.6	17.0	71.8	378.1
Amortisation at 31 May 2024	167.8	7.7	14.8	47.3	237.6
Charge for year*	18.3	1.0	1.1	10.3	30.7
Disposals	-	-	-	(9.2)	(9.2)
Impairment	-	1.4	1.1	2.2	4.7
Amortisation at 31 May 2025	186.1	10.1	17.0	50.6	263.8
Charge for year	14.1	0.9	-	9.1	24.1
Disposals	-	-	-	(0.8)	(0.8)
Amortisation at 31 May 2026	200.2	11.0	17.0	58.9	287.1
Net Book Value at 31 May 2024	101.9	11.9	2.2	17.8	133.8
Net Book Value at 31 May 2025	83.6	9.5	-	14.2	107.3
Net Book Value at 31 May 2026	69.5	8.6	-	12.9	91.0

There was an impairment charge relating to intangibles of £nil (2025: £8.3m) relating to intangibles acquired and developed by the businesses digital subscriptions divisions that were assessed as having reduced ability to generate future economic benefits. Included within Software and Development costs are assets under the course of construction of £1.1m (2025: £2.6m). The impairment charge recognised during the year has been included within administration expenses and presented as part of exceptional costs (see note 4).

* PY includes £3.6m of accelerated amortisation in respect of customer relationships

13. Property, plant and equipment

	Right of use assets £'m	Short term leasehold improvements £'m	Fixtures, fittings and equipment £'m	Total £'m
Cost at 31 May 2024	63.7	22.9	21.5	108.1
Additions	5.4	3.0	2.0	10.4
Disposals	(3.1)	(7.6)	(2.0)	(12.7)
Cost at 31 May 2025	66.0	18.3	21.5	105.8
Additions	2.1	2.0	1.4	5.5
Disposals	(0.9)	(1.9)	(5.8)	(8.6)
Cost at 31 May 2026	67.2	18.4	17.1	102.7
Depreciation at 31 May 2024	22.0	9.8	17.4	49.2
Disposals	(3.1)	(7.6)	(2.0)	(12.7)
Charge for period	6.2	2.0	2.1	10.3
Impairment of assets	2.4	0.1	-	2.5
Depreciation at 31 May 2025	27.5	4.3	17.5	49.3
Disposals	(0.9)	(1.7)	(5.7)	(8.3)
Charge for period	6.3	2.3	2.0	10.6
Impairment of assets	-	0.2	-	0.2
Depreciation at 31 May 2026	32.9	5.1	13.8	51.8
Net Book Value at 31 May 2024	41.7	13.1	4.1	58.9
Net Book Value at 31 May 2025	38.5	14.0	4.0	56.5
Net Book Value at 31 May 2026	34.3	13.3	3.3	50.9

During the year the Group has recognised a cost of £9.0m (2025: £8.9m) in respect of leases including depreciation of £6.3m (2025: £6.2m) and interest of £2.7m (2025: £2.7m). Impairment / accelerated depreciation includes £nil (2024: £2.4m) relating to Right of Use Assets and £0.2m (2024: £0.1m) relating to leasehold improvements as a result of the closure of one property in February 2026.

14. Inventories

	2026 £'m	2025 £'m
Training material and goods for resale	-	-

In 2026, training materials of £5.2m (2025: £5.5m) were recognised as an expense during the period and included in 'cost of sales'. The value of inventories is stated after provision for obsolescence of £nil (2025: £nil).

15. Cash and cash equivalents

	2026 £'m	2025 £'m
Cash at bank and in hand	42.2	30.6
Cash and cash equivalents in the statement of cash flows	42.2	30.6

16. Trade and other receivables

	2026 £'m	2025 £'m
Amounts falling due within one year		
Trade receivables	34.2	42.5
Accrued income	14.2	11.9
Corporation tax	8.2	8.0
Prepayments	12.3	10.9
Amounts due from Intermediate holding companies	-	2.1
	68.9	75.4

No interest is charged on outstanding trade receivables. Trade receivables are stated after a provision of £7.1m (2025: £5.5m). Included within the provision is £2.1m (2025: £0.9m) in respect of potential Student Finance England funding clawbacks. Accrued income includes £nil (2025: £nil) of related party receivables (see note 29). Amounts due from Intermediate holding companies due within one year are repayable on demand, attract no interest and were fully settled during the year.

Trade Receivables

Before accepting any new customer, a dedicated team is responsible for the determination of credit limits uses an external credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Of the trade receivables balance at the end of the year, £1.4m (2025: £1.0m) is due from the Group's largest customer. There are no other customers who represent more than 5 per cent of the total balance of trade receivables.

