

Company registration number 13276126 (England and Wales)

SKILL DYNAMICS LIMITED
UNAUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024
PAGES FOR FILING WITH REGISTRAR

SKILL DYNAMICS LIMITED

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SKILL DYNAMICS LIMITED

BALANCE SHEET

AS AT 31 DECEMBER 2024

		2024		2023 as restated	
	Notes	€	€	€	€
Fixed assets					
Intangible assets	6		911,798		417,153
Tangible assets	7		34,493		29,238
Investments	8		718,866		-
			<u>1,665,157</u>		<u>446,391</u>
Current assets					
Debtors	9	36,990,147		4,376,616	
Cash at bank and in hand		369,932		471,700	
			<u>37,360,079</u>	<u>4,848,316</u>	
Creditors: amounts falling due within one year	10	(34,132,394)		(2,444,764)	
Net current assets			<u>3,227,685</u>		<u>2,403,552</u>
Net assets			<u>4,892,842</u>		<u>2,849,943</u>
Capital and reserves					
Called up share capital	11		1		1
Other reserves			(2,921)		(2,921)
Profit and loss reserves			4,895,762		2,852,863
Total equity			<u>4,892,842</u>		<u>2,849,943</u>

For the financial year ended 31 December 2024 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

The members have not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

These financial statements have been prepared and delivered in accordance with the provisions applicable to companies subject to the small companies regime.

The directors of the company have elected not to include a copy of the profit and loss account within the financial statements.

The financial statements were approved by the board of directors and authorised for issue on 25 June 2025 and are signed on its behalf by:

Mr C Sowerby
Director

Company registration number 13276126 (England and Wales)

SKILL DYNAMICS LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2024

	Share capital €	Currency translation reserve €	Profit and loss reserves €	Total €
As restated for the period ended 31 December 2023:				
Balance at 1 January 2023	1	(2,921)	260,659	257,739
Year ended 31 December 2023:				
Profit and total comprehensive income	-	-	2,592,204	2,592,204
Balance at 31 December 2023	1	(2,921)	2,852,863	2,849,943
Year ended 31 December 2024:				
Profit and total comprehensive income	-	-	2,042,899	2,042,899
Balance at 31 December 2024	1	(2,921)	4,895,762	4,892,842

SKILL DYNAMICS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024

1 Accounting policies

Company information

Skill Dynamics Limited is a private company limited by shares incorporated in England and Wales. The registered office is Suite 1, 7th Floor, 50 Broadway, London, SW1H 0BL.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in euros, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest €.

Effective from 1 January 2024, the company changed its functional and presentation currency from Pounds Sterling (£) to Euros (€). This change has been made to better reflect the economic environment in which the company operates, as a significant proportion of the company's revenue, costs, and cash flows are now denominated in Euros. The directors consider that the Euro provides more relevant and reliable information to users of the financial statements.

The change in functional currency has been applied prospectively from 1 January 2024 in accordance with FRS 102 Section 30.10. As permitted under FRS 102 Section 1A, the comparative figures for the year ended 31 December 2023 have been restated to Euros.

The closing exchange rate used to translate comparative balances at 31 December 2023 was 1 GBP = 1.181 EUR, based on the rate prevailing at 31 December 2023. This rate has been used where comparative balances are shown alongside current year figures in the balance sheet and profit and loss account.

It should be noted that comparisons between the current year and the prior year may be affected by the change in presentation currency and underlying exchange rate movements.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

This company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements:

- Section 7 'Statement of Cash Flows': Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues: Interest income/expense and net gains/losses for financial instruments not measured at fair value; basis of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive income;
- Section 26 'Share based Payment': Share-based payment expense charged to profit or loss, reconciliation of opening and closing number and weighted average exercise price of share options, how the fair value of options granted was measured, measurement and carrying amount of liabilities for cash-settled share-based payments, explanation of modifications to arrangements;
- Section 33 'Related Party Disclosures': Compensation for key management personnel.

The financial statements of the company are consolidated in the financial statements of SIPM UK Topco Limited. These consolidated financial statements are available from its registered office, Suite 1, 7th Floor 50 Broadway, London, United Kingdom, SW1H 0BL.

SKILL DYNAMICS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2024

1 Accounting policies

(Continued)

1.2 Going concern

The directors of Skill Dynamics Limited continue to adopt the going concern basis of accounting in the preparation of the financial statements due to the following reasons.

These figures below are based on the consolidated accounts prepared for SIPM UK TopCo Limited :

A financial forecast carried out to June 2026 show that the Group remains liquid throughout the period, with €1.8m forecast cash at June 2026.

All the Investec bank covenants have continuously been met to date.

The directors of SIPM UK TopCo Limited have provided a letter of support confirming their continued support to meet the liabilities and obligations of SIPM UK Bidco Limited as they fall due.

1.3 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for services provided in the normal course of business and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

When cash inflows are deferred and represent a financing arrangement, the fair value of the consideration is the present value of the future receipts. The difference between the fair value of the consideration and the nominal amount received is recognised as interest income.

