

**BRIGHT TOPCO LIMITED**  
**ANNUAL REPORT AND CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 AUGUST 2025**

# **BRIGHT TOPCO LIMITED**

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## **BRIGHT TOPCO LIMITED**

### **COMPANY INFORMATION**

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## **BRIGHT TOPCO LIMITED**

### **STRATEGIC REPORT FOR THE YEAR ENDED 31 AUGUST 2025**

The directors present their strategic report of Bright Topco Limited (“the Company”) and the holding company for Bright Topco Limited and its subsidiaries (“the Group”) for the year ended 31 August 2025.

#### **Introduction and ownership**

The parent of the Company is Bright Holdings S.a.r.l. registered at Rue Eugene Ruppert 20, Luxembourg 2453 and the ultimate controlling party is a Group of investment funds managed by TDR Capital LLP (registered in the United Kingdom). TDR Nominees 2016 Limited holds the investment on behalf of TDR Capital IV Portfolio LP. TDR Capital (“TDR”) is a leading private equity firm with over €15 billion of assets under management. TDR typically acquire majority stakes in strong, market-leading European companies with potential for robust growth and resilience through economic cycles.

The Group has been under the ownership of TDR since July 2021. Under TDR’s ownership the Group has made numerous acquisitions both in the United Kingdom and globally.

In this financial year, on 30 July 2025, the entire issued share capital of AIB Education Group Pty Ltd (with subsidiaries AIB Education Pty Ltd, Australian Institute of Business Pty Ltd and AIB Canada Pty Ltd) were acquired. AIB is one of the largest online MBA providers in Australia, purpose-built for working professionals, delivering practical, workplace-relevant learning that drives career advancement.

On 7 August 2025, the entire share capital of Sprott Shaw College Corp (B.C.) was acquired. Sprott Shaw College is one of the largest providers of vocational certificate and diploma programmes in British Columbia, Canada, with programmes designed to align with market needs in areas including Healthcare, Nursing, Early Childhood Education and Trades.

#### **Results and dividends**

The trading results for the year ended 31 August 2025, and the Group’s financial position at the end of the year, are shown in the attached financial statements.

The directors have not recommended payment of a final dividend (2024: £nil).

#### **Principal activity of the business**

The principal activity of the Group is to provide education and training services in law, finance and accountancy, technology and digital, business, nursing and health and people and skills development both through relationships with corporates (B2B) and directly to consumers (B2C).

The Group is a global leader in education with delivery expertise spanning many different modes and academic levels, including apprenticeships, university courses, professional qualifications and professional development programmes. The Group has a track record of c.50 years in the sector, educates over 141,000 learners each year and works with over 12,000 businesses across practice and industry, many of which are on an exclusive basis. The Group delivers training programmes under multiple brands including BPP University, BPP Professional Education, Firebrand, Estio, the Digital Marketing Institute, Buttercups Training, Acsenda School of Management, Arbutus College, Staysharp, BPP Institute (previously known as CIC Higher education), AIB and Sprott Shaw College.

The Group works closely with employers and professional bodies to ensure programmes offer practical learning with skills development as a focus, which is relevant and as future facing as possible. The programmes utilise the Group’s innovative and unique learning framework, focusing on the development of skills, assessment and career success, and aligning the educational experience to focus on employability and career progression.

The Group also provides support through online communities, societies and a student association to promote engagement and satisfaction amongst learners. The student voice representative voices feedback to improve the overall student experience, whilst building connections and networks.

Courses provided by the Group are built by industry experts and feature a variety of study options wherever possible. Programmes are designed to create and provide value for learners and businesses. That value is derived through helping employers to develop and upskill their staff, in addition to helping learners achieve academic success and progress in their chosen careers. Most of the programmes are delivered through online and face to face courses, or via blended delivery methods. Delivery locations are based primarily within the United Kingdom, Canada and Australia, in addition to locations in certain European countries. Further information can be found at [www.bpp.com/about-bpp](http://www.bpp.com/about-bpp).

## BRIGHT TOPCO LIMITED

### STRATEGIC REPORT FOR THE YEAR ENDED 31 AUGUST 2025 (CONTINUED)

On 21 January 2026 the Group launched Lyceum Education Group, the new parent brand for the 11 leading specialist education businesses across the UK, mainland Europe, Canada and Australia.

#### Strategy

Under the stewardship of the Group's management team and with the support of TDR, the Group has undertaken a strategy to establish themselves as the global market leader and trusted partner in diversified education solutions, empowering individuals worldwide to build meaningful careers.

The mission of the Group is to build careers through education, by providing high quality and relevant education programmes to learners, and in turn addressing the global skills gap across the relevant disciplines that the Group operates within. The Group strives to innovate, inspire, and set new standards in education, making a lasting impact on lives and industries globally. The core elements of our strategy are as follows:

- Working closely with employers and professional bodies to design programmes that meet and address their ever-changing needs and requirements
- Designing and delivering programmes that are career focused and outcome driven for our learners - emphasising the alignment of the educational experience to ensure it focuses on skills development and the career enhancement of our learners, from early careers to C-suite executives
- Organic and acquisitive growth of the Group, through expansion of market share, entry into complementary verticals and markets which enhance our ability to service both our learners and client's needs
- Practice focused, cutting edge delivery using the latest technologies and Artificial Intelligence (AI) to not only deliver our programmes, but to also personalise and streamline the learner journey and educational experience
- Innovation; digital transformation through developing a data and AI-driven operational platform and innovative educational solutions
- Develop, engage and inspire our people to provide the best experience for our learners and clients

#### Strategic and financial review

Consolidated turnover from continuing operations for the year ended 31 August 2025 is £461.5m (2024: £401.5m) with an associated Group operating profit of £5.7m (2024: operating loss of £10.4m). The Group made a loss before tax of £77.9m (2024: £70.6m) which included interest charges of £86.1m (2024: £62.4m), intangible asset amortisation charges of £105.0m (2024: £88.9m) and goodwill impairment charges of £8.1m (2024: £nil). Profit before tax adjusted before interest and amortisation was £110.7m (2024: £78.5m).

#### Review of financial position including capital structure

At 31 August 2025 the Group net liability position was £9.3m (2024: net asset position of £68.1m) with an associated net current asset position of £26.3m (2024: liability of £31.5m). The consolidated cash position was £94.5m (2024: £43.0m), with the Group continuing to be cash generative.

The detailed financial position can be seen at the Group statement of financial position on page 26.

#### Summary statement of financial position

	2025	2024	Change
	£'m	£'m	£'m
Non current assets	828.2	860.4	(32.2)
Current assets (excluding cash)	146.7	98.1	48.7
Cash and cash equivalents	94.5	43.0	51.5
Current liabilities	(215.0)	(172.8)	(42.2)
Bank loans and overdrafts	(752.8)	(404.9)	(347.9)
Non current liabilities less loans	(9.8)	(244.7)	235.0
Provisions for liabilities	(101.1)	(111.0)	9.9
Total Net assets	(9.3)	68.1	(77.4)

## BRIGHT TOPCO LIMITED

### STRATEGIC REPORT FOR THE YEAR ENDED 31 AUGUST 2025 (CONTINUED)

The significant movements in the statement of financial position are outlined below.

The non-current assets decreased by £32.2m due to the amortisation of intangible assets, offset by new investments/additions during the year as noted in the introduction section.

The increase in current assets (excluding cash) of £48.7m is largely due to a 15% increase in University student volumes to 43,061 (2024: 37,587) and in turn an increase in trade receivables.

Cash increased by £51.6m in the year, primarily driven by strong cash generation from operations, including increased trade receivables and deferred income, together with cash acquired from new subsidiaries. This was partially offset by lower spend on property and IT systems and supported by net borrowing.

Current liabilities have increased by £42.2m driven mostly by an increase in deferred income from £55.6m to £112.8m as student enrolments have continued to grow.

On 15 May 2025, the Group completed a structured refinancing of its preference shares and senior debt facility. A new £710m senior term loan arrangement was entered into, replacing the existing financing agreement. Interest is charged on the new loan balance at 5% plus SONIA, with a maturity of 7 years after the closing date. An additional capex and acquisition facility 'CAR' of £50m was also made available to draw down as required. This was fully drawn down in August 2025 with a fee of 0.5% to fund the acquisitions of AIB and Sprott Shaw. The new Senior Term loan facilitated the repayment of the existing loan arrangement as well as the repayment of preferential shareholders held within Bright Midco Ltd. The super senior revolving credit facility ('SSRCF') was also increased from £25m to £50m on the same date. This remained undrawn at the report date. On 15 May 2025 the Group took out an interest rate swap with a fixed rate of 3.70% above SONIA, with a two year term. The key terms of the Group's borrowing facilities at 31 August 2025 are summarised below:

	Loan amount	Maturity	Interest	Amount drawn
Senior debt facility	£710.0m	15/05/2032	5.0% + SONIA*	£710.0m
Super senior revolving credit facility	£50.0m	15/11/2031	3.0% + SONIA	£nil
'CAR' facility	£50.0m	15/05/2032	5.0% + SONIA	£50.0m

\*A ratchet on the 5% rate based on trade performance is available which could decrease the rate to 4.5% + SONIA.

The previous senior term loans 1-5, held in by BPPH2 Limited were repaid in full on 15 May 2025 as part of the refinancing process. Prior to repayment, all loans were fully drawn and interest accrued was payable on a quarterly basis in arrears.

Statutory disclosures relating to creditors and loans and overdrafts can be found at notes 17 and 18.

#### *Net Debt Reconciliation*

For explanatory purposes net debt is defined as total borrowings (being loans and borrowings excluding arrangement fees less cash and cash equivalents). For a full statutory view of net debt see note 24.

	2024	Cash Flows	2025
	£'m	£'m	£'m
Cash and cash equivalents	43.0	51.5	94.5
Loans (excluding arrangement fees **)	(412.7)	(340.1)	(752.8)
	<u>(369.7)</u>	<u>(288.6)</u>	<u>(658.3)</u>

See statement of financial position discussion above for commentary on movement of cash and loans.

\*FX rate applied at statement of financial position date

\*\* £235m Redeemable preference shares liabilities not reflected in the net debt reconciliation, were repaid during the year using the proceeds from the new loan facility.

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## STRATEGIC REPORT FOR THE YEAR ENDED 31 AUGUST 2025 (CONTINUED)

### Key performance indicators

The financial key performance indicators (KPIs) reviewed and monitored by management on a regular basis have been identified as turnover and operating profit adjusted for amortisation, a discussion of which can be found in the strategic review.

The key non-financial KPIs are seen to be student volumes and regulatory compliance.

### Student volumes

There are various student enrolment metrics across the Group, however as BPP University Limited is the largest entity from a revenue perspective in the Group with turnover from educational services of £270.4m (c59% of the Group total), management monitor this as a key KPI when assessing the Group's performance:

		2025	2024	% change
University total enrolments	No.	43,061	37,587	15%

(1) All enrolment numbers are in line with those submitted to the Higher Education Statistics Agency (HESA) and are aligned to the HESA definition of enrolments.

Total student enrolments within BPP University Limited have increased by 15% across Law, Business, Nursing and Technology post graduate programmes as the Group continues to succeed in implementing growth plans. Student enrolments continue to be robust year on year and deliver steady cash flows to the Group.

### Regulatory compliance

The following are the key regulatory bodies where Group compliance is required in order for trade to continue:

- The Office for Students (OfS) - England;
- Office for Standards in Education (Ofsted) - United Kingdom;
- Department for Education (DfE) - United Kingdom;
- United Kingdom Visas and Immigration (UKVI) - United Kingdom;
- Degree Quality Assessment Board (DQAB) - Canada;
- Tertiary Education Quality and Standards Agency (TEQSA) - Australia;
- Private Training Institutions Regulatory Unit (PTIRU) - Canada.

Compliance with these bodies is vital to ensure that students can continue to be enrolled and the Group can fulfil its strategy. At the date of this report the Group continues to meet the ongoing requirements for the relevant regulatory bodies.

Further discussion on risk management of regulatory compliance can be found under the key risks and uncertainties section of the report.

### Key risks and uncertainties

Outlined below is a description of the principal risk factors the directors consider as impacting the Group. Not all factors are within the Group's control, and other factors besides those listed below could also impact the Group.

### Economy

There is uncertainty over how the UK, Canadian and Australian economies might deal with current global and national market forces and the directors are monitoring the situation closely to ensure they are able to respond on a timely basis. Changes in the broader economic market can have an impact on the Group's business. Inflation creates pressure on costs which puts pressure on the Group's profit. With that in mind the Group continues to maintain a flexible resourcing model and monitor property spend. An example of a change impacting the Group is the cost of living crisis.

Such risks could have a negative impact on student enrolment, delivery costs and turnover. The Group therefore seeks to mitigate risks by closely monitoring the economic outlook caused by local and global economic events and maintaining a flexible resourcing model so that the Group is able to respond to changes in economic and political conditions. There is also regular review and consideration of the most appropriate operating models to strike the correct balance between efficiency and customer experience.

### Competition

The Group primarily operates in the UK but also in international markets that are highly competitive and therefore the Group competes with other proprietary companies, and in certain circumstances, with government supported schools and institutions. Competitive factors for the Group vary by programme, subject and delivery channel as well as geography. Competitive factors generally include the following:

## BRIGHT TOPCO LIMITED

### STRATEGIC REPORT FOR THE YEAR ENDED 31 AUGUST 2025 (CONTINUED)

- active and relevant curriculum development that considers needs of employers and regulatory requirements;
- breadth of reliable and high-quality programmes and classes;
- qualified and experienced faculty and coaches;
- brand reputation of the institution and of the programmes and classes;
- ability to provide flexible and convenient access to programmes and classes; and
- affordability and access.

The Group addresses these risks by maintaining high standards of education and by closely monitoring the market, economic conditions and competitor actions specific to the market in which each subsidiary of the Group operates.

#### Compliance and regulatory risk

The Group's subsidiaries are subject to regulatory requirements and must be approved by relevant regulatory authorities under applicable local laws. In some cases they require accreditation. The Group addresses these risks by working to maintain such approvals and/or accreditations and keeping abreast of current regulations that may impact the operation of its business. Management has implemented internal control processes related to compliance with the relevant regulations and an infrastructure to manage this regulatory risk, which is under regular review and evolves as required.

The Group operates in some regulated markets where changes to Government policy, such as changes to student fees or the availability of student funding, can have an impact on our business.

The Group continues to provide all relevant information to the regulators outlined in the key performance indicators section above. As the Group continues to expand there is ongoing exposure to regulatory risk.

Management has strived to implement an infrastructure with a view to managing this regulatory risk and will evolve as required. Additionally, management reviews and updates the control processes in place relating to compliance with the relevant regulators on a regular basis. The Group has a documented governance structure, policies and procedures in place, which are regularly reviewed to ensure ongoing compliance.

The Group continued to meet the requirements of key regulators with regular external reviews from various regulatory bodies each financial year.

#### *Inherent risks related to operating in a variety of international markets*

The Group operations are predominantly centred in the United Kingdom but also has a presence in Europe, the United States of America, Canada, Australia, China, Hong Kong, Singapore, Malaysia and UAE where the focus is mostly on international recruitment. As such, risks inherent in conducting business in various foreign jurisdictions arise, including:

- currency exchange rate fluctuations;
- monetary policy risks, such as inflation, hyperinflation, and devaluation;
- potential political and economic instability in the countries where the Group operates;
- compliance with anti-corruption regulations such as the UK Bribery Act of 2010;
- local labour laws that make it more expensive and complex to negotiate with, retain or terminate employees; and
- increased risk of acts of terrorism, war, epidemics and natural disasters.