Credit approvals and other monitoring procedures are also in place to ensure that follow-up action is taken to recover overdue debts. Furthermore, the Group reviews the recoverable amount of trade receivables on an individual basis at the end of the reporting period to ensure that adequate loss allowance is made for irrecoverable amounts. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

Trade receivables consist of a large number of customers, spread across diverse industries and geographical areas. Ongoing credit evaluation is performed on the financial condition of accounts receivable.

16. Trade and other receivables (continued)

Trade Receivables

The Group applies the simplified approach permitted by IFRS 9 and measures loss allowances for trade receivables at an amount equal to lifetime expected credit losses ("ECL"). The expected credit losses on trade receivables are estimated by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date. The Group has recognised a loss allowance of 100% against all receivables over 180 days past due because historical experience has indicated that these receivables are generally not recoverable. There has been no change in the estimation techniques or significant assumptions made during the current reporting period.

	Gross carrying amount 2026 £'m	Lifetime ECL 2026 £'m	Net carrying amount 2026 £'m
Not past due	27.1	(0.6)	26.5
< 30 days past due	7.1	(0.5)	6.6
30 - 60 days past due	3.2	(0.4)	2.8
> 60 days past due	3.9	(5.6)	(1.7)
Total	41.3	(7.1)	34.2

The Group defines default of a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings. The Group will then write off the trade receivable balance. None of the trade receivables that have been written off is subject to enforcement activities.

	Gross carrying amount 2025 £'m	Lifetime ECL 2025 £'m	Net carrying amount 2025 £'m
Not past due	37.3	(2.1)	35.2
< 30 days past due	2.7	(0.2)	2.5
30 - 60 days past due	0.8	(0.1)	0.7
> 60 days past due	7.2	(3.1)	4.1
Total	48.0	(5.5)	42.5

17. Trade and other payables: amounts falling due within one year

	2026 £'m	2025 £'m
Amounts falling due within one year		
Trade payables	11.1	6.9
Social security and other taxes	9.0	7.9
Amounts owed to Intermediate holding companies	6.0	-
Other creditors	22.8	25.5
Accrued expenses	42.9	34.9
Deferred income	83.0	93.9
	174.8	169.1

Amounts owed to Intermediate holding companies due within one year are repayable on demand and attract no interest. Other creditors includes £3.9m (2025: £6.3m) related to overpayments from students and £15.5m (2025: £16.9m) of payables to related parties which are repayable on demand and include £0.1m accruing interest at 0.45% per annum. See note 29.

18. Loan and borrowings

	Current 2025 £'m	Non-current 2025 £'m	Total 2025 £'m
Bank loans	30.0	257.5	287.5
Intra-group loans	-	323.7	323.7
Lease liabilities	8.0	43.8	51.8
	38.0	625.0	663.0

	Current 2026 £'m	Non-current 2026 £'m	Total 2026 £'m
Bank loans	30.0	259.2	289.2
Intra-group loans	-	286.7	286.7
Lease liabilities	9.0	39.0	48.0
	39.0	584.9	623.9

In October 2023, the Group entered into a senior credit and a revolving credit facility included in bank loans above. The revolving credit facility attracts interest at SONIA +3.75% and the facility is available until 2029. The senior credit facility, is repayable in 2029 and attracts interest at SONIA +6.0%. Shareholder loans are repayable in 2047 and attract interest at a rate of 10.0% (2025: 10.0%). The shareholder loans are considered to be related party transactions. Further disclosure is included in note 29 of the Group financial statements. The bank loans are secured via a fixed and floating charge over all of the assets of the Group.

The Directors consider that the carrying value of loans approximates their fair value.

The maturity analysis of loans and borrowings is disclosed in note 25.

19. Provisions

	2026 £'m	2025 £'m
Dilapidations		
At start of year	5.9	4.9
Utilised in the year	(1.2)	(0.2)
Recognised in the year	0.2	1.5
Released	(0.6)	(0.5)
Unwind of discount on provision	0.2	0.2
Total	4.5	5.9
Onerous contracts		
At start of year	-	0.1
Recognised in the year	2.9	-
Utilised in the year	(0.2)	(0.1)
Total	2.7	-
Restructuring and other		
At start of year	0.7	2.0
Utilised in the year	(0.7)	(2.0)
Recognised in the year	0.7	0.7
Total	0.7	0.7
Current liabilities	0.9	2.5
Non-current liabilities	7.0	4.1
Total Provisions	7.9	6.6

The provision for dilapidations represents management's best estimate of the future dilapidations associated with leased properties. The provisions are based on the best estimate of the Directors, with reference to past experience, of the expected future cash flow. The cash flows are expected to occur in between 1 and 12 years. The provision has been discounted to reflect the time value of money.

The provision for onerous contracts includes both vacant leasehold property provisions and the provision for onerous customer contracts. The cash flows are expected to occur in between 1 and 5 years.

Restructuring provisions are related to redundancy costs and are expected to be utilised within 1 year.

