

ICMP MANAGEMENT LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 AUGUST 2023

ICMP MANAGEMENT LIMITED

COMPANY INFORMATION

Directors

A P Kirkham
P M Whittard
R T Stockwell (resigned 1 August 2023)
M Day
A C Harris
D M Baker
J C King
J Marzano
S A Davies (appointed 17 May 2023)
A D Mroz (appointed 1 March 2023)

Registered number

04780788

Registered office

1B Dyne Road
Kilburn
London
NW6 7XG

Independent auditors

Venthams
Chartered Accountants & Statutory Auditor
Summit House
12 Red Lion Square
London
WC1R 4QH

ICMP MANAGEMENT LIMITED

CONTENTS

	Page
Statement of primary responsibilities	1-2
Strategic report	3 - 8
Directors' report	9 - 11
Directors' responsibilities statement	12
Independent auditors' report	13 - 16
Statement of comprehensive income	17
Balance sheet	18
Statement of changes in equity	19
Statement of cash flows	20 - 21
Analysis of net debt	22
Notes to the financial statements	23 - 40

ICMP MANAGEMENT LIMITED

STATEMENT OF PRIMARY RESPONSIBILITIES AS AT 31 AUGUST 2023

The Corporate Board has approved the following 'Statement of Primary Responsibilities', which is communicated widely together with information regarding the Board's delegated powers to other committees, bodies or individuals within the organisation. Specifically, this Statement of Primary Responsibilities is published in the annual report and accounts, on the ICMP website (as part of the Corporate Board's Terms of Reference). These primary responsibilities are reviewed and approved annually and are as follows:

1. Approving the vision, mission and strategic plans of the institution, the appointment of the Chief Executive and the composition and terms of reference of the Academic Board, the Executive Committee and other sub-committees;
2. Supporting the Academic Board in the provision of leadership, direction and oversight of the institution's quality assurance and enhancement (QAE) activities and the monitoring of identified academic quality indicators (AQIs);
3. Approving all major academic changes as recommended by the Academic Board, including but not limited to new course launches, course revalidations and major modular changes to courses;
4. Ensuring that the institution meets all internal and external regulatory compliance requirements and responds to regulatory reports where required;
5. Ensuring that a range of identified stakeholders (principally staff, students and shareholders) are suitably involved in the operations and decision-making processes of the institution and have access to relevant information to allow them to make informed decisions about their studies and their time at the institution generally;
6. Enabling the institution to achieve and develop its primary objectives of learning and teaching and approving the institution's educational character and academic and vocational aims and objectives;
7. Delegating authority to and holding accountable the head of the institution (the Chief Executive), operating through the executive and deliberative governance structures of the organisation, for the overall management of the institution, and establishing and keeping under review the policies, procedures and limits within which the head of the institution shall operate;
8. Reviewing and approving appropriate remuneration packages for the Chief Executive and other Senior Post Holders;

ICMP MANAGEMENT LIMITED

**STATEMENT OF PRIMARY RESPONSIBILITIES (CONTINUED)
AS AT 31 AUGUST 2023**

9. Ensuring the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, and procedures for handling internal grievances and for managing conflicts of interest. Specifically, the Corporate Board's responsibilities include:
 - i. Ensuring the solvency and financial sustainability of the institution and safeguarding its assets;
 - ii. Establishing relevant sub-committees to enable effective discharge of the Corporate Board's duties
 - iii. Approving the financial strategy; ensuring that proper books of account are kept; and receiving and approving annual accounts (audited financial statements);
 - iv. Taking overall responsibility for the institution's assets, property and facilities;
 - v. Ensuring that funds received are used in accordance with best practice and regulatory requirements;
 - vi. Ensuring the existence and integrity of risk management, control and governance systems and monitoring these through the relevant committees;
 - vii. Directing and overseeing the institution's arrangements for internal and external audit;
 - viii. Directing and overseeing the institution's Estates Strategy;
 - ix. Ensuring effective equality and diversity policies and compliance activities are implemented;
 - x. Ensuring effective health and safety policies and practices are implemented;
 - xi. Reviewing and monitoring the institution's student representation activities.
10. Ensuring that processes are in place to monitor and evaluate the performance and effectiveness of the institution against the plans and approved key performance indicators;
11. Approving the overall governance strategy, developing, approving and periodically reviewing a Code of Governance for the institution and conducting business in accordance with best practice and relevant law and legislation
12. Being the institution's legal authority and, as such, ensuring that systems are in place for meeting all the institution's legal obligations, including those arising from contracts and other legal commitments made in the institution's name;
13. Acting as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the institution.

ICMP MANAGEMENT LIMITED

STRATEGIC REPORT FOR THE PERIOD ENDED 31 AUGUST 2023

Introduction

The Institute of Contemporary Music Performance (ICMP) is an independent provider of high-quality higher education to students of popular music. Our vision is of our graduates 'Shaping the Future of Music' and our mission is "To inspire, encourage and equip our students to succeed by delivering a relevant and innovative educational experience of the highest quality."

In this regard, the ICMP offers a range of specialist and fully accredited undergraduate, postgraduate and associated courses, covering subjects including guitar, bass, drums, vocals, songwriting, music business and music production primarily, and now encompassing more diverse subjects such as Digital Marketing and Event Management. The ICMP now proudly has its own degree awarding powers and began issuing its own degrees to students from the 22/23 cohort. Historically many of our courses have been validated by the University of East London (UEL) and this agreement is now coming to an end as we complete the 'teach out' of a small number of students still enrolled on UEL degrees.

In addition to the education provided as a result of the ICMP's course delivery, students also benefit from a range of services and support that enables and enhances their learning experience. This includes such things as access to the ICMP's career and artist development service; access to a range of counselling and personal guidance advisors and specialists; the use of facilities for private practice, free of charge; the opportunity to participate in the activities of the ICMP's internal record services label; and access to a wide range of internal and external gigs, masterclasses, seminars and other events for personal and professional development. Additionally, ICMP makes considerable effort and allocates significant resources to widening and supporting access and participation for more disadvantaged students.

Business review

The ICMP changed ownership in May 2023, and was sold to AD Education. Due to new ownership, this set of accounts will reflect a change in accounting year to match those of the group to an August year end. These accounts therefore represent a 15 month current year.

The company conducted a thorough review of its expenditure in-year and has now applied for VAT registration based on exceeding the tax threshold for reverse charge VAT on advertising spend. The statutory accounts for 2022 have therefore been restated.

The ICMP is registered with the OfS, and is a highly regarded, well-managed and properly regulated HE provider. Demographic projections for the next 5-10 years show increasing numbers of young people likely to enter Higher Education and, with continued and ongoing developments to our portfolio of courses and continuous improvements by way of marketing and promotion, we are well placed to take advantage of this projected growth.

ICMP's strategic plan, launched from the end of 2021, is now in its second year of implementation. This plan encompasses 6 key areas of ambitious goals for future growth and development with staff and student communities consulted, engaged, and committed to its achievement. The key strategic areas of focus are as follows.