These risks could have a negative impact on student enrolment, currency fluctuation and Group performance. The Group therefore seeks to mitigate these risks by closely monitoring the economic outlook caused by local and global economic events, and maintaining flexible resources so that each subsidiary within the Group is able to respond to changes in economic and political conditions.

The recent conflict in the Middle East has not had a direct impact on student enrolment or volumes as this is not a significant geography the Group operates in. However, the Group continues to monitor the situation and is supporting staff based in the UAE who are geographically closer to the conflict.

## **BRIGHT TOPCO LIMITED**

### **STRATEGIC REPORT FOR THE YEAR ENDED 31 AUGUST 2025 (CONTINUED)**

#### *Credit risk*

Credit risk refers to the risk that a customer will default on any type of debt by failing to make payments in accordance with general terms. Members of the Group contract with individual students and for certain programmes, corporate clients. Each subsidiary has mechanisms and policies in place to monitor potential defaulters with corporate clients undergoing credit checks and in a number of cases individuals pay a percentage of their course fees in advance. The Group has no significant concentration of credit risk, with exposure spread over a large number of counterparties and customers.

#### *Liquidity, financial market and cash flow risks*

The liquidity and cash flow of the Group could have a material effect on the operational and financial condition of the Group.

As noted in the strategic review on page 4 there is a new Senior Term Facilities Agreement issued on 15 May 2025, with total of £710 million, replacing the previous facility which was repaid in full. Interest on the facility is charged at daily 5.0% plus SONIA. An additional capex and acquisition facility 'CAR' of £50m was also made available to draw down as required. This was fully drawn down in August 2025 charging interest at daily 5.0% plus SONIA. There are no covenants attached to the facility, so no ongoing compliance requirements.

The Group both produces and monitors short term and longer term cashflow forecasts and continues to track cash receipts on a daily basis, as well as stress testing assumptions on interest rates to see the impact on outcomes and plan accordingly. The Group manages its financial risk through a cash pooling arrangement between its UK subsidiary companies, meaning that they can lend and borrow funds between them where required. The Group uses this facility as an efficient treasury management tool to manage its liquidity risk. The Group continues to review deposit investments for any excess cash to maximise liquidity. The Group continues to monitor the uncertainty in Bank of England base rates as this impacts the quantum interest payments to be made, acknowledging that the base rate has remained fairly static in the year, with one cut of 0.25% in August 2025. At present the conflict in the Middle East has had no impact on the base rate. On 15 May 2025 the Group took out an interest rate swap with a fixed rate of 3.70%, with a two year term. This is to help manage interest rate risk.

All of the above activities and review serves to protect the Group liquidity and solvency positions and as the Group's underlying profit increases, the headroom on net profit and interest repayments will increase.

#### *Reputational risk*

BPP's brand is one of the most successful and best established brands in the global training and professional education market and represents a key element of the Group's overall marketing and positioning. The acquired subsidiaries, Estio, Firebrand, DMI, Buttercups Training, Acsenda School of Management, Arbutus College, BPP Institute (formally CIC Higher Education), AIB and Sprott Shaw College are well established in their relevant markets. To prevent brand and reputational damage we have many quality assurance mechanisms to ensure that our teaching and course materials remain of the highest standard.

On 21 January 2026 the Group launched Lyceum Education Group, the new parent brand for the 11 leading specialist education businesses across the UK, mainland Europe, Canada and Australia.

#### *Market risk*

The Group has in place an on-going process for identifying, evaluating and managing market risks that it may be exposed to.

Market opportunities such as the apprenticeship levy also represents a risk to the Group as it seeks to continue sustainable growth. It is also open to political change on both funding and course classification. The Group seeks to manage this by maintaining close relationships with key parties involved in policy and funding. Additionally, we continue to have a strong focus on our cost base and a diversified and evolving product portfolio to help mitigate the risk that any enrolment numbers were impacted by government policy.

#### *Political risk*

The Group holds a Student Sponsor license with the UK Visa and Immigration Office (UKVI), which enables the provisioning and onboarding of international students into the UK. A portion of the Group's revenue is therefore exposed to government policy on immigration. The Group seeks to mitigate this through a strong track record of compliance with the regulations and maintains a transparent approach with the UKVI. Additionally, we continue to have a strong focus on our cost base and a diversified and evolving product portfolio to help mitigate the risk that any enrolment numbers were impacted by immigration policy.

## **BRIGHT TOPCO LIMITED**

### **STRATEGIC REPORT FOR THE YEAR ENDED 31 AUGUST 2025 (CONTINUED)**

#### *Cyber and data security*

The Group holds business critical and confidential information electronically. Unauthorised access, loss or disclosure of this information may lead to regulatory penalties, disruption of operations, reputational damage and legal claims. The Group has an Information Security Committee who meet regularly to discuss and manage key matters including cyber security to update processes and procedures as required and there continues to be significant investment here with a Security Operation Centre opened in February 2025. Insurance policies are also held against this risk and systems are protected by antivirus software, scanning solutions, multi factor authentication and end point detection and response which are kept up to date.

The Group has also considered the emerging impact of artificial intelligence (AI) as part of its cyber security risk assessment. While AI increases the sophistication of certain cyber threats, it is also used within security tools to enhance threat detection and response, and the overall impact is considered manageable. The Group will continue to monitor and adapt to future developments as part of its existing cyber security governance and controls.

#### **Environmental**

The Group is committed to achieving Net Zero emissions by 2050. This includes committing to a decarbonisation plan aligned to a net zero pathway, with interim science-based aligned targets.

See the Director's Report for further commentary on energy and carbon reporting on emissions and below for further discussion on net zero emissions plans and activities.

To support our 2050 Net Zero commitment, we have set an interim 40% reduction target by 2030 for scope 1 and 2 emissions.

Whilst we fully understand our scope 1 and 2 emissions and have made strides in gathering data in our most impactful scope 3 categories, we are striving to fully engage our supply chain and map out a more comprehensive picture of our scope 3 emissions. We appreciate the value of fully understanding our environmental impact so that we can formulate a smooth and efficient transition to net zero.

- We are proud to operate an ISO14001:2015-certified Environmental Management System, which is managed by our Head of Health, Safety and Environmental under the executive sponsorship of the Chief Property Officer
- We have an Environmental Policy in place. This is reviewed annually, signed off by the Policy Committee and available to all staff and stakeholders
- Regular ESG reports are presented to the Board for discussion and activities for approval
- We have established an ESG Committee which meets at least bi-annually to assess our environmental performance, and initiate improvement opportunities
- We have established a staff "Sustainability Champions" network across our buildings and operations. Representing a cross-section of departments and areas of expertise, these Champions take responsibility for driving progress and highlighting ways in which we can improve our performance

#### *Sustainability in Education*

- The Group has produced a range of tailored ESG courses, from an overall introduction to ESG to the statutory requirements of financial reporting and the opportunities of sustainable investment. These courses are available to all employees within the Group.
- The Group has invested in xUnlocked, a certified B Corporation, which - through its Sustainability Unlocked brand - offers a global learning platform delivering expert-led, CPD-accredited content on sustainability and ESG. This investment reflects our broader ambition to champion education as a catalyst for sustainable business opportunities and long-term value creation.
- Topics of sustainability are considered within most taught programmes across the Group.

#### *Key focus areas to support our Net Zero commitment*

The Group is currently in the process of setting its decarbonisation plan to deliver against a Net Zero commitment. In addition to the Group's ongoing activities, the Group also plans to implement the following measures:

## **BRIGHT TOPCO LIMITED**

### **STRATEGIC REPORT FOR THE YEAR ENDED 31 AUGUST 2025 (CONTINUED)**

#### *Scope 1&2 Emission Reduction*

- We are engaging with the Energy Savings Opportunity Scheme (ESOS) to implement energy reduction measures as expert guidance recommends. Audits in 2024 highlighted areas for potential improvement and savings.
- In 2024, we introduced secondary glazing to one of our buildings. Recognising the impact of this on efficiency and educational environment alike, we are exploring whether we can install secondary glazing in buildings across the Group.
- We are optimising classroom scheduling and back-office operations to ensure our buildings operate efficiently.
- We have committed to introducing an asset level energy monitoring programme to assist us with reducing electricity use in one of our major centres. The findings from this programme will guide future energy savings schemes throughout our estate.

#### *Scope 3 Emission Initiatives*

- 96% of our staff have moved to a more flexible working approach through hybrid working, reducing emissions associated with commuting. We will continue to reduce employee commuting by offering flexible working patterns
- We are formalising carbon analysis into all major procurement projects, in keeping with a centralised policy which emphasises energy efficiency
- We are working to better embed environmental sustainability into our contract terms and conditions with our suppliers
- We are integrating sustainability into BPP's wider culture through a dedicated environmental page and including sustainability in job listings
- We are phasing out paper, where practicable, offering a digital-first library offering, and multiple paperless programmes
- We have removed disposable cups at water machine stations, instead encouraging the use of reusable drinking cups and bottles
- We promote online meetings for internal calls and appraisals, external meetings and first interviews - eliminating unnecessary travel
- We have digitised our administrative processes, saving on paper and minimising waste

## BRIGHT TOPCO LIMITED

### STRATEGIC REPORT FOR THE YEAR ENDED 31 AUGUST 2025 (CONTINUED)

#### Our People

Across the Group, we put people at the heart of what we do. We strive to create a friendly, engaging and positive place to work, live our values and have an inclusive culture where colleagues can be themselves.

#### Colleague Engagement

Across BPP Education Group, '**Everybody Matters**' and each year, we invite every colleague to share their feedback through our Culture & Engagement Survey, ensuring that everyone is heard and included. This global survey helps us listen to diverse perspectives, understand what truly matters to our people, and focus on the areas that drive an inclusive, engaged, and empowered workforce.

We also encourage all colleagues to engage with our employee networks, as we continue to build strong, supportive communities across the Group. These networks represent the full spectrum of equality, diversity, and inclusion. In FY25, we have further strengthened these networks with Executive sponsorship to help amplify the employee voice and ensure that every perspective is heard at the highest levels. We celebrate our differences and live our values of '**Trust and Respect**' - for ourselves, for each other, and for the communities we create together.

We are '**Stronger Together**'. Every new colleague is warmly welcomed through our in-person corporate induction, hosted by Group senior leaders, fostering early connection and belonging. We also offer a wide range of development opportunities - from strengthening leadership capability and learning new skills to joining networking events and hearing leadership career stories. Colleagues also benefit from our own tailored development programmes, the Employee Study Scheme, provides colleagues with access to a range of BPP Education Groups courses, with 460 employees participating in the past year. In addition, we have launched an internal coaching programme, with 30 qualified coaches supporting colleagues in their career growth. Our commitment to learning is reflected in our most recent Pulse Culture Survey, where 78% of employees responded favourably to the statement: "*I have access to the learning and development I need to do my job well.*"

We '**Embrace Change**'. We value the importance of career progression and development. We promote continuous development with our Performance and Career Development (PCD) conversations, encouraging employees to engage in meaningful conversations across the year with their managers. Our employee engagement scores for line managers are positive, demonstrating that our managers are providing feedback, looking after careers and focussing on their teams' wellbeing.

We promote opportunities and encourage internal deployment of talent, with some colleagues having either relocated to take up new position across the Group, mainly Dubai or Canada, or taking on roles to work with different business areas. Our internal mobility rates have increased from 11% to 27% in the last year.

#### Colleague Reward

We regularly undertake benchmarking exercises to ensure salaries are aligned to market rates. We have an annual pay review, where pay increments are based on the cost of living and company performance.

We are proud to be a real living wage employer. Apprentices received at least the National Living Wage, which is above the pay requirements for Apprentice roles.

We offer a wide range of benefits to all colleagues that cover financial, health and work-life balance wellbeing. Benefits offered to all staff include, but are not limited to, pension, private health, life and sickness insurances, work life balance wellbeing such as sabbatical, annual leave, volunteer days, and flexible working.

Over the past 12 months, we have made significant progress in enhancing our Group-wide reward offering. A key focus has been the alignment of employee benefits across all entities to ensure consistency, equity, and transparency. This strategic harmonisation has strengthened our employee value proposition, resulting in increased engagement and participation in core benefit programmes. Furthermore, it has streamlined internal mobility, improving operational efficiency and supporting talent retention across the Group.

The Group annually reviews the performance of its Group pension scheme which received a "high" performance rating in 2025.

## BRIGHT TOPCO LIMITED

### STRATEGIC REPORT FOR THE YEAR ENDED 31 AUGUST 2025 (CONTINUED)

#### Recruitment

As a Group “Embracing Change”, we launched Tribepad in summer 2024 - an Applicant Tracking System (ATS) designed to transform how we manage recruitment. With Tribepad, we have introduced a streamlined and automated process that enhances efficiency, improves accuracy, and elevates the candidate experience. Over the past year, we have focused on embedding this new technology, driving operational efficiencies, proactively promoting the BPP brand, and reducing recruitment agency spend to deliver a more effective and connected recruitment journey.

Succession planning has been a key priority, particularly for Exec-2 level colleagues identified as potential successors for senior leadership roles over the next three years. This process takes into account performance, potential, and career aspirations, resulting in the creation of a senior talent pool and successor list, alongside the identification of development needs and potential external talent gaps. We continue to support and retain these individuals, ensuring we are developing a strong pipeline of talent ready to step into critical leadership roles across the business.

#### Diversity and Inclusion

The Group is an equal opportunities employer and Disability Confident, we are committed to ensuring fair and equal employment regardless of personal status. To prohibit any form of discrimination, all colleagues undertake the annual Equality, Diversity and Inclusion compliance module'. In addition to this, we are introducing 'License to Recruit' in November '25 where all recruiting managers will need to undertake recruitment training with a large focus on unconscious bias. We celebrate difference at the Group; bringing together people from different backgrounds, skillsets, and perspectives to create an energised and dynamic community of students, learners, clients, and employees.

In 2024, the Group undertook a Race Equality Survey to understand barriers and issues that may exist across the company. Whilst the results were very encouraging, the survey highlighted some opportunities for the Group to further enhance its inclusion agenda. These initiatives will continue to be implemented over the next couple of years.

#### Gender Diversity

The table below provides a breakdown of our colleagues by executives, senior managers and employees:

	2025		2024	
	Male	Female	Male	Female
Executive Committee	10	4	9	4
Senior Manager	55	57	26	30
Employees	1,259	2,018	1,140	1,684
	<b>1,324</b>	<b>2,079</b>	<b>1,175</b>	<b>1,718</b>

An executive is defined as a member of the Group Executive Committee.

A senior manager is defined as a member of the Group's Leadership Team ('GLT') or a senior leader within a subsidiary that is not part of the GLT. The GLT was expanded during 2025 to include a much broader representation across the Group. Appointments to the GLT are based on job role, along with an individual skills experience and knowledge required to give constructive challenge and achieve effective decision-making.

#### Gender Pay Reporting

In accordance with the Equality Act 2010 (Gender Pay Gap Information) Regulations 2017, the Group's gender pay reporting for 2025 is published on the website <https://www.bpp.com/about-bpp/gender-pay-report>. This only incorporates the companies for staff who were members of the UK group at the date of the report.

Currently, there is a gender pay gap of 12.3% (mean) / 11.4% (median).

The pay quartile reporting shows we have a 52% female representation in the upper quartile. However, the Group demographic is 59% female. The Group has put in place significant people initiatives that will have a positive impact over time. The Group wants to ensure that we have fair and transparent processes and policies, a gender balanced culture and that we remove any obstacles currently influencing progression. We encourage a flexible and positive work environment and future focussed career development conversations.

## **BRIGHT TOPCO LIMITED**

### **STRATEGIC REPORT FOR THE YEAR ENDED 31 AUGUST 2025 (CONTINUED)**

We continue to review our policies and practices to ensure they are fair, and this includes actively reviewing decisions around our annual performance, pay and bonuses.