Should a provision ultimately prove to be unnecessary then it is credited back into the Consolidated Income Statement. Where the provision was originally established as an adjusting item, any release is shown as an adjusting credit.

20. Derivative financial instruments

The Group's derivative financial instruments are measured at fair value and are summarised below:

	2026 £'m	2025 £'m
Interest rate cap	0.4	-
Interest rate swap	(0.2)	(0.2)
Total	0.2	(0.2)

To reduce the interest rate risk of changes in SONIA the Group entered into a cap and collar arrangement commencing 31 May 2024. The notional principal is £150.0m and it terminates on 31 May 2026. The instrument caps SONIA at 6% and has a collar rate of 3.66%. The Group entered into an interest rate swap commencing on 7 October 2024 and terminating on 3 September 2026, with a notional principal of £100.0m and a fixed rate of 4.09%. The Group also entered into an interest rate cap commencing on 29 May 2026 and terminating on 31 March 2028, with a notional principal of £150.0 million and a cap rate of 4.25%.

A loss of £0.2m was recognised within Other gains and losses for the year (2025: gain of £0.3m). See note 6 to the financial statements.

As at the balance sheet date of 31 May 2026, an interest rate cap asset of £0.4m (2025: nil) and swap liability of £0.2m (2025: £0.2m) exists.

21. Deferred tax

	2026 £'m	2025 £'m
Temporary differences	21.2	25.1
Net deferred tax liability	21.2	25.1

Amounts brought forward	25.1	30.5
Adjustment in respect of prior periods	(0.2)	0.2
Charge/(credit) for the year	(3.7)	(5.6)
Balance at end of year-deferred tax liability	21.2	25.1

Amounts brought forward	8.2	2.4
Adjustment in respect of prior periods	0.6	2.2
(Charge)/credit for the year	(1.4)	3.6
Deferred tax assets	7.4	8.2

Deferred tax assets relate predominantly to fixed asset timing differences and tax losses. The majority of the deferred taxation balance is expected to reverse after more than 12 months. The recognised deferred tax assets are considered recoverable based on forecast future taxable profits and the expected reversal of taxable temporary differences within the relevant entities.

The Group has an unrecognised Deferred Tax asset of £6.7m (2025: £3.1m) in respect of unrecognised tax losses as it is not expected they can be utilised in the foreseeable future. The Group does not have any unrecognised Deferred Tax liabilities.

The Group's deferred tax asset is made up of £1.6m of capital allowances (2025: £1.7m), tax losses of £5.6m (2025: £6.2m) and other of £0.2m (2025: £0.3m). The Group's deferred tax liability is related to intangible assets £19.6m (2025: £23.3m) and fixed assets of £1.6m (2025: £1.8m).

22. Called up share capital

<i>Ordinary shares of £1 each</i>	Shares No.	Share Capital £'m
At 31 May 2025 and 31 May 2026	6,787,604	6.8

The Company has authorised and issued 6,787,604 (2025: 6,787,604) Ordinary shares of £1 each at par which were issued for cash. Each share carries pari passu voting and distribution rights. During the year, the Company issued nil (2025: nil) Ordinary A shares for consideration of £nil (2025: £nil).

Share Based Payments

During the year ended 31 May 2026, the Group issued nil (2025: nil) shares to management. Vesting of the shares occurs at two points; 80% of the shares are vested at the balance sheet date with the remaining 20% vesting on change of control of the Group.

This has resulted in a charge to the income statement in the year ended 31 May 2026 of £nil (2025: £nil) during the year.

The market value of the shares at the grant date is calculated using the Black-Scholes formula.

	Shares 2026 no.	Weighted average exercise price 2026 £	Shares 2025 no.	Weighted average exercise price 2025 £
Outstanding at beginning of year	12,207	-	12,519	-
Granted during the year	-	-	-	-
Forfeited during the year	(210)	-	(312)*	-
Vested during the year	-	-	-	-
Expired during the year	-	-	-	-
Not vested at the end of the year	11,997	-	12,207*	-
Vested at the end of the year	47,947	-	48,827*	-

*The comparative share numbers disclosed in this note have been amended for presentational accuracy. The amendment has no impact on any previously reported financial information.

23. Reserves

Retained earnings reserve

The retained earnings reserve represents cumulative profit or losses, net of dividends.

Share premium reserve

This reserve records the amount above the nominal value received for shares sold, less transaction costs.

Translation reserve

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations that are not integral to the operations of the Group, as well as from the translation of liabilities that hedge the Group's net investment in a foreign subsidiary.

Share based payment reserve

The share-based payment reserve represents the fair value of equity-settled instruments granted to employees based on the Group's estimate of equity instruments that will eventually vest.

24. Retirement benefit schemes

Defined contribution schemes

The Group operates defined contribution retirement benefit schemes for all qualifying employees. The assets of the schemes are held separately from those of the Group in funds under the control of the trustees. Where there are employees who leave the schemes prior to vesting fully in the contributions, the contributions payable by the Group are reduced by the amount of forfeited contributions.