- Achieving excellent student and graduate outcomes, building on current qualities, and recognising areas to better monitor and enhance this success, meeting both regulatory, student and other stakeholder expectations in this regard.
- Continuing to develop a sustainable and innovative institutional model with excellence in leadership and governance. We would like to enhance and maintain a long and widely recognised record of accomplishment in the development and implementation of academic, business and governance practices of the highest standards.
- Building and developing teams with strong professional standards and values, encouraging working in a collaborative and motivational environment. Central to the achievement of our goals is the continued creation of a professional, cohesive, motivated, and supportive staff community. Staff surveys have shown a positive

ICMP MANAGEMENT LIMITED

STRATEGIC REPORT (CONTINUED) FOR THE PERIOD ENDED 31 AUGUST 2023

improvement over the past 2 years as we invest in and support our staff through the pandemic and the more recent economic pressures.

- Deliver excellent societal and environmental outputs. The ICMP recognises that it is part of the wider society and as such has responsibilities to that society beyond its own core interests. This strategic objective therefore encompasses developments above and beyond regulatory requirements in Access and Participation for underrepresented or disadvantaged groups. We also seek to promote an equal, diverse and inclusive working and learning environment for our staff, our students and other stakeholders.
- Our final key focus is in developing a progressive and technologically enhanced learning, working and business environment. The recent pandemic has served to highlight how useful a digitised and flexible operating environment can be in the event of an external crisis; however, it has also provided the opportunity for a 'cultural shift' in the way progressive education can be delivered. With an established HE sector still operating on a traditional basis, this therefore presents an opportunity for the ICMP to accelerate our own digital transformation, both in terms of academic delivery and the delivery of support and administrative services.

However, following the acquisition of ICMP Management Limited by AD Education, it is likely that this strategic plan will be completely reviewed during the 2023/24 period to enable the development of more ambitious strategic goals in the areas of growth, geographic expansion, and digital delivery. Being part of the wider AD Group offers significant opportunities for ICMP domestically and in the wider sphere of Europe and globally.

Investment in the ICMP estates continues and has been accelerated with further investment in completing the Queens Park campus and further improving the facilities at 1b Dyne Road. This programme of investment enables our students to enjoy a wide range of state-of-the-art equipment, studios, a performance venue and refectory for study, private practice, and more importantly to develop a collaborative and well-connected student community. Students now have access to two conveniently located campus buildings and this will continue to enhance student satisfaction, which over the past year has already seen significant improvements as evidenced by our NSS results which, in July 2023, were the best achieved by ICMP. This was further recognised in the award of a TEF (Teaching Excellence Framework) Silver award in late 2023.

We continue to be committed to further investments in our estates over the next three years and will begin to align those plans with the strategic goals of the wider AD group. Completing the Queens Park campus in an environmentally sustainable manner is our primary aim, whilst considering the projected growth of our student body and considering further estates development beyond 2025.

Typically, the accrued P+L will generate profit for 9 months of the year, whilst our core offer is active. We reflect losses for the final 3 months of the long period to August as we have a much smaller offering continuing with only post-graduates and non-accredited courses active. This 15-month accounting period will therefore absorb 6 loss-making months across two operational years and thus the results do not reflect the actual operational success of 2023.

We have seen revenue growth of 40% vs 2022 results and delivered an operational 12 months to August 2023 EBITDA of £2.2mns, which represents growth in excess of 290% for the same comparative period in 2022 and a record high for the ICMP.

The company's balance sheet reflects significant changes in the period ended 31 August compared with prior year to 31 May when looking at its trade debtors and deferred income. An August month will reflect advanced invoices from the September intake and invoices raised for grant income awarded for the forthcoming year. Similarly creditors will reflect this in deferred income thus making a significant difference to debtors and creditors in comparison. Post sale purchase of the ICMP in May 2023, the company realised its debt like items and term loans were replaced with Intercompany.

The ICMP recruitment continues to progress successfully to start the 2024 intake and we are confident in projecting continued growth in turnover and trading margins for the coming years. Alignment with and development of new growth strategies with the AD Group will further add to an improved trading performance in the coming years.

ICMP MANAGEMENT LIMITED

STRATEGIC REPORT (CONTINUED) FOR THE PERIOD ENDED 31 AUGUST 2023

The HE sector continues to be extremely competitive, but with the post-pandemic environment now settling down into more predictable rhythms. ICMP will therefore continue to focus during 2023/24 on improving student recruitment and marketing practices to ensure the competitive position of the core business. We will continue to respond in an agile way to the social, political, and economic challenges we face to ensure long-term sustainability. Critically, we will work with and align with AD Education's wider strategies for the growth and development of their UK and European provision. Overall, ICMP's strong managerial and leadership capability combined with the relevant systems, processes and sector understanding means we are well-placed to take advantage of opportunities and further develop the ICMP brand and business model for growth as well as improved efficiency and effectiveness.

Statement of Corporate Governance

Overall corporate governance continues to be of the highest standards, with a well-developed and transparent approach to both corporate and academic governance with widespread use of independent and non-executive directors and student representation at all levels of the organisational structure. ICMP's day-to-day business is governed through a number of well-structured and engaged committees; each committee has terms of reference that are regularly reviewed.

During 2022/23, ICMP again met all external regulatory requirements regarding financial sustainability, management and governance and continued to be registered with the OfS in the 'Approved Fee Cap' category. ICMP's 'Student Route' visa license for recruitment of international students, issued by the Home Office was also once again renewed (as was our Skilled Worker license). This is a crucial part of our operations especially now Brexit has resulted in EU students moving to a different visa status. ICMP continues to be a member of Guild HE, one of two recognised representative bodies for the HE sectors.

A well-developed risk management process is in place, for financial and operational risk. Both strategic and operational Risk Registers are regularly reviewed and updated, and action plans developed accordingly.

Assurance of the propriety and regularity of grant fund spend is supported by both our financial regulation framework and our systems of internal control. These are underpinned by formal financial planning and activities executed by the internal audit group and overseen by the Audit Committee

The Corporate Board and the Executive Committee have oversight of risk regulation and internal control. Specifically, the Corporate Board is provided with regular, formal reviews of ICMP's compliance with all the conditions of registration as required by the Office for Students (OfS).

During the year, ICMP has further developed its governance structure to ensure that the overall management and direction of the company continues to be subject to the highest standards of stewardship and oversight. In this regard the contribution of the non-executive Directors to the Corporate Board and the independent and student members of the Academic Board was significant, and the Audit and Remuneration and General Purposes sub-committees of the Corporate Board further consolidated their effective performance. The overall governance strategy and plans are regularly reviewed internally, and improvements made where required. Further, ICMP's Governance is regularly reviewed externally. The last review was in 2022 with the external reviewer reporting excellent compliance with best practice in all areas of governance.

This continuous improvement of governance and management, combined with the latest information technology and all other strategic investments from staff to estates, means that the ICMP will have better information available to improve decision making and performance at all levels of the organisation.