Note the next gender pay gap report relating to April 2026 will be published by April 2027.

#### **Social and Community - social impact team**

The Group's commitment to social value includes what we do as our core purpose as an education provider. But it is also what we do beyond our core purpose. From environmental stewardship to social justice advocacy, our social impact activity is far reaching and includes legal advice services, outreach initiatives, sustainability projects and wellbeing and mental health support.

The Group operates a volunteer scheme, providing colleagues with one paid day per year to undertake a volunteering activity of their choice. Last year 341 volunteering hours in our local communities were recorded.

Having celebrated its 20th anniversary in 2024, The Group's Social Impact team designs and delivers initiatives which generate sustainable, measurable social change that benefits the community and the organisation.

Social Impact work with staff, students, learners and the Group's professional and charity partners to deliver pro-bono legal advice, public education and social mobility initiatives. Historically >1,000 Group students and learners have become Social Impact volunteers, committing many hours to projects that support the community and widen participation into professional careers, in this including the provision of free professional advice services to clients and outreach workshops to members of the public.

Recognised for delivering projects that are innovative and create impact, in 2024 the Group were Highly Commended at the Department for Education National Apprenticeship and Skills Awards for Social Justice Employer of the Year as well as winning Apprenticeship Provider of the Year and Legal, Finance and Accounting Provider of the Year at the AELP AAC Apprenticeships Awards of the Year. To add to this regionally, the Group's Social Impact Team were Highly Commended in the Greater Manchester Pro Bono Awards.

#### **Human rights**

The Group is committed to and supports international efforts to promote ethical business practices and policies related to the prevention of the exploitation and abuse associated with modern slavery and human trafficking. In our code of ethics (<https://www.bpp.com/about-bpp/code-of-ethics>), we acknowledge responsibility under the Modern Slavery Act 2015 and will endeavour to ensure that slavery and human trafficking are not taking place within our directly employed workforce, or our supply chain.

In accordance with section 54(1) of the Modern Slavery Act 2015, the Group's slavery and human trafficking statement has been published on our website. The statement sets out the steps taken by the Group to prevent modern slavery and human trafficking in its business and supply chains, including;

- Guidance on how to report concerns about any issue or suspicion of modern slavery,
- Suppliers being required to undergo due diligence as part of their onboarding which includes a modern slavery risk assessment, which must be repeated at least every two years (higher risk suppliers to repeat every 18 months),
- Obligations on suppliers to comply with the Modern Slavery Act 2015 and adhere to BPP's Code of Conduct, any breach resulting in immediate termination of the supplier relationship,
- A whistleblowing policy that encourages the reporting of any wrongdoing which extends to human rights violations like modern slavery.

**STRATEGIC REPORT FOR THE YEAR ENDED 31 AUGUST 2025 (CONTINUED)**

**Section 172(1) Statement**

The directors, in line with their duties under section 172 of the Companies Act 2006, act in a 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. In doing so, the directors have regard, amongst other matters, to the:

- Likely consequences of any decisions in the long-term;
- Interests of the Group's employees;
- Need to foster the Group's business relationships with suppliers, customers and others;
- Impact of the Group's operations on the community and environment;
- Desirability of the Group maintaining a reputation for high standards of business conduct; and
- Need to act fairly as between members of the Group.

In discharging the section 172 duties, the directors have regard to the factors set out above. The directors also have regard to other factors they consider relevant to the decision being made. Those factors, for example, include the interests and views of the Group's investors. The directors acknowledge that every decision that is made will not necessarily result in a positive outcome for all the Group's stakeholders. However, by considering the Group's purpose, vision and values together with its strategic priorities and having a process in place for decision-making, the directors aim to make sure their decisions are consistent and predictable.

**Strategic reviews**

As described earlier in this Strategic report, the Group's strategy is to deliver world-class experiences and outcomes for students and employers, accelerate organic growth of the Group and improve the Group's operating efficiency and effectiveness in order to maximise the value of each of the Group's educational institutions. The directors are responsible for establishing and monitoring the implementation of the Group's strategy, oversight of performance and risk management and setting a strong cultural foundation built around ethical values. The directors include both executive management and those who form part of the ownership investment group. The directors delegate authority for day-to-day management of the Group to executive management and to senior management at each subsidiary in overseeing execution of the business strategy and related policies. Regular meetings are held between senior executives and directors where performance, key developments and future strategy are discussed. The approach allows the Group, and specifically, each of its subsidiaries, to be more efficient and effective in responding to local economic, political, regulatory and other market changes that impact the Group and its subsidiaries. Further, this approach ultimately supports the Group in achieving its strategy to maximise the value of each of the Group's educational institutions for the Group's investors.

**Financial and operational performance**

During the year, the directors review matters relating to a variety of areas, including, but not limited to, financial and operational performance, business strategy, key risks, governance, compliance and legal and regulatory matters. This is done through regular meetings and dialogue with senior management, the consideration of reports and other supporting information. As part of this review process and through discussions with senior management, the directors contributed to the key activities carried out by the Group during the year.

**Stakeholder engagement**

The Group's key stakeholders include its investors, customers, employees and regulators, the communities in which the Group operates and the partners and suppliers that the Group works with. The Group's success is impacted by the way the Group conducts itself with these key stakeholders. As such, the views and impact of the Group's activities on its stakeholders are an important consideration for the directors when making relevant decisions. For example, the directors regularly engage with employees through employee surveys to ascertain how involved and satisfied employees feel in their position. As a result, action is taken by senior management to make improvements, for example a new applicant tracking system, updated manager training along with a revamped survey structure itself. While there are cases where the directors determine that they should engage directly with certain stakeholder groups or on certain issues, the size of our stakeholders means that generally, the Group's stakeholder engagement best takes place at an operational or subsidiary level. The Group finds that this is a more efficient and effective approach, and helps the Group achieve a greater positive impact on environmental, social and other issues. Directors regularly provide employees with updates on the Group's performance and outlook and to share any prevalent business news through email communication, updates on the intranet and regular meetings with the Group Leadership Team.

The Group, and specifically, each of its subsidiaries, strives to create a culture of collaboration and inclusion, and create an environment that ensures its employees have the requisite skills and resources needed to effectively complete their job and deliver value to the Group's customers. The Group is geographically and culturally diverse and recognises the importance of engaging employees to help make their fullest contribution to the Group, which is fundamental to achieving the Group's strategy. The Group leverages a number of different initiatives and tools in engaging with its employees, including offering learning, development and training courses, health and wellness programmes.

## **BRIGHT TOPCO LIMITED**

### **STRATEGIC REPORT FOR THE YEAR ENDED 31 AUGUST 2025 (CONTINUED)**

The Group engages with its ultimate parent company investors during a monthly investor meeting, where all Bright Topco Limited Group results and operational matters are communicated.

The Group engages with local communities via its geographical centres through the volunteer policy enabling staff to spend time engaging with communities and also the pro bono team engaging with the local legal sectors.

#### Customer and supplier relationships

The Group's customers are an integral component to achieving the Group's strategic goals. The Group strives to ensure that its customers are treated fairly and that customer feedback about the educational and student support services provided by the Group is taken into consideration. The Group engages with its customers in a variety of ways, including, for example, through student groups and student surveys, such as daily satisfaction scores. The Group operates a detailed induction programme that supports its students with every aspect of their onboarding, where advice and support is provided to help with integration. Another example of how the Group considers its customers is by making hardship funds accessible to students to fulfil vital and immediate needs. Specific teams are also in place in the Group to work collaboratively with corporate customers and understand how the Group can improve any elements of the product offerings or customer experience.

We continue to invest in areas such as our Mental Health and Wellbeing Team as part of our ongoing commitment to enhancing the student experience. This is in line with both regulator expectations and sector best practices. The Group continues to be a forward thinking Institution that prioritises student wellbeing as a foundation for academic and professional success.

The Group's customer base was also considered when they made acquisitions of other subsidiaries. Management have considered how these acquisitions would help improve the Group's customer base by providing more services and products in the education sector.

The Group, and specifically, each of its subsidiaries, recognises the importance of fostering business relationships with its suppliers in order to meet strategic priorities, maximise efficiency and optimise costs. The Group engages with suppliers on a regular basis through multiple communication channels to ensure suppliers are providing the goods and services as anticipated by the Group's subsidiaries and seeking feedback from suppliers, when applicable. During the year the Group continued to simplify supplier payment plans and processes to satisfy the supplier and helping the Group achieve a predictable cash outflow.

#### Environmental

The Group also recognises its responsibility to reducing its environmental impact. Climate risk is a factor that the Group has considered as it has a direct impact on the energy consumption of the business through the properties it occupies. The Group reports environmental usage annually to its investors. As described in the energy and carbon reporting section in the Directors' report, the Group closely analyses its energy performance to understand usage trends, identify opportunities for reduction and recognise the impacts of its energy saving projects, for example updated lighting solutions across the property portfolio. Environmental factors were also key drivers in the selection criteria when identifying a new flagship property in Portsoken Street London, and in all property upgrade projects.

#### Future developments

The directors will continue to monitor the risks disclosed in this Strategic report. The directors will continue to look for ways to maximise the student experience, enhance student curriculum and review strategic alternatives for its educational institutions that result in creating and maximising value.

The current outlook for the Group is positive, with strong growth in revenue, profitability and cashflows. The Group continues to invest in and launch new products to help strengthen its position in the markets in which it operates. It also continues to invest in new geographies to diversify risk and strengthen resilience. The Group believes the challenging economic conditions will further increase the demand for career focused education and the Group plans to use their core competencies and experience to capitalise on these opportunities and is optimistic that it will continue to grow enrolments in the future due to programme development and delivery of targeted growth across the education disciplines offered and in international geographies.

The political landscape with respects to immigration and apprenticeship training is always to future change both positive and negative, which continues to be monitored closely.

The ever-changing technological landscape will continue to impact how the business operates. There are skillsets across the Group looking at the latest technologies such as AI to ensure that these are carefully considered and embedded into cutting edge course delivery. In order to further leverage technology to improve customer experience and efficiency delivery structures the Group continues to embark on a systems investment programme, which is continuing into 2026. This will ensure that the Group is well placed to continue to capitalise on opportunities and grow into the future.

**BRIGHT TOPCO LIMITED**

**STRATEGIC REPORT FOR THE YEAR ENDED 31 AUGUST 2025 (CONTINUED)**

Approved by the Board on <sup>26/05/2026</sup>..... and signed on its behalf by:



.....  
Graham Stuart Mark Gaddes  
Director

## **BRIGHT TOPCO LIMITED**

### **DIRECTORS' REPORT FOR THE YEAR ENDED 31 AUGUST 2025**

The directors present their annual report and the audited financial statements for the year ended 31 August 2025.

#### **Principal activities**

The principal activity of the Company is acting as the Group's holding company.

The principal activity of the Group is to provide education and training in law, finance and accountancy, technology and digital, business, nursing and health and people and skills development both through relationships with corporates (B2B) and directly to consumers (B2C).

The Group performance, proposed dividends, outlook, strategy, policies, future developments and risk uncertainties can be found in the Strategic report.

The directors consider the annual report and financial statements to comply with all aspects of the Guidelines for Disclosure and Transparency in Private Equity.

The ownership of the Group is discussed in the Strategic report.

#### **Subsidiaries**

The Group primarily operates throughout the UK, and has presence in other European countries, China, Hong Kong, Singapore, Malaysia, USA, Canada, Australia and the UAE. A comprehensive list of the Group and Company's subsidiaries and associated undertakings can be found in note 13.

#### **Directors of the Company**

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

Graham Stuart Mark Gaddes

Marc-Edouard Jacques Henri Meunier

Andrew Matthew Payne

Joanna Clare Preston-Taylor

Jonathan Barlow Rosen

Graham Gaddes

Appointed Group CEO in 2017 after serving as COO from 2012. Worked in private education for 36 years and has deep experience across all areas of the education sector.

Andrew Payne

Chief Operating Officer, Andy is a qualified accountant and joined BPP in 2006 where he has held numerous management roles including Chief Finance Officer and Chief Experience Officer. Andy is responsible for all non-university business units and operational departments.

Joanna Preston-Taylor

Chief Financial Officer, focussed on forecasting and reviewing internal metrics to ensure the Group is performing and optimised for growth. Jo started her career as a Chartered Accountant at Ernst & Young, before joining the Group in 2007. Since joining, Jo has held several different management roles across the Group.

Marc Meunier

Marc joined TDR Capital in January 2012. Prior to joining TDR, he worked at Credit Suisse as an Associate in the Financial Sponsors Leveraged Finance team and as an Analyst in the Diversified Industries team. He holds a master's degree in General Engineering from Ecole Centrale, France.

Jonathan Rosen

Jon joined TDR Capital in November 2006. Prior to joining TDR, he was a Partner at Hampshire Equity Partners for nine years, where he was responsible for sourcing, executing and managing private equity and distressed debt investments. Jon previously worked at BT Capital Partners. He has over 25 years of private equity and principal investing experience. He holds a bachelor's degree in Economics and Public Policy Studies from Duke University.

## BRIGHT TOPCO LIMITED

### DIRECTORS' REPORT FOR THE YEAR ENDED 31 AUGUST 2025 (CONTINUED)

#### Results and dividends

The results for the year are set out on page 25.

No dividends were paid during the year and the directors have not recommended payment of a final dividend (period ended 2024: £nil).

#### Political contributions

The Company made no political donations or incurred any political expenditure during the year (2024: £nil).

#### Energy and carbon reporting

The energy and carbon report for the Group has been prepared for a 12 month period from 1 September 2024 to 31 August 2025.

Below are the Group's sources of greenhouse gas (GHG) emissions and energy usage as required under The Large and Medium-Sized Companies and Groups (Accounts and Reports) Regulations 2008 as amended:

	2024-25	2023-24
<b>Energy consumption</b>	<b>KWh</b>	<b>KWh</b>
Gases	2,435,501	2,658,695
Electricity	4,803,361	4,938,481
Transport	181,494	294,835
<i>Total energy to be reported</i>	<u>7,420,356</u>	<u>7,892,011</u>
	<b>2024-25</b>	<b>2023-24</b>
<b>GHG emissions - Scopes 1 and 2</b>	<b>tCO<sub>2</sub>e</b>	<b>tCO<sub>2</sub>e</b>
Stationary combustion gases	446	486
Purchased electricity using location based factors	850	1,023
<i>Total Scope 1 and 2 GHG emissions</i>	<u>1,296</u>	<u>1,509</u>
	<b>2024-25</b>	<b>2023-24</b>
<b>GHG emissions - Business travel in rental or privately owned vehicles</b>	<b>tCO<sub>2</sub>e</b>	<b>tCO<sub>2</sub>e</b>
Business travel in rental cars or employee-owned vehicles	44	71
	<b>2024-25</b>	<b>2023-24</b>
<b>GHG emissions - Based on total UK energy use from gases, electricity and transport</b>	<b>tCO<sub>2</sub>e</b>	<b>tCO<sub>2</sub>e</b>
GHG emissions resulting from total UK energy use from gases, electricity and transport as reported in the energy section above	<u>1,340</u>	<u>1,580</u>

Intensity Ratio - GHG emissions (derived from reported energy usage) per business metric

	2024-25		2023-24		Unit
	Metric	Intensity	Metric	Intensity	
	Amount	Ratio	Amount	Ratio	
Turnover (£)	461	3	401	4	tCO <sub>2</sub> e per £m of turnover

## **BRIGHT TOPCO LIMITED**

### **DIRECTORS' REPORT FOR THE YEAR ENDED 31 AUGUST 2025 (CONTINUED)**

#### *Methodology*

Greenhouse gas emissions and energy usage have been calculated in line with the UK Government's 'Environmental Reporting Guidelines: Including streamlined energy and carbon reporting guidance, March 2019'.