The total costs charged of £3.8m (2025: £4.4m) represent contributions payable to these schemes by the Group at rates specified in the rules of the plans. Contributions payable to the schemes at the year end were £0.9m (2025: £0.9m).

25. Financial instruments

The Group's activities expose it to a number of financial risks including liquidity risk, price risk and credit risk. The Group does not use derivative financial instruments for speculative purposes. The Group's principal financial instruments are amounts receivable from customers, cash, bank overdrafts and bank loan. As at 31 May 2026 the Group's indebtedness amounted to £623.9m (2025: £663.0m) including lease liabilities of which £286.7m (2025: £323.7m) is shareholder loans.

Liquidity risk

Liquidity risk is the risk that the Group will have insufficient liquid resources available to fulfil its operational plans and/or to meet its financial obligations as they fall due.

In order to maintain liquidity and to ensure that sufficient funds are available for ongoing operating and future developments, the Group operates a centralised treasury function, features of which includes intercompany cash transfers and management of operating lease contracts.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and investments in debt securities.

The Group's principal financial assets are bank balances and trade receivables. The Group's credit risk is primarily attributable to its trade receivables. The amounts presented in the statement of financial position are net of provisions for doubtful debts. Impairment provisions for trade receivables are recognised based on the simplified approach within IFRS 9 using the lifetime expected credit losses. During this process the probability of the non-payment of the trade receivables is assessed. This probability is then multiplied by the amount of the expected loss arising from default to determine the lifetime expected credit loss for the trade receivables.

The credit risk on liquid funds is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies. The Group has no significant concentration of credit risk other than with UK government bodies. The remaining exposure is spread over a large number of counterparties and customers.

Price risk

The Group is exposed to limited price risk and historically market prices have shown a high level of stability.

Foreign currency risk management

The Group undertakes transactions denominated in foreign currencies; consequently exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters utilising forward foreign exchange contracts.

Interest rate risk

The Group is exposed to changes in market interest rates through bank borrowings at variable interest rates. The Group uses interest rate swaps and cap to minimise its exposure to interest rate risks, details of the interest rate swaps and cap can be found in note 20.

Fair values of financial assets and liabilities

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3: unobservable inputs for the asset or liability.

Interest rate cap/swaps – Level 2

The fair value of interest rate cap/swaps is calculated as the present value of the estimated future cash flows. Estimates of future floating-rate cash flows are based on quoted swap rates, future prices and interbank borrowing rates. Estimated cash flows are discounted using a yield curve constructed from similar sources and which reflects the relevant benchmark interbank rate used by market participants for this purpose when pricing interest rate swaps. The fair value estimate is subject to a credit risk adjustment that reflects the credit risk of the Group and of the counterparty; this is calculated based on credit spreads derived from current credit default swap or bond prices. The following table sets out the carrying value of the Group's financial assets and liabilities by category:

	2026 £'m	2025 £'m
<i>Amortised cost</i>		
Financial assets		
Cash and bank balances	42.2	30.6
Trade and other receivables	48.4	42.5
	90.6	73.1
FVTPL		
Interest rate cap (asset)	0.4	-
	0.4	-
Financial liabilities		
Trade and other payables	82.8	67.3
Other financial liabilities measured at amortised cost (see note 18)	575.9	611.3
	658.7	678.6
FVTPL		
Interest rate swap (liability)	0.2	0.2
	0.2	0.2

26. Capital commitments

The Group has capital commitments relating to property, plant and equipment of less than £0.1m (2025: less than £0.1m).

27. Ultimate parent company

The Directors regard Ichnaea Jersey Topco Limited, a company registered in Jersey as the immediate Parent Company, and IndigoCyan Holdings Jersey Limited, a company registered in Jersey, as the ultimate parent company. IndigoCyan Holdings Jersey Limited is controlled by funds managed by CVC Capital Partners PLC.

Consolidated financial statements are produced for Ichnaea UK Bidco Limited. This is largest and smallest Group preparing consolidated financial statements including the Company.

28. Events subsequent to the balance sheet date

There have been no events subsequent to the balance sheet date requiring disclosure.

29. Related party transactions

Other Related Parties

The Group's ultimate controlling party is IndigoCyan Holdings Jersey Limited. This is the same entity as the ultimate parent company disclosed in note 27.

The Group's immediate parent Ichnaea Jersey Topco Limited has provided the Group with loans totalling £286.7m (2025: £323.7m). These loans accrued interest of £41.2m (2025: £36.5m) during the year. The Group's parent IndigoCyan Bidco Limited has provided the Group with loans receivable of £197.6m (2025: £248.2m). These loans accrued interest receivable of £8.5m (2025: £8.7m) during the year.