ICMP MANAGEMENT LIMITED

STRATEGIC REPORT (CONTINUED) FOR THE PERIOD ENDED 31 AUGUST 2023

Statement of Internal Control

This statement describes ICMP's arrangements for the prevention and detection of corruption, fraud, bribery, and other irregularities for the financial reporting period 2022-23 and includes the period up to the approval of the financial statements by the Corporate Board in January 2024.

The following principles and associated practices of internal control have been applied:

- a. The process of identifying and managing risk is linked to ICMP achieving its objectives through a well-developed risk management register process which ensures that strategic, financial, compliance, reputational, operational and capital project risks are continuously reviewed and formally reported quarterly. The Corporate Board has ultimate oversight of the process with the operational responsibility resting with the Executive Committee. This review process informs ICMP's strategic and operational planning.
- b. The approach to internal control is risk-based, and ICMP regularly and systematically evaluates both the likelihood and the impact of risks becoming a reality against clear and standardised measures. All ICMP's risk registers record likelihood, impact, early warning indicators, actions to mitigate, and identify the individual responsible for these actions. Risk registers are reviewed at all levels of the business quarterly and ultimately are reviewed by the Executive Committee and Corporate Board. The Audit Committee monitors and assesses the efficacy of this process and uses the risk registers to inform and guide the work of the Internal Audit Group.
- c. ICMP's risk registers identify strategic, financial, compliance, reputational, operational and capital project risks and therefore cover business, operational and compliance risk as well as financial risk at both operational and strategic levels.
- d. Risk assessment and internal control are clearly embedded in ongoing operations as referred to above, consolidated through the quarterly review process.
- e. The Corporate Board, being ICMP's ultimate governing body, receives quarterly reports on internal control from the Audit Committee. This committee has oversight of the risk management framework that is in place, its operational efficacy, and guides the work of the Internal Audit Group. The Corporate Board therefore has the requisite information to challenge the Executive Committee
- f. Through the quarterly review of risk registers by the Executive Committee, the principal results of risk identification, risk evaluation and the management review of the effectiveness of the arrangements are reported to the Corporate Board.
- g. Through its published 'Terms of Reference', the 'Code of Governance' and the above 'Statement of Primary Responsibilities' the Corporate Board acknowledges its responsibilities for ensuring that a sound system of internal control is maintained, which is reviewed regularly for its effectiveness.
- h. There are no significant internal control weaknesses or failures that have arisen during the financial year or after the year end but before the financial statements were signed.
- i. ICMP maintains a constructive relationship with its external auditors to ensure appropriate review, challenge and support in ensuring its internal control procedures and delivery of value for money are strong and continually developing. The appointment of external auditors is subject to periodic review and approval by the Audit Committee to ensure an objective and independent relationship is maintained. Alongside, the activity of ICMP's Internal Audit Group is directed by the Audit Committee to meet the specific objectives of strengthening internal control, achieving value for money and meeting the organisation's strategic aims.

ICMP MANAGEMENT LIMITED

STRATEGIC REPORT (CONTINUED) FOR THE PERIOD ENDED 31 AUGUST 2023

Financial key performance indicators and Assessment of Going Concern

ICMP managed itself extremely well during the pandemic period, with our 2022 results reflecting continued development in our strategic position, investing in key areas of the business, and supporting staff in anticipation of the renewed growth that was forecast going forward. As the turbulence of this period disappears through this operational year, we see significant levels of improvement in the operational performance for the 2023 academic year.

The company received £1mn in funding for specialist performing arts and continued support through CAPEX grants with funding of £2mn from the OfS, in year. These successes enable us to continue with our planned developments and acts as a statement of support and recognition of ICMP's plans from the regulator. Student numbers and turnover have increased operationally vs last year by 8% and 41% respectively, and the company generated a record £2.2mns in EBITDA for the 12m operating period ending August 2023.

The balance sheet continued to improve on a 12-month operational basis, as revenues and profitability improved. Cash has continued to be well-managed, and liquidity continued to strengthen with no risks to the ability of the business to comfortably meet its future obligations. Following the acquisition of ICMP by AD Education in May 2023, significant debt-like items were paid off (such as the remaining CBIL loans and Directors loans) and corresponding adjustments to the balance sheet have been made.

The finance team continues to provide relevant and timely information to budget holders, analysis to senior management decision makers and a continuously improving approach to credit control. This has enabled the management team to properly plan ahead and maintain all planned strategic investments and other business developments such as new course development, which will enable enhanced recruitment and hence growth in turnover going forward. Specifically, the team oversees a budget model with regular reviews, consisting of two years of detailed projections and a further three years of more general assumptions. This model is subject to regular stress testing to ensure decisions that are made do not impact the current or future financial sustainability of the business. Forecasts are monitored using a series of financial 'key performance indicators' and are reviewed quarterly by senior executives and the Corporate Board in alignment with planned strategic decisions and the ongoing commercial position. As part of ICMP's consideration of the appropriateness of adopting the going concern basis in preparing the financial statements, the following have been prepared and reviewed:

- A high-level forecast of income, expenditure and cash flows for the period to 31 August 2028.
- A review of liquidity ratios based on the forecasts for the four-year period from the balance sheet date, to ensure that we are always effectively managing liquidity.
- Stress testing of strategic commitments made during the period against the 4 year financial sustainability plan

These are all reviewed and agreed by the Corporate Board and the Senior Executive Team quarterly.

As a result, we are satisfied that there is sufficient liquidity and financial sustainability remains strong to enable continuity of operations for the foreseeable future. We have robust systems in place that allow us to identify any issues or concerns well in advance and enforce any required mitigating actions. We also can hold back planned capital projects as a mitigation to uncertainty. ICMP's Corporate Board therefore has a reasonable expectation that ICMP has adequate resources to continue to operate for the foreseeable future and will have sufficient funds to meet its liabilities as they fall due over a period of at least 12 months from the date of approval of these financial statements. These financial statements have therefore been prepared on a going concern basis.

ICMP MANAGEMENT LIMITED

**STRATEGIC REPORT (CONTINUED)
FOR THE PERIOD ENDED 31 AUGUST 2023**

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

David M Baker

.....
D M Baker
Chair

Date: 25 Jan 2024



ICMP MANAGEMENT LIMITED

DIRECTORS' REPORT FOR THE PERIOD ENDED 31 AUGUST 2023

The directors present their report and the financial statements for the period ended 31 August 2023. The financial statements, which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the related notes, including a summary of significant accounting policies, have been prepared using the accounting convention, policies, procedures, practices and accounting techniques used to prepare the statutory audited accounts, without any additional requirements from the Statement of Recommended Practice: Accounting for Further and Higher Education 2019 and the associated Office for Students Accounts Direction 2019.41.

Results and dividends

The loss for the period, after taxation, amounted to £478,027 (2022 -loss £61,915).

During the year interim dividends of £120,029 (2022: £69,984) were paid on the Ordinary shares. At the date the dividends were paid the company has sufficient distributable reserves.