GHG emissions and conversion factors have been taken from the UK Government's 'GHG Conversion Factors for Company Reporting' for the year 2025 (Version 1).

We closely analyse our energy performance - using half-hourly data, where possible - to understand usage trends, identify opportunities for reduction and recognise the impacts of our energy-saving projects. In this reporting year, we have made the shift to green electricity, where we have direct purchasing control.

In the reporting year, we are beginning to see reduced energy consumption from our new secondary glazing at our Holborn centre. This project allows us to better maintain room temperatures within the building. Heat is reflected from outside during warmer months, regulating solar gain; In winter, heat within the building is better retained. This has reduced the operation of existing air-conditioning ducted systems and brought energy and carbon savings for the business. While not fully analysed, the probable carbon saving per year is 34.6 tCO<sub>2</sub>e.

To further improve energy saving at the Holborn centre, we have implemented an asset-level energy monitoring system. This allows us to understand our electricity spend throughout the building and develop specific initiatives for energy and carbon reduction. Utilising this system, we have seen a reduction in energy use and are on track for a 5.1% energy reduction. As we become more familiar with the program, we will be able to further decrease energy use throughout the building.

We have developed our Carbon Reduction Plans through a multi-departmental approach and are currently refining our commitment to net zero by 2050. These plans are published yearly and reaffirm our commitment and outline any ongoing projects.

Facilities and Services teams at all our sites are responsible for performing daily housekeeping checks, with energy efficiency being a key component of these routines.

The Group works with an independent sustainability consultant to support the preparation of its Streamlined Energy and Carbon Reporting (SECR) disclosures, including the collation and calculation of energy use and associated emissions data.

Energy consumption data is obtained from reliable primary sources, including supplier-provided meter data and information managed through the KIVEEV platform provided by our Third Party Intermediary (TPI). These sources are used to support completeness and consistency of reporting across the reporting period.

While management applies internal review and reasonableness checks to the data and calculations, the emissions and energy use metrics disclosed have not been subject to independent verification or external assurance. Accordingly, no assurance opinion is provided over the reported metrics.

#### **Employment of disabled persons**

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of members of staff becoming disabled, every effort is made to ensure that their employment within the Group continues and that the appropriate training is arranged. It is the policy of the Group that the training, career development and promotion of disabled persons should, as far as possible, be identical to that of other employees.

#### **Employee involvement**

As disclosed in the strategic report, the Group's policy is to consult and discuss with employees, through staff councils and at meetings, matters likely to affect employees' interests.

Information about matters of concern to employees is given through information bulletins and reports which seek to achieve a common awareness on the part of all employees of the financial and economic factors affecting the Group's performance.

The Group Leadership Team meets on a fortnightly basis to discuss business developments, share ideas, and promote collaboration across the Group.

#### **Qualifying third party indemnity provisions**

The Group has made qualifying third-party indemnity provisions for the benefit of its directors which were in place throughout the year and remain in force at the date of this report.

## **BRIGHT TOPCO LIMITED**

### **DIRECTORS' REPORT FOR THE YEAR ENDED 31 AUGUST 2025 (CONTINUED)**

#### **Going concern**

##### *Going concern considerations*

The Group's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic and Directors' report. The financial position of the Group is described in the Strategic report.

In assessing the Group's ability to continue as a going concern, for the period of at least 12 months from the date the financial statements are authorised for issue, the directors give consideration to the impact of macroeconomic challenges such as UK recession including the cost of living crisis.

The Group benefits from a diversified portfolio of customers and products, with strong growth potential in various segments, which the Group has continued to deliver despite any macroeconomic challenges.

##### *Forecasts*

Each year detailed 5-year forecasts and scenario planning models are prepared to assess the future growth potential of the Group and the risks and opportunities that could impact that growth. The forecasts are based on the directors' and senior management's understanding and experience of market trends, seasonality and the impact of regulation on the industry. The directors expect the Group to continue to grow and diversify into new markets and geographies, supporting further growth in student numbers, which remains a key driver of the Group's performance.

The forecasts review profitability, liquidity, and leverage which showed there was significant headroom in all areas. The Group conducts regular cash flow forecasting which demonstrates a cash flow focus and shows an increasing cash position in these future forecasts. Note there are no ongoing performance covenants (financial or non financial) attached to the Senior Term Facilities Agreement and no ongoing capital repayments required. Therefore, there is no expectation of a breach and liquidity is not seen as a material risk. The Group is forecast to improve its financial performance and reduce the level of leverage.

On 15 May 2025, the Group completed a structured refinancing of its preference shares and senior debt facility. A new £710m senior term loan agreement was entered into, replacing the existing financing arrangement. The new Senior Term loan facilitated the repayment of the existing loan arrangement as well as the repayment of preferential shareholders held within Bright Midco Ltd. The super senior revolving credit facility was also increased from £25m to £50m on the same date.

In December 2025, Bright Topco Limited completed an additional refinancing of its debt facility, entering into a £150 million new Senior Term loan agreement with a maturity of 15 May 2032. Interest is charged on the debt facility at 5% plus SONIA. The Group signed an option for an additional £50 million CAR facility, with a maturity of 15 May 2032. At the same time, the super senior revolving credit facility was increased from £50 million to £100 million, with a maturity date of 15 November 2031. The CAR facility and super senior credit facility remain undrawn at the date of signing the financial statements. The Company used the proceeds of the new Senior Term loan and its own funds available to pay dividends of £175 million to its shareholders.

The recent conflict in the Middle East has not had a direct impact on student enrolment, volumes or the Group's performance.

Bright Topco Limited and its subsidiaries have committed through a letter of support that they will provide financial support to each other to enable them to meet their liabilities as they fall due.

##### *Conclusion*

After careful consideration of the above, the directors have a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence and operate within the level of their facilities for the foreseeable future and they continue to adopt the going concern basis in preparing the annual report and accounts.

#### **Disclosure of information to the auditor**

Each director has taken the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditor is unaware.

#### **Reappointment of auditors**

Pursuant to Section 487 of the Companies Act 2006, Deloitte LLP have indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place for them to be deemed reappointed as auditor in the absence of an Annual General Meeting.

**BRIGHT TOPCO LIMITED**

**DIRECTORS' REPORT FOR THE YEAR ENDED 31 AUGUST 2025 (CONTINUED)**

**Strategic report**

The Group has chosen in accordance with Companies Act 2006, s. 414C(11) to set out in the Group's Strategic report information required by Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, Schedule 7 to be contained in the Directors' report. It has done so in respect of the Group's performance, outlook, strategy, policies, future developments and key risks and uncertainties.

Approved by the Board on <sup>26/05/2026</sup>..... and signed on its behalf by:



.....  
Graham Stuart Mark Gaddes  
Director

## **BRIGHT TOPCO LIMITED**

### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the Strategic Report, 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 Group and Company and of the profit or loss of the Group for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and 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.

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

## **BRIGHT TOPCO LIMITED**

### **Independent auditor's report to the members of Bright Topco Limited**

#### **Report on the audit of the financial statements**

##### **Opinion**

In our opinion the financial statements of Bright Topco Limited (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 August 2025 and of the group's loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the consolidated statement of comprehensive income;
- the consolidated and parent company statements of financial position;
- the consolidated and parent company statements of changes in equity;
- the consolidated cash flow statement; and
- the related notes 1 to 28.

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).

##### **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 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 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.

## **BRIGHT TOPCO LIMITED**

### **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](http://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 about their own identification and assessment of the risks of irregularities.

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, HMRC Legislation, Consumer Contract Regulations, UK Visa and Immigration Regulations, Financial Conduct Authority (FCA) Regulations, Higher Education and Research Act 2017; and
- 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 compliance with Office for students (OfS) regulation, Office for Standards in Education (Ofsted) regulation and the Education and Skills Funding Agency regulation.

We discussed among the audit engagement team including relevant internal specialists such as tax 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 in the following areas, and our specific procedures performed to address it are described below:

In relation to BPP University Limited and BPP Professional Education Limited, we have identified a significant fraud risk in relation to revenue recognition, due to the increase in quantum of revenue recognised in the two-months either side of the year-end.

- We tested the cut-off assertion through a test of detail approach and traced a sample of invoices and credit notes pre-year end and post-year end to deferred revenue schedules, journals postings and attendance registers to provide assurance that revenue was recognised in the correct period.

We have also identified a significant fraud risk in relation to the deferred revenue recognised due to the manual nature of the schedule and the course weeks utilised to recognise revenue.

- We have performed detailed testing for deferred revenue by agreeing a sample of a cohorts of students to the deferred revenue schedule and have recalculated the deferred revenue balance. We have obtained and inspected relevant audit evidence to validate the accuracy and completeness of the inputs in deferred revenue spreadsheet.

In relation to our component work, we have identified a significant fraud risk in relation to revenue recognition, specifically pinpointed to the cut-off assertion, due to the additional complexity in this entity's revenue recognition process.

## **BRIGHT TOPCO LIMITED**

- We tested the cut-off assertion through a test of detail approach and traced a sample of invoices and credit notes pre-year end and post-year end to deferred revenue schedules, journals postings and attendance registers to provide assurance that revenue was recognised in the correct period.

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 and group 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.

Andrew Wright, FCA (Senior statutory auditor)  
For and on behalf of Deloitte LLP  
Statutory Auditor  
Bristol, United Kingdom  
30 April 2026

**BRIGHT TOPCO LIMITED****GROUP STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 AUGUST 2025**

	<b>Note</b>	<b>2025 £ 000</b>	<b>2024 £ 000</b>
Turnover	3	461,501	401,511
Cost of sales		<u>(223,193)</u>	<u>(209,998)</u>
Gross profit		238,308	191,513
Administrative expenses		<u>(232,638)</u>	<u>(201,916)</u>
Operating profit/(loss)	4	<u>5,670</u>	<u>(10,403)</u>
Interest receivable and similar income	5	2,538	2,200
Interest payable and similar expenses	6	<u>(86,129)</u>	<u>(62,420)</u>
Loss before taxation		(77,921)	(70,623)
Taxation	10	<u>(1,469)</u>	<u>933</u>
Loss for the financial year		<u>(79,390)</u>	<u>(69,690)</u>
Foreign currency translation gains*		<u>2,514</u>	<u>2,806</u>
Total comprehensive expense for the year		<u>(76,876)</u>	<u>(66,884)</u>

\*There is no tax relating to other comprehensive income. Currency translation difference is a result of a revaluation of an investment elimination.

Total comprehensive expense for the year is all attributable to the owners of the parent Company.

The Statement of comprehensive income has been prepared on the basis that all operations are continuing operations.

There are no other comprehensive expenses for the current financial year other than those included in the statement of comprehensive income above.

**BRIGHT TOPCO LIMITED**

(REGISTRATION NUMBER: 13257483)

**GROUP STATEMENT OF FINANCIAL POSITION AS AT 31 AUGUST 2025**

	Note	2025 £ 000	2024 £ 000
<b>Fixed assets</b>			
Intangible assets	11	711,752	741,462
Tangible assets	12	104,128	107,275
Debtors due after more than 1 year	15	7,298	6,669
Other investments	13	5,000	5,000
		<u>828,178</u>	<u>860,406</u>
<b>Current assets</b>			
Stocks	14	1,322	906
Debtors falling due within 1 year	15	145,351	97,236
Restricted cash	16	82	126
Cash at bank and in hand	16	94,512	42,960
		<u>241,267</u>	<u>141,228</u>
<b>Creditors: Amounts falling due within one year</b>	17	<u>(214,987)</u>	<u>(172,763)</u>
<b>Net current assets/(liabilities)</b>		<u>26,280</u>	<u>(31,535)</u>
<b>Total assets less current liabilities</b>		854,458	828,871
<b>Creditors: Amounts falling due after more than one year</b>	17	(762,581)	(649,743)
<b>Provisions for liabilities</b>	20	<u>(101,170)</u>	<u>(111,047)</u>
<b>Net (liabilities)/assets</b>		<u>(9,293)</u>	<u>68,081</u>
<b>Capital and reserves</b>			
Called up share capital	22	275,021	275,243
Share premium account	23	117	117
Capital redemption reserve	23	1,352	1,171
Other reserves	23	6,981	4,467
Profit and loss account	23	<u>(292,764)</u>	<u>(212,917)</u>
Total equity		<u>(9,293)</u>	<u>68,081</u>

Approved and authorised by the Board on 26/05/2026 and signed on its behalf by:



.....  
Graham Stuart Mark Gaddes  
Director

**BRIGHT TOPCO LIMITED****(REGISTRATION NUMBER: 13257483)****COMPANY STATEMENT OF FINANCIAL POSITION AS AT 31 AUGUST 2025**

	<b>Note</b>	<b>2025 £ 000</b>	<b>2024 £ 000</b>
<b>Fixed assets</b>			
Investments	13	<u>271,462</u>	<u>271,462</u>
<b>Current assets</b>			
Debtors	15	8,933	7,344
<b>Creditors:</b> Amounts falling due within one year	17	<u>(5,273)</u>	<u>(2,043)</u>
<b>Net current assets</b>		<u>3,660</u>	<u>5,301</u>
<b>Net assets</b>		<u>275,122</u>	<u>276,763</u>
<b>Capital and reserves</b>			
Called up share capital	22	275,021	275,243
Share premium reserve	23	117	117
Capital redemption reserve	23	1,353	1,171
Profit and loss account	23	<u>(1,369)</u>	<u>232</u>
Total equity		<u>275,122</u>	<u>276,763</u>

As permitted by s408 Companies Act 2006, the Company has not presented its own Statement of comprehensive income and related notes. The Company's loss for the year is £1.1m (2024: £0.3m).

Approved and authorised by the Board on ..... and signed on its behalf by:

.....  
Graham Stuart Mark Gaddes  
Director

**BRIGHT TOPCO LIMITED**

**GROUP STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 AUGUST 2025  
EQUITY ATTRIBUTABLE TO THE PARENT COMPANY**

	Note	Called up share capital £ 000	Share premium account £ 000	Capital redemption reserve £ 000	Other reserves £ 000	Profit and loss account £ 000	Total £ 000
At 1 September 2024		275,243	117	1,171	4,467	(212,917)	68,081
Loss for the year		-	-	-	-	(79,390)	(79,390)
Foreign currency translation gains	23	-	-	-	2,514	-	2,514
Total comprehensive income		-	-	-	2,514	(79,390)	(76,876)
Cancellation of shares		(222)	-	-	-	-	(222)
Share buy back		-	-	222	-	(457)	(235)
Other movements on reserves		-	-	(41)	-	-	(41)
At 31 August 2025		<u>275,021</u>	<u>117</u>	<u>1,352</u>	<u>6,981</u>	<u>(292,764)</u>	<u>(9,293)</u>

	Note	Called up share capital £ 000	Share premium account £ 000	Capital redemption reserve £ 000	Other reserves £ 000	Profit and loss account £ 000	Total £ 000
At 1 September 2023		276,064	1,295	-	1,661	(143,351)	135,669
Loss for the year		-	-	-	-	(69,690)	(69,690)
Foreign currency translation gains	23	-	-	-	2,806	-	2,806
Total comprehensive income		-	-	-	2,806	(69,690)	(66,884)
Issue of shares		216	117	-	-	-	333
Cancellation of shares		(1,037)	-	-	-	-	(1,037)
Company restructure		-	(1,295)	-	-	124	(1,171)
Capital redemption		-	-	1,171	-	-	1,171
At 31 August 2024		<u>275,243</u>	<u>117</u>	<u>1,171</u>	<u>4,467</u>	<u>(212,917)</u>	<u>68,081</u>

The notes on pages 31 to 58 form an integral part of these financial statements.