Associates

The Group's Higher Education business has partnerships with its University partners to deliver degree programs through Branch campuses. These are held through associate arrangements. During the course of the year the Group received net interest income of £0.1m (2025: £0.2m) to these associates, and made sales of £21.9m (2025: £19.6m) and received a £3.7m dividend (2025: £17.7m). At the balance sheet date the Group owed the associate £15.5m (2025: £16.9m) included in other creditors.

Key Management Compensation

Key management personnel are deemed to be the Directors and executive management Board. Remuneration for key management personnel is £5.1m (2025: £5.0m). Amounts payable to defined contribution schemes in respect of key management personnel are £0.1m (2025: £0.1m).

	2026 £'m	2025 £'m
Salaries and short-term benefits	4.7	4.1
Termination benefits	0.4	0.9
Total	5.1	5.0

30. Net cash flow from operating activities

	2026 £'m	2025 £'m
Loss for the year	(31.0)	(46.5)
Adjustments for:		
Net finance costs	65.2	64.5
Other losses / (gains)	0.2	(0.3)
Gain on modification/disposal of lease liabilities	-	(0.7)
Depreciation	10.6	10.3
Amortisation of intangibles	24.1	30.7
Loss on disposal of intangibles	-	0.2
Impairment charges - Goodwill and Intangibles	-	4.7
Impairment charges - Right of Use Assets and Fixed Assets	0.2	2.5
Share of profit from associates	(5.4)	(4.4)
Share based payments	0.2	2.2
Income tax credit	(14.1)	(19.3)
Increase / (Decrease) in provisions	1.1	(0.5)
	82.1	89.9
Changes in:		
Decrease / (increase) in receivables	3.1	(1.8)
Increase in payables	3.9	5.9
	7.0	4.1
Taxation received	2.6	3.7
Net cash inflow from operating activities	60.7	51.2

Changes in liabilities arising from financing activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes.

	At 1 June 2024 £'m	Financing cash flows £'m	Fair value adjustments £'m	Other changes* £'m	At 31 May 2025 £'m
Bank loans	275.7	10.0	-	1.8	287.5
Intra-group loans	287.3	(1.7)	-	38.1	323.7
Lease liabilities	51.6	(7.1)	-	7.3	51.8
Interest rate swaps	0.3	-	-	(0.1)	0.2
Total	614.9	1.2	-	47.1	663.2

	At 1 June 2025 £'m	Financing cash flows £'m	Fair value adjustments £'m	Other changes* £'m	At 31 May 2026 £'m
Bank loans	287.5	(0.1)	-	1.8	289.2
Intra-group loans	323.7	-	-	(37.0)	286.7
Lease liabilities	51.8	(8.4)	-	4.6	48.0
Interest rate swaps	0.2	-	(0.1)	0.1	0.2
Total	663.2	(8.5)	(0.1)	(30.5)	624.1

* Other changes include interest accruals and recognition of the lease liability.

31. Non-IFRS measures

Table 1: Financials

£'m	2026	2025
Revenue	352.2	337.4
Gross profit	196.3	188.8
Operating expenses	149.1	147.3
Adjusted EBITDA	73.4	62.7

Table 2: Key performance indicators

	2026	2025
Revenue growth (£'m)	14.8	(23.3)
Adjusted EBITDA (£'m)	73.4	62.7
Free cash flow (£'m)	60.1	54.2
Learners (No.'000)	444	443

Table 3: Adjusting items

£'m	2026	2025
Adjusted EBITDA	73.4	62.7
Depreciation and amortisation*	(34.6)	(36.4)
Tax on share of associates results and other related adjustments	(1.4)	(1.1)
Impairment and accelerated amortisation	-	(10.8)
Adjusting items excluding impairments	(17.1)	(16.4)
Finance income, finance costs and other gains and losses	9.4	9.4
Finance cost**	(74.6)	(73.5)
Other gains and losses	(0.2)	0.3
Loss for the year before taxation	(45.1)	(65.8)

Table 4: Material Contractual Commitments

£'m	Less than 1 year	More than 1 year	2026	2025
Senior debt facility	-	259.2	259.2	257.5
Revolving credit facility**	30.0	-	30.0	30.0
Lease commitments	9.0	39.0	48.0	51.8
Total	39.0	298.2	337.2	339.3

Table 5: Free Cash Flow

£'m	2026	2025
Adjusted EBITDA	73.4	62.7
Working Capital Movement***	3.5	8.9
Taxation refund	2.8	3.7
Capital expenditure	(11.1)	(14.0)
Lease payments	(8.5)	(7.1)
Free Cash Flow	60.1	54.2

Table 6: Working capital outflow

£'m	2026	2025
Underlying working capital	3.5	8.9
Exceptional working capital	3.4	(4.8)
Working Capital Movement	6.9	4.1