Directors

The directors who served during the period were:

A P Kirkham
P M Whittard
R T Stockwell (resigned 1 August 2023)
M Day
A C Harris
D M Baker
J C King
J Marzano
S A Davies (appointed 17 May 2023)
A D Mroz (appointed 1 March 2023)

Principal risks and uncertainties

Political uncertainty

We are in a period of political uncertainty, both internationally and domestically, and the new government's approach to HE remains unclear. The company's proactive approach to engaging with sector bodies will continue and enable the ICMP to monitor closely, respond and to hopefully influence to some degree, political changes.

There is an emerging national debate regarding the student loan cap which given the rising inflationary pressures sees the erosion of funding in real terms. This encourages the company to continue to develop additional funding streams such as short programmes of study, or growth in international student numbers to safeguard some of the risk.

Economic downturn

The 'cost of living' crisis that has been precipitated in part by global events, is set to continue for the foreseeable future and will inevitably have an impact on the cost base of the business. The operational costs of running the business, including the rising cost of fuel, have already made an impact to forecasted expenditure numbers and now careful review and consideration over the costs of capital projects and how that can be delivered are highlighted as a potential risk. Not to mention the impact that such economic climates will have on staff and students that we will need to help and support as far as means allow.

The ICMP's well-established approach to detailed financial forecasting and operational cost management will allow the company to continue with prudent financial decision making despite these pressures.

ICMP MANAGEMENT LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE PERIOD ENDED 31 AUGUST 2023

Future developments

ICMP's most recent strategic plan was launched at the end of 2021 and is now in its third year of implementation. This plan builds on recent strategic successes and sets the direction for the next phase of growth and development of the institution. However, following the acquisition of ICMP by AD Education, the strategic plan will be fully reviewed during 2023/24 with a view to enhancing plans for growth and development of the institution in the context of the plans and resources of the wider AD Education group. Having been granted the power to award our own degrees from 2022 and completed our first year of issuing our own awards, our continued aim is to build a university with true global reach. We will develop an enhanced range of course choices for our students, effectively utilising current and future technology while retaining our core values of personalised contact and engagement but with in-built growth opportunities. We call this a 'University for the future'.

The focus for the new plan period will move towards future growth in the context of being part of a wider international group. However, we continue to believe that the future of HE will be different to the past and as such ICMP aspires to be a leader in terms of creating a more diverse portfolio of traditional and new courses, delivered through both digital and face to face channels in ways that afford the best range of choice, value and convenience to students while retaining the highest quality and standards.

ICMP will continue to focus on the development of our estates, with the completion of our Queen's Park Campus ('QPC') by 2024. This space is available to all of our students for both teaching and private practice and rehearsal to ensure that they can benefit fully from the investment across both campuses. However, we will be further developing and enhancing all our facilities for teaching and learning, focusing on technical provision at levels 4 and 5 (including part-time provision) and part-time and flexible study to support our access and participation plan in enhancing opportunities for students who might otherwise have difficulty participating. We will also be further developing our IT Infrastructure, including improvements to core IT systems to deliver efficiencies and improved effectiveness of new student systems. We will enhance our new lecture capture system to support all students to study when and where works best for them, and continue building on middleware to provide integration and improved data flows which will maximise the interoperability of new IT systems. In terms of portfolio development, we will continue to develop and expand our range of courses, through both digital and face to face channels, providing an enhanced range of choices for students and maximising their opportunities to achieve outstanding graduate outcomes.

Disclosure of information to auditors

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

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

Post balance sheet events

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

Auditors

The auditors, Venthams, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

ICMP MANAGEMENT LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE PERIOD ENDED 31 AUGUST 2023**

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

David M Baker

.....
D M Baker
Director

Date: 25 Jan 2024

ICMP MANAGEMENT LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE PERIOD ENDED 31 AUGUST 2023

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

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

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

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 and other information included in Directors' Reports may differ from legislation in other jurisdictions.

ICMP MANAGEMENT LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ICMP MANAGEMENT LIMITED

Opinion

We have audited the financial statements of ICMP Management Limited (the 'Company') for the period ended 31 August 2023, which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Cash Flows, the Statement of Changes in Equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 August 2023 and of its loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006;

Basis for opinion

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

Conclusions relating to going concern

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

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

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

ICMP MANAGEMENT LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ICMP MANAGEMENT LIMITED (CONTINUED)

Other information

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

We have nothing to report in this regard.

Opinion on other matters prescribed by the Companies Act 2006

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

- the information given in the 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.

Matters on which we are required to report by exception

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

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

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

Responsibilities of directors

As explained more fully in the Directors' Responsibilities Statement set out on page 12, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

ICMP MANAGEMENT LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ICMP MANAGEMENT LIMITED (CONTINUED)

Auditors' responsibilities for the audit of the financial statements

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

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

Discussions with and enquiries of management and those charged with governance were held with a view to identifying those laws and regulations that could be expected to have a material impact on the financial statements. During the engagement team briefing, the outcomes of these discussions and enquiries were shared with the team, as well as consideration as to where and how fraud may occur in the entity.

The following laws and regulations were identified as being of significance to the entity:

- Those laws and regulations considered to have a direct effect on the financial statements include UK financial reporting standards, the Office for Students accounts direction, Company Law, Tax and Pensions legislation, and distributable profits legislation.
- Those laws and regulations for which non-compliance may be fundamental to the operating aspects of the business and therefore may have a material effect on the financial statements include health and safety legislation and the Office for Students regulation.

Audit procedures undertaken in response to the potential risks relating to irregularities (which include fraud and non-compliance with laws and regulations) comprised of: enquiries of management and those charged with governance as to whether the entity complies with such laws and regulations; enquiries with the same concerning any actual or potential litigation or claims; inspection of relevant legal correspondence; testing the appropriateness of journal entries; and the performance of analytical review to identify unexpected movements in account balances which may be indicative of fraud.

No instances of material non-compliance were identified. However, the likelihood of detecting irregularities, including fraud, is limited by the inherent difficulty in detecting irregularities, the effectiveness of the entity's controls, and the nature, timing and extent of the audit procedures performed. Irregularities that result from fraud might be inherently more difficult to detect than irregularities that result from error. As explained above, there is an unavoidable risk that material misstatements may not be detected, even though the audit has been planned and performed in accordance with ISAs (UK).

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

Opinions on other matters prescribed in the Office for Students accounts direction

In our opinion, in all material respects:

- funds from whatever source administered by the institution for specific purposes have been properly applied to those purposes and, if relevant, managed in accordance with relevant legislation
- funds provided by the Higher Education Funding Council for England, the Office for Students and Research England have been applied in accordance with the relevant terms and conditions; and any other terms and conditions attached to them;
- the requirements of the Office of Students accounts direction have been met;

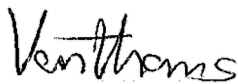
ICMP MANAGEMENT LIMITED

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ICMP MANAGEMENT LIMITED
(CONTINUED)**

- the Company's expenditure on access and participation activities for the year has not been materially misstated.