**BRIGHT TOPCO LIMITED**

**COMPANY STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 AUGUST 2025**

	<b>Called up share capital £ 000</b>	<b>Share premium account £ 000</b>	<b>Capital redemption reserve £ 000</b>	<b>Profit and loss account £ 000</b>	<b>Total £ 000</b>
At 1 September 2024	275,243	117	1,171	232	276,763
Loss for the year	-	-	-	(1,144)	(1,144)
Cancellation of shares	(222)	-	-	-	(222)
Share buy back	-	-	-	(457)	(457)
Capital redemption	-	-	182	-	182
At 31 August 2025	<u>275,021</u>	<u>117</u>	<u>1,353</u>	<u>(1,369)</u>	<u>275,122</u>

  

	<b>Called up share capital £ 000</b>	<b>Share premium account £ 000</b>	<b>Capital redemption reserve £ 000</b>	<b>Profit and loss account £ 000</b>	<b>Total £ 000</b>
At 1 September 2023	276,064	1,295	-	416	277,775
Loss for the year	-	-	-	(308)	(308)
Issue of shares	216	117	-	-	333
Company restructure	-	(1,295)	-	124	(1,171)
Capital redemption	-	-	1,171	-	1,171
Cancellation of shares	(1,037)	-	-	-	(1,037)
At 31 August 2024	<u>275,243</u>	<u>117</u>	<u>1,171</u>	<u>232</u>	<u>276,763</u>

The notes on pages 31 to 58 form an integral part of these financial statements.

**BRIGHT TOPCO LIMITED****CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 AUGUST 2025**

	<b>2025</b>	<b>2024</b>
	<b>£ 000</b>	<b>£ 000</b>
<b>Cash flows from operating activities</b>		
Loss for the year before taxation	(77,921)	(70,623)
Adjustments to cash flows from non-cash items		
Depreciation and amortisation	112,499	96,255
Finance income	(2,530)	(2,200)
Finance costs	77,980	60,526
Transaction fee amortisation	8,142	1,893
Foreign exchange gains/losses	(932)	(965)
Impairment loss	8,090	-
	<u>125,328</u>	<u>84,886</u>
Working capital adjustments		
(Increase)/decrease in stocks	(416)	10
Increase in debtors	(39,280)	(1,567)
(Decrease)/increase in creditors	(12,261)	14,396
Increase in provisions	112	639
Increase/(decrease) in deferred income	<u>57,244</u>	<u>(30,284)</u>
Cash generated from operations	130,727	68,080
Income taxes paid	<u>(18,634)</u>	<u>(4,178)</u>
Net cash flow from operating activities	<u>112,093</u>	<u>63,902</u>
<b>Cash flows from investing activities</b>		
Interest received	1,575	2,200
Acquisitions of tangible assets	(3,296)	(12,083)
Acquisition of intangible assets	(23,822)	(24,239)
Acquisition of subsidiary net of acquired cash	(67,204)	(109,511)
Purchase of investments	-	(5,000)
	<u>(92,747)</u>	<u>(148,633)</u>
Net cash flows from investing activities	<u>(92,747)</u>	<u>(148,633)</u>
<b>Cash flows from financing activities</b>		
Interest paid	(42,981)	(40,654)
Proceeds from issue of ordinary shares, net of issue costs	-	(704)
Share buyback	(499)	-
Proceeds from borrowings	752,466	85,814
Repayment of bank borrowing	(424,615)	-
Redemption of preference shares	(256,146)	-
Payments to finance lease creditors	(469)	(356)
Exchange gain/loss	3,450	3,801
Fair value movement on interest rate SWAP	956	-
	<u>32,162</u>	<u>47,901</u>
Net cash flows from financing activities	<u>32,162</u>	<u>47,901</u>
Net increase/(decrease) in cash and cash equivalents	51,508	(36,830)
Cash and cash equivalents at 1 September	<u>43,086</u>	<u>79,916</u>
Cash and cash equivalents at 31 August	<u>94,594</u>	<u>43,086</u>

Statement of cash flow includes cash at bank and in hand and restricted cash.

The notes on pages 31 to 58 form an integral part of these financial statements.

# BRIGHT TOPCO LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2025

### 1 General information

The Company is a private company limited by share capital, incorporated in England and Wales.

The address of its registered office is:

BPP House  
Aldine Place  
142-144 Uxbridge Road  
London  
W12 8AA

#### Principal activity of the business

The principal activity of the Group is to provide education and training services in law, finance and accountancy, technology and digital, business, nursing and health, and people and skills development both through relationships with corporates (B2B) and directly to consumers (B2C).

The Group is a global leader in education with delivery expertise spanning many different modes and academic levels, including apprenticeships, university courses, professional qualifications and professional development programmes. The Group has a track record of c.50 years in the sector, educates over 141,000 learners each year and works with over 12,000 businesses across practice and industry, many of which are on an exclusive basis. The Group delivers training programmes under multiple brands including BPP University, BPP Professional Education, Firebrand, Estio, The Digital Marketing Institute, Buttercups Training, Ascenda School of Management, Arbutus College, BPP Institute (previously known as CIC Higher Education), AIB and Sprott- Shaw College.

The Group works closely with employers and professional bodies to ensure programmes offer practical learning with skills development as a focus, which is relevant and future-facing. The programmes utilise the Group's innovative and unique learning framework, focusing on the development of skills, assessment and career success, and aligning the educational experience to focus on employability and career progression.

The Group also provides support through online communities, societies and a student association to promote engagement and satisfaction amongst learners. The student voice representative voices feedback to improve the overall student experience, whilst building connections and networks.

Courses provided by the Group are built by industry experts and feature a variety of study options wherever possible. Programmes are designed to create and provide value for learners and businesses. That value is derived through helping employers to develop and upskill their staff, in addition to helping learners achieve academic success and progress in their chosen careers. Most of the programmes are delivered through online and face to face courses, or via blended delivery methods. Delivery locations are based primarily within the United Kingdom, Canada and Australia, in addition to locations in certain European countries. Further information can be found at [www.bpp.com/about-bpp](http://www.bpp.com/about-bpp).

On 21 January 2026 the Group launched Lyceum Education Group, the new parent brand for the 11 leading specialist education businesses across the UK, mainland Europe, Canada and Australia.

### 2 Accounting policies

#### Summary of significant accounting policies and key accounting estimates

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

#### Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' and the Companies Act 2006.

#### Basis of preparation

These financial statements have been prepared using the historical cost convention except for, where disclosed in these accounting policies, certain items that are shown at fair value.

## BRIGHT TOPCO LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2025 (CONTINUED)

#### 2 Accounting policies (continued)

The presentational currency of the financial statements is Pounds Sterling, being the functional currency of the primary economic environment in which the Company operates. Monetary amounts in these financial statements are rounded to the nearest thousand pounds (£'000).

##### **Basis of consolidation**

The consolidated financial statements consolidate the financial statements of the Company and its subsidiary undertakings drawn up to 31 August 2025.

A subsidiary is an entity controlled by the Company. Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed of during the year are included in the Statement of comprehensive income from the effective date of acquisition or up to the effective date of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by the Group.

The purchase method of accounting is used to account for business combinations that result in the acquisition of subsidiaries by the Group. The cost of a business combination is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the business combination. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Any excess of the cost of the business combination over the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised is recorded as goodwill.

Inter-company transactions, balances and unrealised gains on transactions between the Company and its subsidiaries, which are related parties, are eliminated in full.

Intra-group losses are also eliminated but may indicate an impairment that requires recognition in the consolidated financial statements.

Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group. Non-controlling interests in the net assets of consolidated subsidiaries are identified separately from the Group's equity therein. Non-controlling interests consist of the amount of those interests at the date of the original business combination and the non-controlling shareholder's share of changes in equity since the date of the combination.

##### **Summary of disclosure exemptions**

The parent company is included in the consolidated financial statements and is considered to be a qualifying entity under FRS 102 paragraphs 1.8 to 1.12. The following exemptions available under FRS 102 in respect of certain disclosures for the parent company financial statements have been applied:

- No separate parent company cash flow statement with related notes is included, and
- Key management personnel compensation has not been included a second time, and
- Certain disclosures required by FRS 102.26 Share-based Payments, and
- Certain disclosures required by FRS 102.11 Basic Financial Instruments and FRS 102.12 Other Financial Instrument Issues in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of schedule 1

##### **Going concern**

###### *Going concern considerations*

The Group's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic and Directors' report. The financial position of the Group is described in the Strategic report.

In assessing the Group's ability to continue as a going concern, for the period of at least 12 months from the date the financial statements are authorised for issue, the directors give consideration to the impact of macroeconomic challenges such as UK recession, including the cost of living crisis and any global conflicts.

The Group benefits from a diversified portfolio of customers and products, with strong growth potential in various segments, which the Group has continued to deliver despite any macroeconomic challenges.

## **BRIGHT TOPCO LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2025 (CONTINUED)**

#### **2 Accounting policies (continued)**

##### **Going concern**

###### Going concern considerations

The Group's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic and Directors' report. The financial position of the Group is described in the Strategic report.

In assessing the Group's ability to continue as a going concern, for the period of at least 12 months from the date the financial statements are authorised for issue, the directors give consideration to the impact of macroeconomic challenges such as UK recession including the cost of living crisis and any global conflicts.

The Group benefits from a diversified portfolio of customers and products, with strong growth potential in various segments, which the Group has continued to deliver despite any macroeconomic challenges.

###### Forecasts

Each year detailed 5-year forecasts and scenario planning models are prepared to assess the future growth potential of the Group and the risks and opportunities that could impact that growth. The forecasts are based on the directors' and senior management's understanding and experience of market trends, seasonality and the impact of regulation on the industry. The directors expect the Group to continue to grow and diversify into new markets and geographies, supporting further growth in student numbers, which remains a key driver of the Group's performance.

The forecasts review profitability, liquidity, and leverage which showed there was significant headroom in all areas. The Group conducts regular cash flow forecasting which demonstrates a cash flow focus and shows an increasing cash position in these future forecasts. Note there are no ongoing performance covenants (financial or non financial) attached to the Senior Term Facilities Agreement and no ongoing capital repayments required. Therefore, there is no expectation of a breach and liquidity is not seen as a material risk. The Group is forecast to improve its financial performance and reduce the level of leverage.

On 15 May 2025, the Group completed a structured refinancing of its preference shares and senior debt facility. A new £710m senior term loan agreement was entered into, replacing the existing financing arrangement. The new Senior Term loan facilitated the repayment of the existing loan arrangement as well as the repayment of preferential shareholders held within Bright Midco Ltd. The super senior revolving credit facility was also increased from £25m to £50m on the same date.

In December 2025, Bright Topco Limited completed an additional refinancing of its debt facility, entering into a £150 million new Senior Term loan agreement with a maturity of 15 May 2032. Interest is charged on the debt facility at 5% plus SONIA. The Group signed an option for an additional £50 million CAR facility, with a maturity of 15 May 2032. At the same time, the super senior revolving credit facility was increased from £50 million to £100 million, with a maturity date of 15 November 2031. The CAR facility and super senior credit facility remain undrawn at the date of signing the financial statements. The Company used the proceeds of the new Senior Term loan and its own funds available to pay dividends of £175 million to its shareholders.

The recent conflict in the Middle East has not had a direct impact on student enrolment, volumes or the Group's performance.

Bright Topco Limited and its subsidiaries have committed through a letter of support that they will provide financial support to each other to enable them to meet their liabilities as they fall due.

###### Conclusion

After careful consideration of the above, the directors have a reasonable expectation that Company and Group have adequate resources to continue in operational existence and operate within level of their facilities for the foreseeable future and they continue to adopt going concern basis in preparing annual report and accounts.

##### **Critical accounting judgements and key sources of estimation uncertainty**

In the application of the Company's accounting policies, 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 to be relevant. Actual results may differ from these estimates.

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

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2025  
(CONTINUED)**

**2 Accounting policies (continued)**

**Investment valuation**

The Company conducts an impairment review of its investment in the subsidiary undertaking as and when events or changes in circumstances indicate that the carrying amount may not be recoverable. Determining whether the investment is impaired requires an estimation of the recoverable amount, which requires the Company to estimate the value in use based on future cash flows and a suitable discount rate in order to calculate the present value. The value in use is compared to the carrying amount of the investment as at the Statement of Financial Position date. In particular, when computing the recoverable amount and valuations, internal forecasts, discount rates, routine rate of return and long-term growth rates for the region are deemed reliable for projecting revenue growth. Internal forecasts including revenue and operating expenditure have been determined using prior period results and expectations of future growth within the industry that the Company operates in. The growth rates used as described above are consistent with those included in industry reports also specific to the industry which the Company operates in. It is therefore deemed that management are required to make judgements and estimates in determining whether the fair value of the investment in the subsidiary has fallen below its carrying value.

**Judgements**

The critical judgements that had significant effect on amounts recognised in the financial statements are as follows.

**Brand Valuation**

When calculating brand value on acquisitions, the Group uses internal forecasts, discount rates, routine rate of return and long-term growth rates for the region which are deemed reliable for projecting revenue growth. Internal forecasts including revenue and operating expenditure have been determined using prior period results and expectations of future growth within the industry that the Group operates in. In determining the discount rate, gearing of listed comparable groups was considered. The growth rates used as described above are consistent with those included in industry reports also specific to the industry which the Group operates in. Management are required to make judgements and estimates in determining the value of brands of companies it acquires.

**Goodwill Allocation**

When allocating goodwill to cash-generating units ('CGUs'), management exercises judgement in assessing the extent to which an acquired business contributes to each CGU. Where management concludes that the acquisition gives rise to significant synergies across the Group, a proportion of goodwill is allocated to the relevant CGU's using a reasonable and supportable basis. Goodwill is attributed using EBITDA expected to arise from identifiable synergies, assessed individually where management has a high degree of conviction, applying a conservative risk-weighted adjustment to synergies with a longer-term outlook.

**Key sources of estimation uncertainty**

No key sources of estimation uncertainty have been identified by management in preparing these financial statements other than those detailed in these accounting policies.

**Revenue recognition**

Turnover is recognised when the following conditions are fulfilled:

- services have been rendered or the delivery has occurred,
- the amount of revenue can be reasonably measured,
- the costs incurred, or to be incurred, in relation to the transaction can be reasonably measured.

Turnover is presented net of scholarships, discounts, and net of VAT and other sales-related taxes collected and remitted to governmental authorities.

## **BRIGHT TOPCO LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2025 (CONTINUED)**

#### **2 Accounting policies (continued)**

##### **Tuition and educational turnover**

Substantially all of the Group's net turnover is composed of tuition and fees from educational programmes that consist of students in short-term, non-degree programmes, students who purchase certain self-study and/or asynchronous programmes and students enrolled in degree and non-degree programmes lasting multiple years. Tuition turnover is recognised over the length of the course and/or programme. Tuition income received or charged in advance are accounted for in liabilities and released over the period of the course. For tuition fees invoiced in advance but where cash is yet to be received, a current liability and corresponding current asset is raised when it is probable that future economic benefits are expected to flow to the entity.

##### **Educational materials**

Sales of educational materials are recognised when goods have been delivered to the student, the student has accepted the goods and the related receivable is measurable. This income is recognised when the service takes place.

##### **Other education-related income**

Other education-related income primarily consists of non-tuition income associated with providing educational services such as professional services, enrolment application fees and receipt of certain government subsidies.