* Excludes £0.2m of depreciation on exceptional property costs and £0.1m of Right of Use interest

** £10m facility undrawn at the balance sheet date.

***Adjusted for exceptional accruals.

Company Statement of Financial Position As at 31 May 2026

	Note	2026 £'m	2025 £'m
Non-current assets			
Investment in subsidiary	2	344.2	377.7
Deferred tax assets	10	3.1	3.6
		347.3	381.3
Current Assets			
Trade and other receivables	3	-	43.3
Derivative financial assets	5	0.4	-
		0.4	43.3
Total Assets		347.7	424.6
Liabilities			
Current Liabilities			
Trade and other payables	4	(198.6)	(152.2)
Loan and borrowings	6	(30.0)	(30.0)
Derivative financial liabilities	5	(0.2)	(0.2)
		(228.8)	(182.4)
Non-current Liabilities			
Loan and borrowings	6	(545.8)	(581.0)
		(545.8)	(581.0)
Total Liabilities		(774.6)	(763.4)
Net Liabilities		(426.9)	(338.8)
Equity			
Share capital	8	6.8	6.8
Retained earnings		(433.7)	(345.6)
Total Equity		(426.9)	(338.8)

The Parent Company's loss for the financial year was £88.1m (2025: £279.5m). The financial statements of Ichnaea UK Bidco Limited (Registered company number 10214376) were approved and authorised for issue by the Board of Directors on 14 October 2026.

Signed on behalf of the Board of Directors by:



Peter Franklin
Director

Company Statement of Changes in Equity For the year ended 31 May 2026

	Notes	Share capital £'m	Retained earnings £'m	Total equity £'m
As at 31 May 2024		6.8	(66.1)	(59.3)
Loss for the year		-	(279.5)	(279.5)
Total comprehensive expense for the year		-	(279.5)	(279.5)
As at 31 May 2025		6.8	(345.6)	(338.8)
Loss for the year		-	(88.1)	(88.1)
Total comprehensive expense for the year		-	(88.1)	(88.1)
As at 31 May 2026		6.8	(433.7)	(426.9)

1. Accounting Policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements.

Basis of preparation of parent financial statements

The Company's financial statements are presented in Sterling (£) and all values are rounded to the nearest hundred thousand pounds (£0.1m) except where otherwise indicated. The financial statements of the Company present the results of the Company for the year to 31 May 2026, and the prior year comparative to 31 May 2025. These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101") as the Company is a qualifying entity.

The principal activity of the Company is that of a holding Company. As permitted by s408 of the Companies Act 2006, no separate profit and loss account or Statement of Comprehensive Income is presented in respect of the Parent Company. The profit attributable to the Company is disclosed in the footnote to the Company's balance sheet.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of UK-adopted International Accounting Standards ("UK-adopted IFRSs"), but takes advantage of the following disclosure exemptions available under FRS 101 (where equivalent disclosures are included in the consolidated financial statements):

- A Cash Flow Statement and related notes;
- Comparative period reconciliations for share capital and tangible fixed assets;
- Disclosures in respect of transactions with wholly owned subsidiaries;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs;
- Disclosures in respect of the compensation of Key Management Personnel; and
- Certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosures.

The Company proposes to continue to adopt the reduced disclosure framework of FRS 101 in its next financial statements. The Company's accounting policies are the same as those set out in the consolidated financial statements except for the following.

Investments in subsidiaries

Subsidiaries are entities over which the Company has power to govern the financial and operating policies so as to obtain benefits from its activities. They are deconsolidated from the date on which control ceases. Investments in subsidiaries are stated at cost less any provision for impairment. The investments in subsidiaries are considered for impairment on an annual basis.

Critical accounting judgements and key sources of estimation uncertainty

In application of the Company's accounting policies described above the Directors are required to make judgements, 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 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 revision and future periods if the revision affects both current and future periods.

The following critical accounting estimates have had the most significant effect on amounts recognised in the financial statements:

Impairment of non-financial assets

The Group's impairment test for the carrying value of investments and intercompany loans is based on either on fair value less costs to sell or a value in use calculation.

The fair value less costs to sell calculation is based on available data from binding sales transactions in an arm's length transaction on similar assets or observable market prices less incremental costs for disposing of the asset.

1. Accounting Policies (continued)

Critical accounting judgements and key sources of estimation uncertainty (continued)

The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the strategic plan for the next three years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the cash generating unit being tested.

The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the estimate of expected future cash-inflows and the growth rate used for extrapolation purposes. Further information on the Group's approach is set out in the Group's accounting policies on page 17.

There are no further judgements related to the Company.

Staff costs

The Company does not pay staff costs, as it has no employees. The Company has not made any payments to Directors during the year (2025: nil). The Directors do not believe that it is practicable to allocate their time between the Group companies. The payments were borne by another Group company.