Use of our report

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



Mark Taylor (Senior statutory auditor)

for and on behalf of

Venthams

Chartered Accountants
Statutory Auditor

Summit House
12 Red Lion Square
London
WC1R 4QH
Date: 25/01/2024

ICMP MANAGEMENT LIMITED

STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD ENDED 31 AUGUST 2023

		15 months ended 31 August 2023	<i>As restated</i> Year ended 31 May 2022
	Note	£	£
Turnover	4	13,743,189	9,802,631
Cost of sales		(4,874,951)	(3,270,070)
Gross profit		8,868,238	6,532,561
Administrative expenses		(9,231,493)	(6,250,821)
Other operating income	5	-	60,264
Operating (loss)/profit	7	(363,255)	342,004
Amounts written off loans		(5,949)	(114,224)
Interest receivable and similar income		767	-
Interest payable and similar expenses	12	(243,302)	(177,044)
(Loss)/profit before tax		(611,739)	50,736
Tax on (loss)/profit	14	133,712	(112,651)
Loss for the financial period		(478,027)	(61,915)
Total comprehensive income for the period		(478,027)	(61,915)

ICMP MANAGEMENT LIMITED
REGISTERED NUMBER:04780788

BALANCE SHEET
AS AT 31 AUGUST 2023

	Note	31 August 2023 £	As restated 31 May 2022 £
Fixed assets			
Intangible assets	16	-	29,210
Tangible assets	17	6,951,978	3,603,193
Investments	18	-	475
		6,951,978	3,632,878
Current assets			
Debtors: amounts falling due within one year	19	9,972,344	1,038,169
Cash at bank and in hand	20	3,290,075	3,521,547
		13,262,419	4,559,716
Creditors: amounts falling due within one year	21	(13,028,591)	(3,314,287)
Net current assets		233,828	1,245,429
Total assets less current liabilities		7,185,806	4,878,307
Creditors: amounts falling due after more than one year	22	(6,629,923)	(3,600,264)
Provisions for liabilities			
Deferred tax	25	(135,630)	(269,342)
Other provisions	26	-	(14,040)
		(135,630)	(283,382)
Net assets		420,253	994,661
Capital and reserves			
Called up share capital	27	11,254	10,918
Share premium account	28	150,417	127,105
Capital redemption reserve	28	248,802	248,802
Profit and loss account	28	9,780	607,836
		420,253	994,661

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

David M Baker

.....
D M Baker

Director

Date: 25 Jan 2024

ICMP MANAGEMENT LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 31 AUGUST 2023**

	Called up share capital £	Share premium account £	Capital redemption reserve £	Profit and loss account £	Total equity £
At 1 June 2021 (as previously stated)	10,918	127,105	248,802	794,549	1,181,374
Prior year adjustment - correction of error	-	-	-	(54,814)	(54,814)
At 1 June 2021 (as restated)	10,918	127,105	248,802	739,735	1,126,560
Loss for the year	-	-	-	(61,915)	(61,915)
Dividends: Equity capital	-	-	-	(69,984)	(69,984)
At 1 June 2022 (as previously stated)	10,918	127,105	248,802	714,123	1,100,948
Prior year adjustment - correction of error	-	-	-	(106,287)	(106,287)
At 1 June 2022 (as restated)	10,918	127,105	248,802	607,836	994,661
Loss for the period	-	-	-	(478,027)	(478,027)
Dividends: Equity capital	-	-	-	(120,029)	(120,029)
Shares issued during the period	336	23,312	-	-	23,648
At 31 August 2023	11,254	150,417	248,802	9,780	420,253

ICMP MANAGEMENT LIMITED

**STATEMENT OF CASH FLOWS
FOR THE PERIOD ENDED 31 AUGUST 2023**

	31 August 2023	<i>As restated</i> 31 May 2022
	£	£
Cash flows from operating activities		
(Loss)/profit for the financial period	(478,027)	(61,915)
Adjustments for:		
Amortisation of intangible assets	29,210	66,641
Depreciation of tangible assets	685,801	308,659
Loss on disposal of tangible assets	7,514	-
Interest paid	243,302	177,044
Taxation charge	(133,712)	112,651
(Increase) in debtors	(8,934,175)	(72,526)
Decrease in amounts owed by groups	-	143,954
Increase in creditors	13,035,759	2,433,968
Increase in amounts owed to groups	1,394,360	-
(Decrease)/increase in provisions	(14,040)	2,880
Corporation tax received	-	57,861
Net cash generated from operating activities	5,835,992	3,169,217
Cash flows from investing activities		
Purchase of tangible fixed assets	(4,075,958)	(1,956,967)
Sale of tangible fixed assets	33,857	-
Sale of fixed asset investments	970	-
Purchase of share in associates	(495)	-
HP interest paid	(112,659)	(75,323)
Net cash from investing activities	(4,154,285)	(2,032,290)
Cash flows from financing activities		
Issue of ordinary shares	23,648	-
Repayment of loans	(1,768,389)	(424,588)
Repayment of/new finance leases	72,685	72,615
Dividends paid	(120,029)	(69,984)
Interest paid	(121,532)	(101,720)
Net cash used in financing activities	(1,913,617)	(523,677)
Net (decrease)/increase in cash and cash equivalents	(231,910)	613,250
Cash and cash equivalents at beginning of period	3,521,547	2,908,297
Cash and cash equivalents at the end of period	3,289,637	3,521,547
Cash and cash equivalents at the end of period comprise:		

ICMP MANAGEMENT LIMITED

STATEMENT OF CASH FLOWS (CONTINUED)
FOR THE PERIOD ENDED 31 AUGUST 2023

	31 August 2023	<i>As restated</i> 31 May 2022
	£	£
Cash at bank and in hand	3,290,075	3,521,547
Bank overdrafts	(438)	-
	<u>3,289,637</u>	<u>3,521,547</u>

ICMP MANAGEMENT LIMITED

ANALYSIS OF NET DEBT
FOR THE PERIOD ENDED 31 AUGUST 2023

	At 1 June 2022 £	Cash flows £	New finance leases £	At 31 August 2023 £
Cash at bank and in hand	3,521,547	(229,392)	-	3,292,155
Bank overdrafts	-	-	-	-
Debt due after 1 year	(1,336,271)	(59,059)	-	(1,395,330)
Debt due within 1 year	(449,094)	427,900	-	(21,194)
Finance leases	(571,325)	-	(72,685)	(644,010)
	<u>1,164,857</u>	<u>139,449</u>	<u>(72,685)</u>	<u>1,231,621</u>

ICMP MANAGEMENT LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 AUGUST 2023

1. General information

ICMP Management Limited is a private company limited by shares, incorporated in England and Wales. Its registered office is 1B Dyne Road, Kilburn, London, NW6 7XG.

The principal activity of the company continued to be the provision of educational services for adults (further and higher education).

2. Accounting policies

2.1 Basis of preparation of financial statements

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

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

The financial statements have also been prepared in accordance with the Statement of Recommended Practice: Accounting for Further and Higher Education 2019 and the associated Office for Students Accounts Direction 2019.41.

The following principal accounting policies have been applied:

2.2 Going concern

The activities of the Company, together with the factors likely to affect its future development and performance are set out in the Directors Report. The financial position of the Company, its cashflow, liquidity and borrowings are presented in the Financial Statements and accompanying notes.