##### **Discounts**

Discounts represent institutional scholarships, early payment discounts and promotions. This includes reductions in charges for tuition or other fees from our standard rates typically provided to corporate and other employer students. Discounts are generally recognised over the period of instruction in the same manner as the related tuition revenue to which the discount relates.

Collected but unremitted sales and other indirect taxes are included as a liability in the Group's statement of financial position.

When cash inflows are deferred and represent a financing arrangement, and not settled in cash, the fair value of consideration is present value of future receipts. The difference between fair value of consideration and nominal amount received is recognised as interest income. The element of financing is deemed immaterial and disregarded in measurement of revenue.

##### **Government grants**

Government grants are recognised based on the accrual model and are measured at the fair value of the asset received or receivable. Grants are classified as relating either to revenue or to assets. Grants relating to revenue are recognised in income over the period in which the related costs are recognised. Grants relating to assets are recognised over the expected useful life of the asset. Where part of a grant relating to an asset is deferred, it is recognised as deferred income.

##### **Foreign currency transactions and balances**

Transactions in foreign currencies are initially recorded at the functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated into the respective functional currency of the entity at the rates prevailing on the reporting period date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the initial transaction dates.

Non-monetary items measured in terms of historical cost in a foreign currency are not retranslated.

##### **Tax**

The tax expense for the period comprises current and deferred tax. Tax is recognised in the statement of comprehensive income, except that a charge attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

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

## BRIGHT TOPCO LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2025 (CONTINUED)

#### 2 Accounting policies (continued)

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements and on unused tax losses or tax credits in the Group. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

The carrying amount of deferred tax assets are reviewed at each reporting date and a valuation allowance is set up against deferred tax assets so that the net carrying amount equals the highest amount that is more likely than not to be recovered based on current or future taxable profit.

#### Tangible assets

Tangible assets are stated in the statement of financial position at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of tangible assets includes directly attributable incremental costs incurred in their acquisition and installation.

#### Depreciation

Depreciation is charged so as to write off the cost of assets, other than land and properties under construction over their estimated useful lives, as follows:

<b>Asset class</b>	<b>Depreciation method and rate</b>
Freehold buildings	over an expected useful life of 5 to 50 years
Short leasehold	over the life of the lease
Equipment	over an expected useful life of 3 to 10 years
Fixtures and fittings	over an expected useful life of 5 to 10 years

#### Business combinations

Business combinations are accounted for using the purchase method. The consideration for each acquisition is measured at the aggregate of the fair values at acquisition date of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquired, plus any costs directly attributable to the business combination. When a business combination agreement provides for an adjustment to the cost of the combination contingent on future events, the Group includes the estimated amount of that adjustment in the cost of the combination at the acquisition date if the adjustment is probable and can be measured reliably. The identifiable assets and liabilities acquired have been recognised at their fair values at the acquisition date. The fair value of certain identifiable intangible assets, including brand value, and the associated deferred tax is provisional pending completion of further valuation work. Any adjustments arising will be recognised within the measurement period in accordance with FRS 102.19.19.

#### Intangible assets

Goodwill arising on the acquisition of an entity represents the excess of the cost of acquisition over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the entity recognised at the date of acquisition. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is held in the currency of the acquired entity and revalued to the closing rate at each reporting period date.

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Intangible assets acquired on business combinations are recognised separately from goodwill at the acquisition date where it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the fair value of the asset can be measured reliably, the intangible asset arises from contractual or other legal rights, and the intangible asset is separable from the entity.

#### Amortisation

Amortisation is provided on intangible assets so as to write off the cost, less any estimated residual value, over their useful life as follows:

<b>Asset class</b>	<b>Amortisation method and rate</b>
Software & licenses	over an expected useful life of 3 to 5 years
Other intangibles	over an expected useful life of 2 to 10 years
Purchased brands	over 10 years
Purchased goodwill	over 10 years

## **BRIGHT TOPCO LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2025 (CONTINUED)**

#### **2 Accounting policies (continued)**

##### **Investments**

Investments in equity shares which are publicly traded or where the fair value can be measured reliably are initially measured at fair value, with changes in fair value recognised in profit or loss. Investments in equity shares which are not publicly traded and where fair value cannot be measured reliably are measured at cost less impairment.

Interest income on debt securities, where applicable, is recognised in income using the effective interest method. Dividends on equity securities are recognised in income when receivable.

##### **Cash and cash equivalents**

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

##### **Trade debtors**

Trade debtors are amounts due from customers for goods sold or services performed in the ordinary course of business.

Trade debtors are recognised initially at the transaction price. All trade debtors are repayable within one year and hence are included at the undiscounted cost of cash expected to be received. A provision for the impairment of trade debtors is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the debtors.

##### **Stocks**

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost is determined using the first-in, first-out (FIFO) method and the average cost method, depending on the stock item. With respect to course materials, external creative costs and artwork costs of new titles are absorbed into the costs of the first print run. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs necessary to make the sale.

At each reporting date, stocks are assessed for impairment. If stocks are impaired, the carrying amount is reduced to its selling price less costs to complete and sell; the impairment loss is recognised immediately in profit or loss.

##### **Trade creditors**

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if the Group does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

Trade creditors are recognised initially at the transaction price and all are repayable within one year and hence are included at the undiscounted amount of cash expected to be paid.

##### **Borrowings**

Interest-bearing borrowings are initially recorded at fair value, net of transaction costs. Interest-bearing borrowings are subsequently carried at amortised cost, with the difference between the proceeds, net of transaction costs, and the amount due on redemption being recognised as a charge to the Company statement of comprehensive income over the period of the relevant borrowing.

Interest expense is recognised on the basis of the effective interest method and is included in interest payable and similar charges.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

## **BRIGHT TOPCO LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2025 (CONTINUED)**

#### **2 Accounting policies (continued)**

##### **Provisions**

Provisions are recognised when the Group has a legal or constructive present obligation as a result of a past event, it is probable that the Group will be required to settle that obligation and 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 reporting end date, taking into account the risks and uncertainties surrounding the obligation. Where the effect of the time value of money is material, the amount expected to be required to settle the obligation is recognised at present value. When a provision is measured at present value, the unwinding of discount is recognised as a finance cost in the Statement of Comprehensive Income in the period in which it arises.

##### **Dilapidations provision**

The provision for dilapidations represents costs that are expected to be incurred on expiration of the lease term to return property back to its original condition. An asset is recognised and depreciated on a straight-line basis over the lease term. A liability is recognised at net present value of expenditure expected to settle the obligation. The estimated future costs of dilapidation are reviewed on an annual basis and adjusted as appropriate when new information is obtained. Changes in estimates are capitalised or reversed against leasehold costs. Changes in estimates are discounted at a pre-tax rate reflecting current market assumptions of the time value of money.

##### **Interest receivable and similar income**

Interest income is recognised when it is probable that the economic benefit will flow to the Company and the amount of revenue can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

##### **Interest payable and similar expenses**

Interest payable and similar expenses include interest payable, finance leases recognised in Statement of comprehensive income using the effective interest method, unwinding of the discount on provisions, and net foreign exchange losses that are recognised in the Statement of comprehensive income.

##### **Leases**

Leases in which substantially all the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease.

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee.

Assets held under finance leases are recognised at the lower of their fair value at inception of the lease and the present value of the minimum lease payments. These assets are depreciated on a straight-line basis over the shorter of the useful life of the asset and the lease term. The corresponding liability to the lessor is included in the statement of financial position as a finance lease obligation.

Lease payments are apportioned between finance costs in the Statement of comprehensive income and reduction of the lease obligation so as to achieve a constant periodic rate of interest on the remaining balance of the liability.

Where the Group transfers substantially all the risks and rewards of ownership, the arrangement is classified as a finance lease and a receivable is recognised at an amount equal to the net investment in the lease. Recognition of finance income is based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the finance lease.

##### **Share capital**

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2025  
(CONTINUED)**

**2 Accounting policies (continued)**

**Defined contribution pension obligation**

A defined contribution plan is a pension plan under which fixed contributions are paid into a pension fund and the Group has no legal or constructive obligation to pay further contributions even if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

Contributions to defined contribution plans are recognised as employee benefit expense when they are due. If contribution payments exceed the contribution due for service, the excess is recognised as a prepayment.

**Employee benefits**

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the Company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

**Financial instruments**

***Classification***

Financial instruments are classified and accounted for according to the substance of the contractual arrangement, as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Where shares are issued, any component that creates a financial liability of the Company is presented as a liability on the statement of financial position. The corresponding dividends relating to the liability component are charged as interest expenses in the statement of comprehensive income.

***Recognition and measurement***

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

***Impairment***

Assets, other than those measured at fair value, are assessed for indicators of impairment at each statement of financial position date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss as described below.

A non-financial asset is impaired where there is objective evidence that, as a result of one or more events that occurred after initial recognition, the estimated recoverable value of the asset has been reduced. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.

The recoverable amount of goodwill is derived from measurement of the present value of the future cash flows of the cash-generating units (CGUs) of which the goodwill is a part. Any impairment loss in respect of a CGU is allocated first to the goodwill attached to that CGU, and then to other assets within that CGU on a pro-rata basis.

Where indicators exist for a decrease in impairment loss, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised. Where a reversal of impairment occurs in respect of a CGU, the reversal is applied first to the assets (other than goodwill) of the CGU on a pro-rata basis and then to any goodwill allocated to that CGU.

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

For financial assets carried at cost less impairment, the impairment loss is the difference between the asset's carrying amount and the best estimate of the amount that would be received for the asset if it were to be sold at the reporting date.

## BRIGHT TOPCO LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2025 (CONTINUED)

#### 2 Accounting policies (continued)

Where indicators exist for a decrease in impairment loss, and the decrease can be related objectively to an event occurring after the impairment was recognised, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired financial asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

#### 3 Turnover

The analysis of the Group's turnover for the year from continuing operations is as follows:

	<b>2025</b> <b>£ 000</b>	<b>2024</b> <b>£ 000</b>
Tuition	437,411	384,598
Materials	24,090	16,913
	<u>461,501</u>	<u>401,511</u>

Comparative turnover has been reclassified to align with the current year's presentation of revenue by type. This reclassification has no impact on total turnover or profit for the comparative period.

The analysis of the Group's turnover for the year by market is as follows:

	<b>2025</b> <b>£ 000</b>	<b>2024</b> <b>£ 000</b>
UK	419,592	368,573
Europe	15,362	16,493
Rest of world	26,547	16,445
	<u>461,501</u>	<u>401,511</u>

#### 4 Operating loss

Arrived at after charging/(crediting)

	<b>Note</b>	<b>2025</b> <b>£ 000</b>	<b>2024</b> <b>£ 000</b>
Foreign exchange losses		932	967
Depreciation of owned fixed assets	12	7,161	7,340
Depreciation of tangible fixed assets held under finance leases	12	310	414
Amortisation expense	11	105,040	88,917
Operating lease charges		12,177	10,185
Cost of stock recognised as an expense		6,663	6,916
Profit on disposal of property, plant and equipment		(1)	-
Impairment of goodwill		8,090	-
		<u>8,090</u>	<u>-</u>

## BRIGHT TOPCO LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2025 (CONTINUED)

#### 5 Interest receivable and similar income

	Note	2025 £ 000	2024 £ 000
Unwinding of discount on provisions	20	27	243
Interest income on bank deposits		1,556	1,957
Net changes in fair value of hedged item in a fair value hedge		955	-
		<u>2,538</u>	<u>2,200</u>

#### 6 Interest payable and similar expenses

	2025 £ 000	2024 £ 000
Interest on bank loans	74,731	40,493
Interest on finance leases and hire purchase contracts	102	59
Capitalised interest amortisation	8,142	1,893
Other interest payable	2,716	181
Interest on preference shares	-	19,794
Unwinding of discount on dilapidation provision	7	-
Other finance costs	431	-
	<u>86,129</u>	<u>62,420</u>

#### 7 Staff costs

The aggregate payroll costs (including directors' remuneration) were as follows:

	2025 £ 000	2024 £ 000
Wages and salaries	138,812	130,432
Social security costs	15,093	12,638
Pension costs, defined contribution scheme	6,515	5,664
	<u>160,420</u>	<u>148,734</u>

Staff costs include amounts recognised in the profit and loss account and capitalised staff costs. Prior year figures have been revised.

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

	2025 No.	2024 No.
Tutors	1,261	995
Academics	217	54
Administration and services	1,162	1,233
Sales, marketing and customer service	567	475
Materials, production and dispatch	118	82
	<u>3,325</u>	<u>2,839</u>

#### Company

The Company incurred no staff costs and had no employees.

**BRIGHT TOPCO LIMITED****NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2025  
(CONTINUED)****8 Directors' remuneration**

In respect of the highest paid director:

	<b>2025</b>	<b>2024</b>
	<b>£ 000</b>	<b>£ 000</b>
Remuneration	842	796
Company contributions to defined contribution pension schemes	<u>28</u>	<u>26</u>

The total amount remunerated to directors of the Company by its subsidiaries was £1.451 million (2024: £1.386 million).

**9 Auditor's remuneration**

	<b>2025</b>	<b>2024</b>
	<b>£ 000</b>	<b>£ 000</b>
Audit of the financial statements of the Group and Company	<u>178</u>	<u>85</u>
<b>Other fees to auditors</b>		
Audit of the financial statements of the Company's subsidiaries	791	1,004
All other non-audit services	<u>295</u>	<u>192</u>
	<u>1,086</u>	<u>1,196</u>

**10 Taxation**

Tax charged/(credited) in the Group statement of comprehensive income

	<b>2025</b>	<b>2024</b>
	<b>£ 000</b>	<b>£ 000</b>
<b>Current taxation</b>		
UK corporation tax	11,820	8,076
<b>Deferred taxation</b>		
Arising from origination and reversal of timing differences	<u>(10,351)</u>	<u>(9,009)</u>
Tax expense/(receipt) in the statement of comprehensive income	<u>1,469</u>	<u>(933)</u>

**BRIGHT TOPCO LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2025  
(CONTINUED)**

**10 Taxation (continued)**

The tax on profit before tax for the year is lower than the standard rate of corporation tax in the UK (2024 - higher than the standard rate of corporation tax in the UK) of 25% (2024 - 25%).