Set up fees are recognised once the set up has been completed.

1.4 Intangible fixed assets other than goodwill

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 is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Development costs	50% straight line
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1.5 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Leasehold land and buildings	17% straight line
Computers	50% straight line

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

SKILL DYNAMICS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2024

1 Accounting policies

(Continued)

1.6 Fixed asset investments

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

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

An associate is an entity, being neither a subsidiary nor a joint venture, in which the company holds a long-term interest and where the company has significant influence. The company considers that it has significant influence where it has the power to participate in the financial and operating decisions of the associate.

Entities in which the company has a long term interest and shares control under a contractual arrangement are classified as jointly controlled entities.

1.7 Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

1.8 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

SKILL DYNAMICS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2024

1 Accounting policies

(Continued)

1.9 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

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

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

1.10 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.11 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.

1.12 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

SKILL DYNAMICS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2024

2 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 amount 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 where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

Critical judgements

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

Development costs

The company has capitalised development costs with an expected useful economic life of 3 years. This is reviewed by the directors with an impairment review carried out annually via a value in use calculation. This calculation requires the entity to estimate the the future cash flows expected to arise from the cash generating unit and a suitable discount rate in order to calculate present value. The carrying amount at the balance sheet date is €911,798 and no impairment was required to be recognised.

3 Auditor's remuneration

The fees have been paid by SIPM UK Topco Limited for the group audit, including subsidiary entities amounting to €70,859 (2023: €112,628).

4 Employees

The average monthly number of persons (including directors) employed by the company during the year was:

	2024 Number	2023 Number
Total	19	14
	==	==

5 Directors' remuneration

No directors remuneration was paid to the directors during the current or prior year.

SKILL DYNAMICS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2024

6 Intangible fixed assets

	Development costs €
Cost	
At 1 January 2024 (as restated)	488,873
Additions	807,787
	<hr/>
At 31 December 2024	1,296,660
	<hr/>
Amortisation and impairment	
At 1 January 2024 (as restated)	71,720
Amortisation charged for the year	313,142
	<hr/>
At 31 December 2024	384,862
	<hr/>
Carrying amount	
At 31 December 2024	911,798
	<hr/> <hr/>
At 31 December 2023 (as restated)	417,153
	<hr/> <hr/>

7 Tangible fixed assets

	Land and buildings €	Plant and machinery etc €	Total €
Cost			
At 1 January 2024 (as restated)	30,112	18,990	49,102
Additions	-	18,010	18,010
	<hr/>	<hr/>	<hr/>
At 31 December 2024	30,112	37,000	67,112
	<hr/>	<hr/>	<hr/>
Depreciation and impairment			
At 1 January 2024 (as restated)	7,780	12,084	19,864
Depreciation charged in the year	6,022	6,733	12,755
	<hr/>	<hr/>	<hr/>
At 31 December 2024	13,802	18,817	32,619
	<hr/>	<hr/>	<hr/>
Carrying amount			
At 31 December 2024	16,310	18,183	34,493
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>
At 31 December 2023 (as restated)	22,332	6,906	29,238
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

8 Fixed asset investments

	2024 €	2023 €
Shares in group undertakings and participating interests	718,866	-
	<hr/> <hr/>	<hr/> <hr/>

SKILL DYNAMICS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2024

8 Fixed asset investments (Continued)

Movements in fixed asset investments

	Shares in subsidiaries €
Cost or valuation	
At 1 January 2024	-
Additions	718,866
At 31 December 2024	718,866
Carrying amount	
At 31 December 2024	718,866
At 31 December 2023	-

9 Debtors

	2024 €	2023 € as restated
Amounts falling due within one year:		
Trade debtors	633,261	394,313
Corporation tax recoverable	119	-
Amounts owed by group undertakings	36,075,397	3,804,299
Other debtors	281,370	178,004
	36,990,147	4,376,616

Amounts owed by group undertakings are interest free and repayable on demand.

10 Creditors: amounts falling due within one year

	2024 €	2023 € as restated
Trade creditors	111,318	173,747
Amounts owed to group undertakings	31,934,232	-
Taxation and social security	47,816	49,948
Other creditors	2,039,028	2,221,069
	34,132,394	2,444,764

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

SKILL DYNAMICS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2024

11 Called up share capital

	2024	2023	2024	2023
Ordinary share capital	Number	Number	€	€
Issued and fully paid				
Class A shares of €1 each	1	1	1	1
	==	==	==	==

12 Related party transactions

The company has taken advantage of the exemption under FRS 102 Section 33.1A from disclosing transactions with wholly owned group entities.

13 Ultimate controlling party

By virtue of ownership of the entire issued share capital the parent company is SIPM UK Bidco Limited.

By virtue of ownership of the entire issued share capital of the parent company, the ultimate controlling party is Levine Leichtman Capital Partners Europe II SCSP. Located 25 St. James's Street, 4th Floor Smithson Tower, Smithson Plaza, London, SW1A 1HA.