The Directors have a reasonable expectation that it has adequate resources to continue in operational existence for the foreseeable future. Therefore the financial statements have been prepared on the going concern basis.

2.3 Revenue

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

Tuition Fees and Education Contracts represent amounts receivable from students, parents, Local Education Authorities and Sponsors in respect of tuition fees for the year under consideration.

Recurrent grants from Funding Councils and other bodies are recognised in line with the latest estimates of the grant receivable for an academic year.

ICMP MANAGEMENT LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 AUGUST 2023

2. Accounting policies (continued)

2.4 Operating leases: the Company as lessee

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

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

2.5 Government grants

Grants are accounted under the accruals model as permitted by FRS 102. Grants relating to expenditure on tangible fixed assets are credited to profit or loss at the same rate as the depreciation on the assets to which the grant relates. The deferred element of grants is included in creditors as deferred income.

Grants of a revenue nature are recognised in the Statement of Comprehensive Income in the same period as the related expenditure.

The company has benefited from the government assisted Coronavirus Business Interruptions Loan Scheme in the prior year and the Business Interruption Payment has been treated to recognise the grant in the Statement of Income and Retained Earnings in the same period as the related expenditure.

2.6 Interest income

Interest income is recognised in profit or loss using the effective interest method.

2.7 Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.8 Borrowing costs

All borrowing costs are recognised in profit or loss in the period in which they are incurred.

2.9 Pensions

Defined contribution pension plan

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

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

ICMP MANAGEMENT LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 AUGUST 2023

2. Accounting policies (continued)

2.10 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Statement of Comprehensive Income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

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

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Balance Sheet date.

2.11 Intangible assets

Goodwill

Goodwill represents the difference between amounts paid on the cost of a business combination and the acquirer's interest in the fair value of its identifiable assets and liabilities of the acquiree at the date of acquisition. Subsequent to initial recognition, Goodwill is measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is amortised on a straight line basis to the Statement of Comprehensive Income over its useful economic life. The useful economic life of the goodwill is over a period 20 years.

2.12 Tangible fixed assets

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

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, on a reducing balance basis and also using the straight line method.

Depreciation is provided on the following basis:

S/Term Leasehold Property	- Over the term of the lease
Fixtures & fittings	- 15% Reducing balance
Office equipment	- 25% Straight line

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

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

2.13 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.14 Associates and joint ventures

Associates and Joint Ventures are held at cost less impairment.

ICMP MANAGEMENT LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 AUGUST 2023

2. Accounting policies (continued)

2.15 Debtors

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

2.16 Cash and cash equivalents

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

In the Statement of Cash Flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the Company's cash management.

2.17 Creditors

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

2.18 Provisions for liabilities

Provisions are made where an event has taken place that gives the Company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to profit or loss in the year that the Company becomes aware of the obligation, and are measured at the best estimate at the balance sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Balance Sheet.

2.19 Financial instruments

The Company has elected to apply the provisions of Section 11 "Basic Financial Instruments" of FRS 102 to all of its financial instruments.

The Company has elected to apply the recognition and measurement provisions of IFRS 9 Financial Instruments (as adopted by the UK Endorsement Board) with the disclosure requirements of Sections 11 and 12 and the other presentation requirements of FRS 102.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

2.20 Dividends

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

ICMP MANAGEMENT LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 AUGUST 2023

3. Judgments in applying accounting policies and key sources of estimation uncertainty

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

4. Turnover

An analysis of turnover by class of business is as follows:

	15 months ended 31 August 2023	<i>Year ended 31 May 2022</i>
	£	£
Sales - Full Time Courses	11,288,325	9,010,101
Sales - Non Accredited Learning	578,109	206,494
Other income	45,737	47,137
Grant income	1,831,018	538,899
	<u>13,743,189</u>	<u>9,802,631</u>

All turnover arose within the United Kingdom.

5. Other operating income

	15 months ended 31 August 2023	<i>Year ended 31 May 2022</i>
	£	£
Government grants receivable	-	60,264
	<u>-</u>	<u>60,264</u>

Government grants receivable are in relation to staff wages reclaimed through the HMRC Job Retention Scheme and Business Interruption Payments under the government assisted Coronavirus Business Interruptions Loan Scheme, both of which were set up in response to the Coronavirus pandemic.

ICMP MANAGEMENT LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 AUGUST 2023**

6. Grant and fee income

	15 months ended 31 August 2023 £	<i>Year ended 31 May 2022 £</i>
Grant income from the OFS	1,860,185	538,899
	<u>1,860,185</u>	<u>538,899</u>

7. Operating (loss)/profit

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

	15 months ended 31 August 2023 £	<i>Year ended 31 May 2022 £</i>
Depreciation	523,353	375,300
Other operating lease rentals	998,212	654,125
Defined contribution cost	73,603	65,513
	<u>73,603</u>	<u>65,513</u>

8. Auditors' remuneration

During the period, the Company obtained the following services from the Company's auditors:

	15 months ended 31 August 2023 £	<i>Year ended 31 May 2022 £</i>
Fees payable to the Company's auditors for the audit of the Company's financial statements	57,648	25,955
Fees payable to the Company's auditors in respect of: All non-audit services not included above	37,947	21,837
	<u>37,947</u>	<u>21,837</u>

ICMP MANAGEMENT LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 AUGUST 2023**

9. Employees

Staff costs, including directors' remuneration, were as follows:

	15 months ended 31 August 2023	<i>Year ended 31 May 2022</i>
	£	£
Wages and salaries	7,158,950	5,166,208
Social security costs	586,841	414,071
Cost of defined contribution scheme	94,552	65,513
	<u>7,840,343</u>	<u>5,645,792</u>

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

	2023 No.	<i>2022 No.</i>
Directors	5	5
Administration	100	91
Temp staff	78	38
Teaching staff	111	93
	<u>294</u>	<u>227</u>

10. Directors' remuneration

	15 months ended 31 August 2023	<i>Year ended 31 May 2022</i>
	£	£
Directors' emoluments	739,294	580,031
Company contributions to defined contribution pension schemes	4,848	3,963
	<u>744,142</u>	<u>583,994</u>

During the period retirement benefits were accruing to 3 directors (2022 -3) in respect of defined contribution pension schemes.

The highest paid director received remuneration of £206,117 for the 15-month period ended 31 August 2023, which based on a simple 12-month average for 2023 represents £164,893 (2022 -£167,078).

The value of the Company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £NIL (2022 -£NIL).

ICMP MANAGEMENT LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 AUGUST 2023**

11. Senior staff pay

The total remuneration package for the head of provider is as follows:

	15 months ended 31 August 2023 £	<i>Year ended 31 May 2022 £</i>
Basic salary	169,045	132,272
Bonus payments	8,000	9,415
Allowances	14,200	10,766
Benefits in Kind (Health insurance)	14,872	14,625
Dividends	103,604	62,222
	309,721	229,300
	309,721	229,300

The Head of Provider undergoes an annual performance review with the Chair, during which performance against set objectives is assessed. As a result of this, combined with any changes to the job role and responsibilities, the chair makes a recommendation to the Remuneration and General Purposes Committee (RGPC), which is chaired by ICMP's Senior Non-executive Director and of which the Chief Executive is not a member, with regard to the Chief Executive's remuneration package. The RGPC is confident that the Chief Executive provides appropriate value to ICMP and the total remuneration package is appropriate and reasonable when compared to remuneration provided for similar roles in other providers and in terms of its relation to the median pay of ICMP staff.