2. Investments

	Investments in subsidiaries 2026 £'m	Investments in subsidiaries 2025 £'m
Cost		
At the start of the year	943.6	943.6
At the end of the year	943.6	943.6
Accumulated impairment charges		
At the start of the year	(565.9)	(326.5)
Impairment charges	(33.5)	(239.4)
At the end of the year	(599.4)	(565.9)
Net Book Value	344.2	377.7

Sensitivity

The estimate of recoverable amount is particularly sensitive to the discount rate, growth rate and operating cashflow. The below table shows the impact of reasonably possible changes in these assumptions and their impact on the recoverable value.

	Growth Rate £'m		Discount Rate £'m		Cashflow £'m	
	+1%	-1%	+2%	-2%	+10%	-10%
Group	68.5	(53.6)	(125.0)	205.7	60.4	(60.4)

The Company owns the following subsidiary undertakings, which are included in the Group's consolidation:

Name	Principal activity
Entities with registered office: International House, 1 St Katharine's Way, London, E1W 1UN which are incorporated in England and Wales, with 100% ownership and ordinary holding	
Seckloe 208 Limited	Holding company
QA Limited*	Provision of training services
Focus Project Management (Europe) Limited*	Non-trading
QAHE Holdings Limited*	Holding company
QAHE (Ulst) Limited*	Provision of higher education
QAHE (NU) Limited*	Provision of higher education
QAHE (UR) Limited*	Provision of higher education
QAHE (SU) Limited*	Provision of higher education
QAHE Limited*	Provision of higher education
QAHE Services Limited*	Provision of higher education
QAHE (MDX) Limited*	Provision of higher education
QAHE Solent Limited*	Non-trading
QAHE (LM) Limited*	Provision of higher education
QAHE Pathways Limited*	Provision of higher education
QAHE (SW) Limited*	Provision of higher education
QA Gateway Limited*	Non-trading
QA Consulting Services Limited*	Non-trading
QA Talent Limited*	Provision of consultancy services
Circus Street London Limited*	Non-trading

2. Investments (continued)

Name	Principal activity
Entities with registered office: 4th Floor, VC House, 4-6 Lan Street, Central, Hong Kong which are incorporated in Hong Kong, with 100% ownership and ordinary holding	
M2 Education (Hong Kong) Limited*#	Provision of higher education
Entities with registered office: 530 Fifth Avenue, Suite 703, 10036 New York, United States which are incorporated in the United States of America, with 100% ownership and ordinary holding	
QA Group Americas Inc*	Holding company
QA USA Inc*	Provision of on-line training services
QA Consulting USA Inc*	Non-trading
Entities with registered office: Via Penate 16, 6850 Mendrisio, Switzerland which are incorporated in Switzerland, with 100% ownership and ordinary holding	
Cloud Academy Sagl*	Software and content developer

* Indirect subsidiaries

The Group has commenced with a process of disposing of its investment in Hong Kong

3. Trade and other receivables

	2026 £'m	2025 £'m
Amounts falling due after one year:		
Loans to Group undertakings	-	43.3
Total	-	43.3

Amounts owed from Group undertakings are non-interest bearing, repayable on demand and are unsecured. The amount has been settled during the year through intercompany settlement.

4. Trade and other payables: amounts falling due within one year

	2026 £'m	2025 £'m
Amounts falling due within one year:		
Accrued expenses	6.9	7.2
Amounts owed to subsidiaries	186.2	142.0
Amounts owed to Intermediate holding companies	5.5	3.0
Total	198.6	152.2

Amounts owed to Group undertakings due within one year are repayable on demand, unsecured and attract interest at 4.5% (2025: 4.5%). Accrued expenses include bank interest accruals of £6.9m (2025: £7.2m).

5. Derivative financial instruments

The Company is exposed to certain risks relating to its ongoing business operations. The primary risks managed using derivative instruments are foreign currency risk and interest rate risk. The Company does not trade in derivative financial instruments for speculative purposes. The Company does not apply hedge accounting and the movements in the fair value of the derivatives are recognised in the Income Statement at fair value through profit or loss. They are presented as current assets or liabilities to the extent they are expected to be settled within 12 months after the end of the reporting period.

The Company's derivative financial instruments are measured at fair value and are summarised below:

	2026 £'m	2025 £'m
Interest rate cap	0.4	-
Interest rate swap	(0.2)	(0.2)
Total	0.2	(0.2)

To reduce the interest rate risk of changes in SONIA the Group entered into a cap and collar arrangement commencing 31 May 2024. The notional principal is £150.0m and it terminates on 31 May 2026. The instrument caps SONIA at 6% and has a collar rate of 3.66%. The Group entered into an interest rate swap commencing on 7 October 2024 and terminating on 3 September 2026, with a notional principal of £100.0m and a fixed rate of 4.09%. The Group also entered into an interest rate cap commencing on 29 May 2026 and terminating on 31 March 2028, with a notional principal of £150.0 million and a cap rate of 4.25%.