The differences are reconciled below:

	<b>2025</b> <b>£ 000</b>	<b>2024</b> <b>£ 000</b>
Loss before tax	<u>(77,921)</u>	<u>(70,623)</u>
Corporation tax at standard rate	(19,480)	(17,656)
Non-qualifying depreciation	1,191	1,139
Expenses not deductible for tax purposes	8,103	5,114
Income not taxable for tax purposes	685	(346)
Capital gains	339	(233)
Goodwill amortisation	10,955	8,175
Differences in overseas tax rates	-	(674)
Decrease in UK and foreign current tax from adjustment for prior periods	(4,050)	(923)
Deferred tax - adjustments relating to prior years	4,607	4,494
Impact of recognising deferred tax at the future tax rate	-	(785)
Deferred tax not recognised	-	1,087
Timing differences not recognised	(106)	(325)
Effect of tax losses	2	-
Deferred tax expense from unrecognised tax loss or credit	4,523	-
Decrease in UK and foreign current tax from unrecognised temporary difference from a prior period	<u>(5,299)</u>	<u>-</u>
Total tax charge/(credit)	<u>1,469</u>	<u>(933)</u>

**Deferred tax**

**Group**

**Deferred tax assets and liabilities**

<b>2025</b>	<b>Liability</b> <b>£ 000</b>
Accelerated capital allowances	7,063
Tax losses	(539)
Carried forward interest restriction	(9,078)
Deferred tax on goodwill & brand	77,004
Capital gain deferred	<u>21,684</u>
	<u>96,134</u>

<b>2024</b>	<b>Liability</b> <b>£ 000</b>
Accelerated capital allowances	(631)
Tax losses	(46)
Short term timing difference	(44)
Carried forward interest restriction	(4,026)
Deferred tax on goodwill & brand	89,443
Capital gain deferred	<u>21,340</u>
	<u>106,036</u>

**BRIGHT TOPCO LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2025 (CONTINUED)**

**11 Intangible assets**

**Group**

	<b>Purchased goodwill £ 000</b>	<b>Purchased brands £ 000</b>	<b>Software &amp; licenses £ 000</b>	<b>Other intangibles £ 000</b>	<b>Total £ 000</b>
<b>Cost or valuation</b>					
At 1 September 2024	432,198	523,103	5,610	42,427	1,003,338
Impairment	(8,090)	-	-	-	(8,090)
Additions acquired separately	56,478	-	152	23,738	80,368
Acquired through business combinations	-	-	75	3,415	3,490
Disposals	-	-	(1)	-	(1)
Foreign exchange movements	(384)	-	(6)	(61)	(451)
At 31 August 2025	<u>480,202</u>	<u>523,103</u>	<u>5,830</u>	<u>69,519</u>	<u>1,078,654</u>
<b>Amortisation</b>					
At 1 September 2024	88,666	162,858	5,290	5,062	261,876
Amortisation charge	43,820	52,310	958	7,952	105,040
Amortisation eliminated on disposals	-	-	(1)	(2)	(3)
Foreign exchange movements	(10)	-	(1)	-	(11)
Amortisation reclassifications	-	-	(1,016)	1,016	-
At 31 August 2025	<u>132,476</u>	<u>215,168</u>	<u>5,230</u>	<u>14,028</u>	<u>366,902</u>
<b>Carrying amount</b>					
At 31 August 2025	<u>347,726</u>	<u>307,935</u>	<u>600</u>	<u>55,491</u>	<u>711,752</u>
At 31 August 2024	<u>343,532</u>	<u>360,245</u>	<u>320</u>	<u>37,365</u>	<u>741,462</u>

Amortisation charged for the year has been recognised within administrative expenses.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2025  
(CONTINUED)**

**11 Intangible assets (continued)**

**Goodwill impairment**

The Group tests goodwill annually for impairment at the statement of financial position date. The recoverable amounts of the CGUs are determined from value-in-use calculations.

The key assumptions for the value-in-use calculations are those regarding discount rates, revenue growth rates and expected changes to operating costs during the period. Management estimate discount rates using pre-tax rates that reflect the market assessment of the time value of money and the risks specific to each CGU, where appropriate using independent specialists to develop the methodology, analyse local market data and company-specific risk factors, to determine the resulting discount rates.

The growth rates and operating forecasts are based on the financial budgets approved by the Directors covering a five-year period, together with a variable long-term average growth rate of 3% thereafter. The forecasts take into account management's past business experience, expected market conditions and sector growth rates. The value-in-use calculations do not include the benefit of synergies, which increases the sensitivity of certain CGUs to changes in forecast performance.

Management has considered various alternative performance scenarios for each CGU, including sensitising all of the key assumptions noted above. The principal sensitivity in assessing value in use is the level of forecast future growth in EBITDA. The value-in-use calculations assume growth in EBITDA over the forecast period, primarily as a result of growth in enrolment numbers. An adverse change in forecast enrolment numbers, and therefore EBITDA, may result in the carrying value of CGUs exceeding their recoverable amounts.

The most sensitive CGU to an adverse change in assumptions that could result in an impairment is the North America CGU. The key assumptions used in the forecast cash flows relate to revenue growth rates, which are based on past business experience, adjusted for the strategic direction of the Group and expected market conditions. This includes forecasting enrolment levels and future tuition fees. The key assumptions and judgements relating to enrolment forecasts and the allocation of goodwill to CGUs for the North America CGU are significant to the impairment assessment. Future changes to these assumptions could materially affect the carrying value of the North America CGU.

**Enrolment numbers**

**Methodology:** Cash flows reflect expected enrolments based on actual current enrolments for FY25, changes in class offerings and historical evidence of enrolment increases across similar CGUs.

**Estimation uncertainty:** Although short-term enrolment numbers are supported by actual post year-end enrolments, given the nature of the Group's business model, longer-term enrolment levels necessarily include estimation uncertainty.

Management has carried out a full impairment assessment of the North America CGU based on the assumptions and sensitivities outlined above and has determined that an adverse outcome relative to forecast EBITDA has resulted in the recognition of an impairment charge of £8.1m. The impairment charge has been recognised in operating expenses.

The impairment assessment remains sensitive to changes in forecast enrolment volumes and EBITDA performance. Management considers that a 25% reduction in forecast revenue resulting a reduction in forecast EBITDA of 18% would lead to an increase in the impairment of £ 5.2m.

Management has not identified any reasonably possible changes that would give rise to an impairment in any other CGU.

**BRIGHT TOPCO LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2025 (CONTINUED)**

**12 Tangible assets**

**Group**

	<b>Freehold land &amp; buildings £ 000</b>	<b>Short leasehold £ 000</b>	<b>Fixtures and fittings £ 000</b>	<b>Equipment £ 000</b>	<b>Motor vehicles £ 000</b>	<b>Total £ 000</b>
<b>Cost or valuation</b>						
At 1 September 2024	93,740	18,186	1,225	6,849	-	120,000
Additions	938	1,376	351	667	-	3,332
Acquired through business combinations	-	134	591	303	6	1,034
Disposals	-	(369)	-	-	-	(369)
Foreign exchange movements	-	(23)	(19)	6	-	(36)
At 31 August 2025	<u>94,678</u>	<u>19,304</u>	<u>2,148</u>	<u>7,825</u>	<u>6</u>	<u>123,961</u>
<b>Depreciation</b>						
At 1 September 2024	7,436	1,621	385	3,283	-	12,725
Charge for the year	2,406	2,753	269	2,043	-	7,471
Eliminated on disposal	-	(369)	-	-	-	(369)
Foreign exchange movements	-	(2)	-	8	-	6
At 31 August 2025	<u>9,842</u>	<u>4,003</u>	<u>654</u>	<u>5,334</u>	<u>-</u>	<u>19,833</u>
<b>Carrying amount</b>						
At 31 August 2025	<u>84,836</u>	<u>15,301</u>	<u>1,494</u>	<u>2,491</u>	<u>6</u>	<u>104,128</u>
At 31 August 2024	<u>86,304</u>	<u>16,565</u>	<u>840</u>	<u>3,566</u>	<u>-</u>	<u>107,275</u>

## BRIGHT TOPCO LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2025 (CONTINUED)

#### 12 Tangible assets (continued)

##### Assets held under finance leases and hire purchase contracts

The net carrying amount of tangible assets includes the following amounts in respect of assets held under finance leases and hire purchase contracts:

	2025 £ 000	2024 £ 000
Equipment	869	759

The depreciation charged on assets held under finance leases and hire purchase contracts is £310,000 (2024: £414,000).

#### 13 Investments

	Group		Company	
	2025 £ 000	2024 £ 000	2025 £ 000	2024 £ 000
Investments in subsidiaries	5,000	5,000	271,462	271,462

##### Company

Subsidiaries	£ 000
<b>Cost or valuation</b>	
At 1 September 2024 and 31 August 2025	271,462
<b>Carrying amount</b>	
At 1 September 2024 and 31 August 2025	271,462

##### Details of undertakings

Details of the investments in which the Company holds 20% or more of the nominal value of any class of share capital are as follows:

Undertaking	Registered office	Holding	Proportion of voting rights and shares held	
			2025	2024
<b>Subsidiary undertakings</b>				
Bright Midco Limited**	UK	Ordinary	100%	100%
Bright Acquisitions Limited **	UK	Ordinary	100%	100%
BPPH1 Ltd **	UK	Ordinary	100%	100%
Staysharp Education Limited **	UK	Ordinary	100%	100%
Actuarial Education Company Ltd	UK	Ordinary	99%	99%
BPP Actuarial Education Ltd	UK	Ordinary	100%	100%
BPP China Ltd	Hong Kong	Ordinary	100%	100%
BPP(CI) Ltd	Channel Islands	Ordinary	100%	100%
BPP Enterprise Management Consulting (Shanghai) Co , Ltd	China	Ordinary	100%	100%

## BRIGHT TOPCO LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2025 (CONTINUED)

#### 13 Investments (continued)

Undertaking	Registered office	Holding	Proportion of voting rights and shares held	
BPPH2 Ltd **	UK	Ordinary	100%	100%
BPP Holdings Ltd	UK	Ordinary	100%	100%
BPP International Ltd **	UK	Ordinary	100%	100%
BPP Learning Media Ltd **	UK	Ordinary	100%	100%
BPP Malaysia SDN BHD	Malaysia	Ordinary	100%	100%
BPP Offshore Group Ltd	Jersey	Ordinary	100%	100%
BPP Professional Education Ltd	UK	Ordinary	100%	100%
BPP Professional Education SP z o o	Poland	Ordinary	100%	100%
BPP Services Ltd **	UK	Ordinary	100%	100%
BPP Singapore PTE Ltd	Singapore	Ordinary	100%	100%
BPP University Ltd	UK	Ordinary	100%	100%
Bright Finco Limited**	UK	Ordinary	100%	100%
Bright Intermediateco Ltd**	UK	Ordinary	100%	100%
Business Training Romania SRL	Romania	Ordinary	100%	100%
Verano Acquisition Limited **	UK	Ordinary	100%	100%
Project Dahl Topco Ltd **	UK	Ordinary	100%	100%
Project Dahl Bidco Ltd **	UK	Ordinary	100%	100%
Estio Training Limited **	UK	Ordinary	100%	100%
Estio Technology Recruitment Ltd **	UK	Ordinary	100%	100%
Softech UK Holdings Ltd **	UK	Ordinary	100%	100%
Firebrand Training Ltd	UK	Ordinary	100%	100%
Softech DACH Holdings Ltd **	UK	Ordinary	100%	100%
Firebrand Training GmbH Ltd	Germany	Ordinary	100%	100%
Firebrand Training Nordics	Denmark	Ordinary	100%	100%
Softech Benelux Holdings Ltd **	UK	Ordinary	100%	100%
Firebrand Training Benelux BV	Netherlands	Ordinary	100%	100%
Northside Acquisitions Ltd	Ireland	Ordinary	100%	100%
Digital Marketing Holdings Ltd	Ireland	Ordinary	100%	100%
Digital Marketing Institute Group Limited	Ireland	Ordinary	100%	100%
Digital Marketing International Limited	Ireland	Ordinary	100%	100%

## BRIGHT TOPCO LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2025 (CONTINUED)

#### 13 Investments (continued)

Undertaking	Registered office	Holding	Proportion of voting rights and shares held	
Digital Marketing Institute Limited	Ireland	Ordinary	100%	100%
Digital Marketing Institute Australia Pty Limited (Australia)	Australia	Ordinary	100%	100%
Digital Marketing Institute International Inc (US)	US	Ordinary	100%	100%
Acsenda School of Management	Canada	Ordinary	100%	100%
Arbutus College of Communication Arts, Business and Technology Inc	Canada	Ordinary	100%	100%
BPP Institute Pty Ltd (formerly CIC Higher Education Pty Ltd)	Australia	Ordinary	100%	100%
Digital Marketing Institute Nominees Limited	Ireland	Ordinary	100%	100%
Buttercups Group Limited**	UK	Ordinary	100%	100%
Buttercups Holdings Limited **	UK	Ordinary	100%	100%
Buttercups Training Limited **	UK	Ordinary	100%	100%
Lyceum Education (International) Limited **	UK	Ordinary	100%	100%
Lyceum Education Group Limited **	UK	Ordinary	100%	100%
Lyceum Professional Education Limited **	UK	Ordinary	100%	100%
1424835 B C Ltd	Canada	Ordinary	100%	100%
BPP Boston LLC (formerly EduCo Boston LLC)	US	Ordinary	100%	100%
BPP Education Nebraska LLC (formerly EduCo Nebraska LLC)	US	Ordinary	100%	100%
BPP North America Inc (formerly Educo USA Inc)	US	Ordinary	100%	100%
Little Collins Holdings Ltd	Canada	Ordinary	100%	100%
Stanley Aus HoldCo Pty Ltd	Australia	Ordinary	100%	100%
Stanley US HoldCo Inc	US	Ordinary	100%	100%
Blue Acquisitions Limited	Canada	Ordinary	100%	0%
Sprott Shaw College Corp.	Canada	Ordinary	100%	0%
AIB Education Group Pty Ltd	Australia	Ordinary	100%	0%
Australian Institute of business Pty Ltd	Australia	Ordinary	100%	0%
AIB Education Pty Ltd	Australia	Ordinary	100%	0%
AIB Canada Pty Ltd	Australia	Ordinary	100%	0%

## **BRIGHT TOPCO LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2025 (CONTINUED)**

#### **13 Investments (continued)**

##### **Details of undertakings**

Directly held: All other holdings in subsidiary holdings are indirectly held by virtue of the Company's direct investment in its directly held subsidiaries and their respective subsidiary holdings.

\*\*Subsidiary has taken advantage of the audit exemption set out within section 479A of the Companies Act 2006 for the year ended 31 August 2025.

The registered address for the UK-based subsidiaries listed is BPP House, 142-144 Uxbridge Road, Aldine Place, London, W12 8AA, UK.

The registered address for BPP (CI) Limited, BPP Offshore Group Limited and Jersey International Business School is 39 Don Street, St Helier, Jersey JE2 4TR.

The registered address for subsidiary companies incorporated in Hong Kong is Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.

The registered address for subsidiary companies incorporated in China is Room 721 and 723, 7F, No.2, Building 2, No.999 Middle Huaihai Road, Xuhui District, Shanghai, China.

The registered address for subsidiary companies incorporated in Malaysia is Unit 3001, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No.8 Jalan Kerinchi, 59200 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia.

The registered address for subsidiary companies incorporated in Poland is Tytusa Chalubinskiego 8, 00-613 Warsaw, Poland.

The registered address for subsidiary companies incorporated in Romania is G-ral Vasile Milea, Far Entrance, Room 17, Floor 2, District 6, Bucharest, Romania.

The registered address for subsidiary companies incorporated in Singapore is 77 Robinson Road, #13-00 Robinson 77, Singapore 068896.

The registered address for subsidiary company incorporated in Germany is Heinz-Meisse Strasse 98, Rotenburg an der Fulda, 36199 Germany.

The registered address for subsidiary company incorporated in Netherlands is Kerkenbos 12-36B, 6546 BE, Nijmegen, Netherlands.

The registered address for subsidiary company incorporated in Denmark is Frydenlundsvej 30, 2950 Vedbaek, Denmark.

The registered address for Project Dahl Bidco Ltd., Project Dahl Topco Ltd., Estio Technology Recruitment Ltd and Estio Training Ltd is Central House, Central Park, New Lane, Leeds, England LS11 SDZ.

The registered address for Softech UK Holdings Ltd., Softech DACH Holdings Ltd., Softech Benelux Holdings Ltd., Firebrand Training Ltd is 27 Old Gloucester Street, London, England WC1N 3AX.

The registered address for subsidiary companies incorporated in Ireland is Duncan House, 14 Carysfort Ave, Blackrock, Co Dublin A94 D4E1.

The registered address for subsidiary company Ascenda School of Management is 2900-550 Burrard Street, Vancouver, BC V6C 0A3.

## BRIGHT TOPCO LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2025 (CONTINUED)

#### 13 Investments (continued)

The registered address for subsidiary company Arbutus College is 473 West Hastings Street, Vancouver, British Columbia V6B 1L4, Canada.