The head of provider's basic salary is 3.1 times (2022 3.0 times) the median pay of staff, where the median pay is calculated on a full-time equivalent basis for the salaries paid by the provider to its staff.

The head of provider's total remuneration is 5.1 times (2022 4.9 times) the median total remuneration of staff, where the median total remuneration is calculated on a full-time equivalent basis for the total remuneration paid by the provider to its staff.

The number of staff who received an annual basic salary (based on a simple 12-month average for 2023) greater than £100,000 for a full-time equivalent in the following ranges was:

	31 August 2023 £	<i>31 May 2022 £</i>
£100,000 - £104,999	2	-
£105,000 - £109,999	-	1
£130,000 - £134,999	1	1
£135,000 - £139,999	1	-
	4	2
	4	2

ICMP MANAGEMENT LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 AUGUST 2023**

12. Interest payable and similar expenses

	15 months ended 31 August 2023	<i>Year ended 31 May 2022</i>
	£	£
Bank interest payable	86,490	72,957
Other loan interest payable	35,042	29,333
Loans from group undertakings	9,111	-
Finance leases and hire purchase contracts	112,659	75,323
Other interest payable	-	(569)
	243,302	177,044

13. Access and Participation

	31 August 2023	<i>31 May 2022</i>
	£	£
Access Investment	384,791	220,441
Financial Support	598,958	188,249
Disability Support	3,865	5,910
Research and Evaluation	51,608	-
	1,039,222	414,600

Included within Access Investment is £304,930 (£2022 £183,815) in relation to wages and salaries.

The access and participation plan which has been approved by the Office for students can be found at https://www.icmp.ac.uk/sites/default/files/new/PDFs/icmpmanagementlimited_app_2020-21_v2_10035638.pdf.

ICMP MANAGEMENT LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 AUGUST 2023

14. Taxation

	2023 £	2022 £
Corporation tax		
Adjustments in respect of previous periods	-	(18,041)
Deferred tax		
Origination and reversal of timing differences	(133,712)	130,692
Taxation on (loss)/profit on ordinary activities	<u>(133,712)</u>	<u>112,651</u>

The tax assessed for the period/year is lower than (2022 -higher than) the standard rate of corporation tax in the UK of 25% (2022 - 19%). The differences are explained below:

	2023 £	2022 £
(Loss)/profit on ordinary activities before tax	<u>(611,739)</u>	<u>50,737</u>
(Loss)/profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 25% (2022 -19%)	(152,935)	19,420
Effects of:		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	24,490	9,934
Capital allowances for period/year in excess of depreciation	28,527	86,192
Adjustments to tax charge in respect of prior periods	-	(18,041)
Unrelieved tax losses carried forward	(33,794)	15,146
Total tax charge for the period/year	<u>(133,712)</u>	<u>112,651</u>

Factors that may affect future tax charges

The company has tax losses of £1,793,419 (2022: £131,189) to carry forward against future taxable profits.

ICMP MANAGEMENT LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 AUGUST 2023**

15. Dividends

	31 August 2023	<i>31 May 2022</i>
	£	£
Ordinary dividends	120,029	69,984
	<u>120,029</u>	<u>69,984</u>
	<u>120,029</u>	<u>69,984</u>

The dividends were declared and paid on 1 August 2022 and 1 February 2023 and at the time the company had suitable distributable reserves.

16. Intangible assets

	Goodwill
	£
Cost	
At 1 June 2022	1,264,277
At 31 August 2023	<u>1,264,277</u>
Amortisation	
At 1 June 2022	1,235,067
Charge for the period on owned assets	29,210
At 31 August 2023	<u>1,264,277</u>
Net book value	
At 31 August 2023	<u><u>-</u></u>
<i>At 31 May 2022</i>	<u><u>29,210</u></u>

ICMP MANAGEMENT LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 AUGUST 2023

17. Tangible fixed assets

	S/Term Leasehold Property £	Fixtures & fittings £	Office equipment £	Total £
Cost or valuation				
At 1 June 2022	4,067,414	222,505	967,882	5,257,801
Additions	3,292,330	168,944	614,683	4,075,957
Disposals	-	-	(41,371)	(41,371)
At 31 August 2023	<u>7,359,744</u>	<u>391,449</u>	<u>1,541,194</u>	<u>9,292,387</u>
Depreciation				
At 1 June 2022	892,209	111,653	650,745	1,654,607
Charge for the period on owned assets	404,722	35,360	245,720	685,802
At 31 August 2023	<u>1,296,931</u>	<u>147,013</u>	<u>896,465</u>	<u>2,340,409</u>
Net book value				
At 31 August 2023	<u>6,062,813</u>	<u>244,436</u>	<u>644,729</u>	<u>6,951,978</u>
At 31 May 2022	<u>3,175,204</u>	<u>110,852</u>	<u>317,137</u>	<u>3,603,193</u>

18. Fixed asset investments

	Investments in subsidiary companies £	Investments in associates £	Total £
At 1 June 2022	-	475	475
Additions	-	495	495
Disposals	(970)	-	(970)
Transfer between classes	970	(970)	-
At 31 August 2023	<u>-</u>	<u>-</u>	<u>-</u>

On 17 May 2023 the company obtained the entire shareholding of ICMP Online Limited, however on 1 June 2023 the shareholding was transferred to ADE UK Holdings Ltd.

ICMP MANAGEMENT LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 AUGUST 2023**

19. Debtors

	31 August 2023	<i>31 May 2022</i>
	£	£
Trade debtors	9,480,254	523,956
Other debtors	135,447	26,392
Prepayments and accrued income	356,643	487,821
	<u>9,972,344</u>	<u>1,038,169</u>

Increases to trade debtors reflects an August year end. Invoices raised and received for advanced student fees alongside advanced Grant fee income for the following academic year.

20. Cash and cash equivalents

	31 August 2023	<i>31 May 2022</i>
	£	£
Cash at bank and in hand	3,290,075	3,521,547
Less: bank overdrafts	(438)	-
	<u>3,289,637</u>	<u>3,521,547</u>

21. Creditors: Amounts falling due within one year

	31 August 2023	<i>As restated 31 May 2022</i>
	£	£
Bank overdrafts	438	-
Bank loans	-	432,118
Trade creditors	247,847	382,610
Taxation and social security	345,060	247,037
Obligations under finance lease and hire purchase contracts	227,844	236,345
Other creditors	607,503	325,321
Accruals and deferred income	11,599,899	1,690,856
	<u>13,028,591</u>	<u>3,314,287</u>

Increases to deferred income reflects an August year end. Invoices raised and received for advanced student fees alongside advanced Grant fee income for the following academic year.