A loss of £0.2m was recognised within Other gains and losses for the year (2025: gain of £0.3m). See note 6 to the Group financial statements.

As at the balance sheet date of 31 May 2026, a net interest rate cap/collar and swap asset of £0.2m (2025: interest rate swap liability of £0.2m) exists.

Fair values of financial assets and liabilities

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3: unobservable inputs for the asset or liability

Interest rate cap/swaps – Level 2

The fair value of interest rate cap/swaps is calculated as the present value of the estimated future cash flows. Estimates of future floating-rate cash flows are based on quoted swap rates, future prices and interbank borrowing rates. Estimated cash flows are discounted using a yield curve constructed from similar sources and which reflects the relevant benchmark interbank rate used by market participants for this purpose when pricing interest rate swaps. The fair value estimate is subject to a credit risk adjustment that reflects the credit risk of the Company and of the counterparty; this is calculated based on credit spreads derived from current credit default swap or bond prices.

6. Loans and borrowings

	Current 2026 £'m	Non-Current 2026 £'m	Total 2026 £'m
Bank loans	30.0	259.1	289.1
Intra-group loans	-	286.7	286.7
	30.0	545.8	575.8

	Current 2025 £'m	Non-Current 2025 £'m	Total 2025 £'m
Bank loans	30.0	257.3	287.3
Intra-group loans	-	323.7	323.7
	30.0	581.0	611.0

In October 2023, the Group entered into a senior credit and a revolving credit facility included in bank loans above. The revolving credit facility attracts interest at SONIA +3.75% and the facility is available until 2029. The senior credit facility, is repayable in 2029 and attracts interest at SONIA +6.0%. Shareholder loans are repayable in 2047 and attract interest at a rate of 10.0% (2025: 10.0%). The shareholder loans are considered to be related party transactions. Further disclosure is included in note 29 of the Group financial statements. The bank loans are secured via a fixed and floating charge over all of the assets of the Group.

The Directors consider that the carrying value of loans approximates their fair value.

7. Events subsequent to the balance sheet date

There have been no events subsequent to the balance sheet date requiring disclosure.

8. Called up share capital

Ordinary shares of £1 each	2026 shares no.	2026 Share Capital £'m	2025 shares no.	2025 Share Capital £'m
At start of year	6,787,604	6.8	6,787,604	6.8
At end of year	6,787,604	6.8	6,787,604	6.8

The Company has authorised and issued 6,787,604 (2025: 6,787,604) Ordinary shares of £1 each at par which were issued for cash. Each share carries pari passu voting rights. No shares were issued during the period in the prior year (2025: nil).

The Company's immediate and ultimate controlling party is disclosed in note 27 to the Group financial statements.

9. Related party transactions

The Group's immediate parent Ichnaea Jersey Topco Limited has provided the Group with loans totalling £286.7m (2025: £323.7m). These loans accrued interest of £41.2m (2025: £36.5m) during the year. The Group's parent IndigoCyan Bidco Limited has provided the Group with loans receivable of £nil (2025: £43.3m).

10. Deferred Tax

	2026 £'m	2025 £'m
Amounts brought forward	3.6	-
Adjustment in respect of prior periods	0.7	-
Credit for the year	(1.2)	3.6
Deferred tax assets	3.1	3.6

Deferred tax assets relate predominantly to tax losses. The majority of the deferred taxation balance is expected to reverse after more than 12 months. The recognised deferred tax assets are considered recoverable based on forecast future taxable profits against which the losses are expected to be utilised.

Cautionary statement

This document contains various forward-looking statements that reflect management's current views with respect to future events and anticipated financial and operational performance. Forward-looking statements as a general matter are all statements other than statements as to historical facts or present facts or circumstances.

By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors because they relate to events and depend on circumstances that may or may not occur in the future.

Forward-looking statements are not guarantees of future performance and the Group's actual financial condition, results of operations and cash-flows, and the development of the industry in which the Group operates, may differ materially from (and be more negative than) those made in, or suggested by, the forward-looking statements contained in this document. In addition, even if the Group's financial condition, results of operations, and cash-flows and the development of the industry in which it operates are consistent with the forward-looking statements contained in this document, those results or developments may not be indicative of results or developments in subsequent periods.

Although the Group believes that the expectations reflected in these forward-looking statements are reasonable, no assurance can be provided that they will materialise or prove to be correct. Because these forward-looking statements are based on assumptions or estimates and are subject to risks and uncertainties, the actual results or outcome could differ materially from those set out in the forward-looking statements.

The information contained in this Report has been prepared on the basis of the knowledge and information available to Directors at the date of its preparation and the Group does not undertake any obligation to update or revise this Report during the financial year ahead.