The registered address for subsidiary BPP Institute Pty Ltd is Level 4, 108 Lonsdale Street, Melbourne VIC 3000, Australia.

The registered address for subsidiary company Buttercups Group Limited is Buttercups House, Castle Marina Road, Castlebridge Village, Nottingham, United Kingdom NG7 1TN.

The registered address for subsidiary company Buttercups Holdings Limited is Buttercups House, Castle Marina Road, Castlebridge Village, Nottingham, United Kingdom NG7 1TN.

The registered address for subsidiary company Buttercups Training Limited is Buttercups House, Castlebridge Office Village, Castle Marina Road, Nottingham, England NG7 1TN.

The registered address for subsidiary company 1424835 BC Limited is 2900-550 Burrard Street, Vancouver, BC V6C 0A3.

The registered address for subsidiary companies Blue Acquisitions Limited and Sprott Shaw College Corp is 2900-550 Burrard Street, Vancouver, BC V6C 0A3.

The registered address for subsidiary companies AIB Education Group Pty Ltd, AIB Education Pty Ltd, Australian Institute of Business Pty Ltd and AIB Canada Pty Ltd is Level 16, 1 King William Street, Adelaide, SA, 5000, Australia.

#### 14 Stocks

	Group		Company	
	2025 £ 000	2024 £ 000	2025 £ 000	2024 £ 000
Finished goods and goods for resale	1,322	906	-	-

#### 15 Debtors

	Group		Company	
	2025 £ 000	2024 £ 000	2025 £ 000	2024 £ 000
Trade debtors	86,610	46,056	-	-
Amounts owed by group undertakings	-	-	8,400	7,139
Prepayments	10,850	11,258	-	-
Accrued income	51,156	39,067	-	-
Other debtors	2,978	7,524	-	-
Other taxes	-	-	-	52
Corporation tax asset	1,055	-	533	153
	152,649	103,905	8,933	7,344
Less non-current portion	(7,298)	(6,669)	-	-
	145,351	97,236	8,933	7,344

Amounts owed from group undertakings represent loans repayable on demand. Interest is charged on the loan balances at 4.00% (2024: 2.75%) above the monthly SONIA rate.

**BRIGHT TOPCO LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2025  
(CONTINUED)**

**15 Debtors (continued)**

	Group		Company	
	2025 £ 000	2024 £ 000	2025 £ 000	2024 £ 000
<b>Non-current</b>				
Prepayments	39	65	-	-
Accrued income	7,259	6,604	-	-
	<u>7,298</u>	<u>6,669</u>	<u>-</u>	<u>-</u>

**16 Restricted cash**

	Group		Company	
	2025 £ 000	2024 £ 000	2025 £ 000	2024 £ 000
Restricted cash	<u>82</u>	<u>126</u>	<u>-</u>	<u>-</u>

Employer apprenticeship funds relate to cash received by the Group on behalf of employers (BPP's customers) who enrol their 16-18 year old employees/apprentices onto courses. This cash is classed as restricted cash as it does not belong to the Group, BPP merely acts as an intermediary as the training provider, drawing down funds generally, in relation to apprenticeships.

**17 Creditors**

	Note	Group		Company	
		2025 £ 000	2024 £ 000	2025 £ 000	2024 £ 000
<b>Due within one year</b>					
Fees received in advance		46,371	34,527	-	-
Deferred income		112,833	55,589	-	-
Accruals		32,621	57,535	-	-
Social security and other taxes		4,900	5,408	77	-
Other creditors		6,249	3,280	41	-
Trade creditors		10,939	10,380	-	180
Obligations under finance leases	19	269	243	-	-
External interest payable		764	42	-	-
Corporation tax liability		-	5,759	-	-
Amounts due to group undertakings		-	-	5,114	1,863
Amounts owed to parent undertakings	18	<u>41</u>	<u>-</u>	<u>41</u>	<u>-</u>
		<u>214,987</u>	<u>172,763</u>	<u>5,273</u>	<u>2,043</u>
<b>Due after one year</b>					
Loans and overdrafts	18	752,769	404,897	-	-
Other creditors		9,201	9,560	-	-
Obligations under finance leases	19	611	1,004	-	-
Redeemable preference shares		-	234,282	-	-
		<u>762,581</u>	<u>649,743</u>	<u>-</u>	<u>-</u>

## BRIGHT TOPCO LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2025 (CONTINUED)

#### 17 Creditors (continued)

Amounts owed to group undertakings represent loans repayable on demand. Interest is charged on the loan balances at 4.00% (2024: 2.75%) above the monthly SONIA rate.

On 6 July 2021 Bright Midco Limited issued preference shares of 18,011 at a value of £9,700 a share. The redemption rate of the shares was £10,000.45 a share. Interest was accrued on the shares at 6 month interest periods at a dividend rate of 9% per annum.

These shares were fully redeemed in the year.

#### 18 Loans and borrowings

##### Non-current loans and borrowings

	Group		Company	
	2025 £ 000	2024 £ 000	2025 £ 000	2024 £ 000
Loans and overdraft	<u>752,769</u>	<u>404,897</u>	<u>-</u>	<u>-</u>

On 15 May 2025, the Group completed a structured refinancing of its preference shares and senior debt facility. A new £710m senior term loan agreement was entered into, replacing the existing financing arrangement. Interest is charged on the new loan balance at 5.00% above SONIA with a maturity of 7 years after the closing date. The new Senior Term loan facilitated the repayment of the existing loan arrangement as well as the repayment of preferential shares held within Bright Midco Ltd. The super senior revolving credit facility ("SSRCF") was also increased from £25m to £50m on the same date. An additional capex and acquisition facility 'CAR' of £50m was also made available to draw down as required. The full £50.0m was drawn down in August 2025 at with a fee of 0.5% to fund the acquisitions of AIB and Sproutshaw. The key terms of the Group's borrowing facilities at 31 August 2025 are summarised below:

	Loan amount	Maturity	Interest	Amount drawn
Senior debt facility	£710.0m	15/05/2032	5.0% + SONIA*	£710.0m
Super senior revolving credit facility	£50.0m	15/11/2031	3.0% + SONIA	£nil
'CAR' facility	£50.0m	15/05/2032	5.0% + SONIA	£50.0m

\*A ratchet on the 5% rate based on trade performance is available which could decrease the rate to 4.5% + SONIA.

The existing senior term loans 1-5, held in by BPPH2 Limited were repaid in full on 15 May 2025 as part of the refinancing process. Prior to repayment, all loans were fully drawn and interest accrued was payable on a quarterly basis in arrears.

At the reporting date, the Group had secured borrowings of £810.0m, comprising the Senior Term Loan (£710.0m), the Super Senior Revolving Credit Facility (£50.0m) and the CAR Facility (£50.0m). There are no covenants attached to the facility, so no ongoing compliance requirements.

#### 19 Obligations under leases and hire purchase contracts

##### Group

##### Finance leases

The total of future minimum lease payments is as follows:

## BRIGHT TOPCO LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2025 (CONTINUED)

#### 19 Obligations under leases and hire purchase contracts (continued)

	<b>2025</b>	<b>2024</b>
	<b>£ 000</b>	<b>£ 000</b>
Not later than one year	269	243
Later than one year and not later than five years	611	1,004
	<u>880</u>	<u>1,247</u>

Finance lease payments represent rentals payable for certain items of plant and machinery. Leases include purchase options at the end of the lease period, and no restrictions are placed on the use of the assets. The average lease term is 5 years. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments.

#### Operating leases

The total of future minimum lease payments is as follows:

	<b>2025</b>	<b>2024</b>
	<b>£ 000</b>	<b>£ 000</b>
Not later than one year	13,021	5,789
Later than one year and not later than five years	38,032	36,651
Later than five years	46,947	53,763
	<u>98,000</u>	<u>96,203</u>

The amount of non-cancellable operating lease payments recognised as an expense during the year was £12,177,000 (2024 - £10,185,000).

#### Company

All leases are held by the wider Group.

#### 20 Provisions for liabilities

<b>Group</b>	<b>Deferred tax</b>	<b>Dilapidations</b>	<b>Total</b>
	<b>£ 000</b>	<b>£ 000</b>	<b>£ 000</b>
At 1 September 2024	106,038	5,010	111,048
Increase in existing provisions	-	26	26
Increase through business combinations	427	-	427
PL Credit	(10,350)	-	(10,350)
Increase due to foreign exchange differences	19	-	19
At 31 August 2025	<u>96,134</u>	<u>5,036</u>	<u>101,170</u>

At 31 August 2025, £0.5 million (2024 - £13.23 million) of the Group's provision, respectively, is due within one year, with the remainder due in over the year.

#### Dilapidations

The provision for dilapidation costs relate to costs that are expected to be incurred when leases expire through to 2037. This is provided at the present value of the expenditure expected to settle the obligation.

#### Company

There are no provisions held in the Company.

## BRIGHT TOPCO LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2025 (CONTINUED)

#### 21 Pension and other schemes

##### Defined contribution pension scheme

The Group operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the Group to the scheme and amounted to £6,118,000 (2024 - £5,389,000).

#### 22 Share capital

##### Allotted, called up and fully paid shares

	2025		2024	
	No.	£ 000	No.	£ 000
Ordinary shares of £1	274,726,486	274,726	274,948,887	274,949
Ordinary shares of £0.01	<u>29,430,400</u>	<u>294</u>	<u>29,430,400</u>	<u>294</u>
	<u>304,156,886</u>	<u>275,021</u>	<u>304,379,287</u>	<u>275,243</u>

On 2 October 2024, the Company purchased back 222,394 ordinary shares of £1 each for a total consideration of £457,761.

#### 23 Reserves

##### Share premium

The share premium account represents the amounts above the nominal value of shares issued and called up by the Company.

##### Profit and loss account

The profit and loss account reserve represents the cumulative distributable profits and losses, net of dividends and other adjustments.

##### Other reserves

Other reserves represent currency translation differences on the consolidation of the Company's subsidiaries that prepare their financial statements in a currency different to that of the Company. These reserves are seen as distributable.

##### Capital redemption reserve

Capital redemption represents the nominal value of own shares repurchased from a reduction of share capital.

## BRIGHT TOPCO LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2025 (CONTINUED)

#### 24 Analysis of changes in net debt

##### Group

	At 1 September 2024 £ 000	Financing cash flows £ 000	At 31 August 2025 £ 000
<b>Cash and cash equivalents</b>			
Cash	42,960	51,552	94,512
Restricted cash	126	(44)	82
	<u>43,086</u>	<u>51,508</u>	<u>94,594</u>
<b>Borrowings</b>			
Loans	(412,734)	(340,035)	(752,769)
Obligations under finance leases	(1,247)	368	(879)
	<u>(413,981)</u>	<u>(339,667)</u>	<u>(753,648)</u>
	<u>(370,895)</u>	<u>(288,159)</u>	<u>(659,054)</u>

#### 25 Related party transactions

The Group has taken advantage of the exemption, afforded by paragraph 33.1A of FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland, not to disclose related party transactions entered into between two or more members of a group.

#### 26 Business combinations

On 30 July 2025, Stanley Aus Holdco Pty Ltd acquired 100% of the issued share capital of AIB Ltd and its subsidiaries, obtaining control.

AIB Ltd and its subsidiaries contributed £1.667m revenue and £0.166m to the Group's profit for the period between the date of acquisition and the Company Statement of Financial Position date.

The amounts recognised in respect of the identifiable assets acquired and liabilities assumed are as set out in the table below:

**BRIGHT TOPCO LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2025  
(CONTINUED)**

**26 Business combinations (continued)**

	<b>Book value</b>	<b>Fair value</b>	<b>Fair value</b>
	<b>2025</b>	<b>adjustment</b>	<b>2025</b>
	<b>£ 000</b>	<b>2025</b>	<b>2025</b>
		<b>£ 000</b>	<b>£ 000</b>
<b>Assets and liabilities acquired</b>			
Other intangible assets	5,234	(5,217)	17
Fixed assets	190	-	190
Debtors	3,456	-	3,456
Cash	1,902	-	1,902
Creditors	(7,117)	-	(7,117)
Deferred tax	(270)	1,304	1,034
	<u>3,395</u>	<u>(3,913)</u>	<u>(518)</u>
Net assets	<u>27,661</u>	<u>3,913</u>	<u>31,574</u>
Goodwill			
Total purchase consideration	<u>31,056</u>	<u>-</u>	<u>31,056</u>
<b>Settled by:</b>			
<b>Consideration</b>			
Cash	29,553	-	29,553
Acquisition costs	1,503	-	1,503
	<u>31,056</u>	<u>-</u>	<u>31,056</u>
<b>Cash flow analysis:</b>			
Cash consideration	29,553	-	29,553
Less: cash and cash equivalent balances acquired	(1,902)	-	(1,902)
Net cash outflow arising on acquisition	<u>27,651</u>	<u>-</u>	<u>27,651</u>

The identifiable assets and liabilities acquired have been recognised at their fair values at the acquisition date. The fair value of certain identifiable intangible assets, including brand value, and the associated deferred tax is provisional pending completion of further valuation work. Any adjustments arising will be recognised within the measurement period in accordance with FRS 102.19.19.

On 7 August 2025, Newly Incorporated Blue Acquisitions Limited acquired 100% of the issued share capital of Sprott Shaw College Corp, obtaining control.

Sprott Shaw College Corp contributed £1.520m revenue and £0.97m to the Group's profit for the period between the date of acquisition and the Company Statement of Financial Position date.

The amounts recognised in respect of the identifiable assets acquired and liabilities assumed are as set out in the table below:

## BRIGHT TOPCO LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2025 (CONTINUED)

#### 26 Business combinations (continued)

	Book value 2025 £ 000	Fair value adjustment 2025 £ 000	Fair value 2025 £ 000
<b>Assets and liabilities acquired</b>			
Other intangible assets	3,473	-	3,473
Fixed assets	844	-	844
Debtors	4,951	-	4,951
Cash	142	-	142
Creditors	(12,570)	-	(12,570)
Deferred tax	(1,395)	-	(1,395)
Net assets	(4,555)	-	(4,555)
Goodwill	24,904	-	24,904
Total purchase consideration	<u>20,348</u>	<u>-</u>	<u>20,348</u>
<b>Satisfied by:</b>			
Cash	19,420	-	19,420
Acquisition costs	928	-	928
	<u>20,348</u>	<u>-</u>	<u>20,348</u>
<b>Cash flow analysis:</b>			
Cash consideration	19,420	-	19,420
Less: cash and cash equivalent balances acquired	(142)	-	(142)
Net cash outflow arising on acquisition	<u>19,278</u>	<u>-</u>	<u>19,278</u>

The identifiable assets and liabilities acquired have been recognised at their fair values at the acquisition date.

#### 27 Non adjusting events after the financial period

In December 2025, Bright Topco Limited completed an additional refinancing of its debt facility, entering into a £150 million new Senior Term loan agreement with a maturity of 15 May 2032. Interest is charged on the debt facility at 5.00% plus SONIA. The Group signed an option for an additional £50 million CAR facility, with a maturity of 15 May 2032. At the same time, the super senior revolving credit facility was increased from £50 million to £100 million, with a maturity date of 15 November 2031. The CAR facility and super senior credit facility remain undrawn at the date of signing the financial statements. The Company used the proceeds of the new Senior Term loan and its own funds available to pay dividends of £175 million to its shareholders.

#### 28 Parent and ultimate parent undertaking

The parent of the Company is Bright Holdings S.à r.l. registered at Rue Eugene Ruppert 20, Luxembourg 2453 and the ultimate controlling party is a Group of investment funds managed by TDR Capital LLP (registered in the United Kingdom).

The Bright Topco Limited financial statements represents the largest and smallest Group undertaking for which consolidated financial statements are prepared.