ICMP MANAGEMENT LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 AUGUST 2023**

22. Creditors: Amounts falling due after more than one year

	31 August 2023	<i>31 May 2022</i>
	£	£
Bank loans	-	1,336,271
Net obligations under finance leases and hire purchase contracts	416,166	334,979
Amounts owed to group undertakings	1,403,471	-
Other creditors	-	300,000
Accruals and deferred income	4,810,286	1,629,014
	6,629,923	<i>3,600,264</i>
	6,629,923	<i>3,600,264</i>

Historical bank loans were secured by a debenture dated 29 July 2003, which include fixed and floating charges over the property and assets of the company, this charge is still outstanding per companies house.

Increases to deferred income reflects an August year end. Invoices raised and received for advanced student fees alongside advanced Grant fee income for the following academic year.

23. Loans

Analysis of the maturity of loans is given below:

	31 August 2023	<i>31 May 2022</i>
	£	£
Amounts falling due within one year		
Bank loans	-	432,118
Amounts falling due 1-2 years		
Bank loans	-	440,010
Amounts falling due 2-5 years		
Bank loans	-	896,261
	-	<i>1,768,389</i>
	-	<i>1,768,389</i>

ICMP MANAGEMENT LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 AUGUST 2023

24. Hire purchase and finance leases

Minimum lease payments under hire purchase fall due as follows:

	31 August 2023 £	<i>31 May 2022 £</i>
Within one year	317,141	286,810
Between 1-5 years	456,872	378,257
	<u>774,013</u>	<u>665,067</u>

ICMP MANAGEMENT LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 AUGUST 2023**

25. Deferred taxation

	2023
	£
At beginning of year	(269,342)
Charged to profit or loss	133,712
At end of year	(135,630)

The provision for deferred taxation is made up as follows:

	31 August	<i>31 May</i>
	2023	<i>2022</i>
	£	£
Accelerated capital allowances	(470,679)	(269,342)
Tax losses carried forward	335,049	-
	(135,630)	<i>(269,342)</i>

26. Provisions

	Laptop lease
	£
At 1 June 2022	14,040
Utilised in period	(14,040)
At 31 August 2023	-

As a result of the COVID-19 pandemic laptops were leased to enable students to continue studies, the provision is to cover the cost to the lease company for laptops not returned. The lease ended in the current year.

ICMP MANAGEMENT LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 AUGUST 2023

27. Share capital

	31 August 2023 £	31 May 2022 £
Allotted, called up and fully paid		
11,254 (2022 -10,918) Ordinary shares of £1.00 each	11,254	10,918

On 17 May 2023 a further 336 Ordinary shares of £1.00 each were allotted.

28. Reserves

Share premium account

Share premium represents the excess of proceeds received over the nominal value of new shares issued.

Capital redemption reserve

Capital redemption reserve represents a non distributable reserve into which amounts are transferred following the redemption or purchase of a company's own shares.

Profit & loss account

All reserves in respect of profit and loss are distributable reserves.

29. Prior year adjustment

The prior year financial statements have been restated to reflect a VAT liability due for a period from 2019 to the year end.

The impact on the lines affected in the income statement are as follows:

- Cost of sales: Increase of £51,473 in 2022 and £67,671 in 2021 and prior
- Corporation tax charge: No impact in 2022 but was reduced by £12,857 in 2021 and prior
- Profit for the year: Decrease in profit for the year of £51,473 in 2022 and £54,814 in 2021 and prior

The impact on the lines affected in the balance sheet are as follows:

- Debtors: Increase of £12,857 in 2022 and no impact in 2021 and prior
- Creditors due within one year: Increase of £119,144 in 2022 and £54,814 in 2021 and prior

30. Pension commitments

The Company operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pension cost charge represents contributions payable by the Company to the fund and amounted to £115,344 (2022: £65,513). Contributions totalling £21,194 (2022: £16,976) were payable to the fund at the balance sheet date and are included in creditors.

ICMP MANAGEMENT LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 AUGUST 2023**

31. Commitments under operating leases

At 31 August 2023 the Company had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	31 August 2023	<i>31 May 2022</i>
	£	£
Land and Buildings		
Not later than 1 year	550,718	560,305
Later than 1 year and not later than 5 years	3,997,860	3,386,979
Later than 5 years	5,053,856	6,374,265
	9,602,434	10,321,549
	9,602,434	10,321,549
	31 August 2023	<i>31 May 2022</i>
	£	£
Equipment		
Not later than 1 year	-	138,390
Later than 1 year and not later than 5 years	-	37,961
	-	176,351
	-	176,351

32. Related party transactions

During the period a loan of £5,949 due to the company from ICMP Productions Ltd, a connected company, was written off due to ICMP Productions Ltd ceasing to trade.

33. Controlling party

At the commencement of the year the ultimate controlling party was A P Kirkham by virtue of his majority shareholding. On 17 May 2023 the entire shareholding was sold, on this date the immediate parent company became ADE UK Holdings Limited by virtue of their majority shareholding. The ultimate controlling party is ADE Holdings SAS.

The parent company of the smallest group to prepare consolidated financial statements is ADE UK Holdings Ltd, its registered office being 6 North View Fold, Wrea Green, Preston, PR4 2EQ.



Issuer Venthams

Document generated Thu, 25th Jan 2024 14:24:49 UTC

Document fingerprint cc7a0b52d724303e417cb8f959ec85b8

Parties involved with this document

Document processed	Party + Fingerprint
Thu, 25th Jan 2024 15:19:05 UTC	David Baker - Signer (ab30d65e9871a767786c47e5b9ac0ae3)

Audit history log

Date	Action
Thu, 25th Jan 2024 15:19:06 UTC	David Baker viewed the envelope (31.121.176.226)
Thu, 25th Jan 2024 15:19:06 UTC	This envelope has been signed by all parties (31.121.176.226)
Thu, 25th Jan 2024 15:19:05 UTC	David Baker signed the envelope (31.121.176.226)
Thu, 25th Jan 2024 15:18:19 UTC	David Baker viewed the envelope (31.121.176.226)
Thu, 25th Jan 2024 14:53:45 UTC	David Baker opened the document email. (82.132.184.171)
Thu, 25th Jan 2024 14:28:25 UTC	David Baker opened the document email. (40.94.89.126)
Thu, 25th Jan 2024 14:27:42 UTC	Document emailed to David.Baker@ICMP.ac.uk (18.133.228.117)
Thu, 25th Jan 2024 14:27:40 UTC	Sent the envelope to David Baker (David.Baker@ICMP.ac.uk) for signing (217.138.86.178)
Thu, 25th Jan 2024 14:25:37 UTC	David Baker has been assigned to this envelope (217.138.86.178)
Thu, 25th Jan 2024 14:25:16 UTC	Document generated with fingerprint cc7a0b52d724303e417cb8f959ec85b8 (217.138.86.178)
Thu, 25th Jan 2024 14:25:16 UTC	Document generated with fingerprint 84a54600e630306a8d9edd454a637e9d (217.138.86.178)
Thu, 25th Jan 2024 14:24:49 UTC	Envelope generated by Robyn Childs (217.138.86.178)