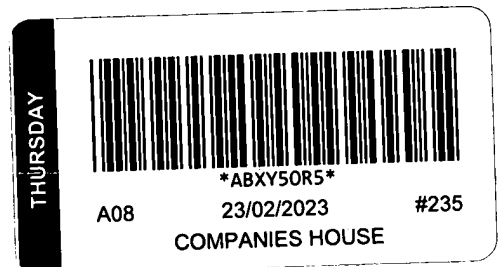


Company Registration No. 02278553 (England and Wales)

QUESTIONMARK COMPUTING LIMITED
DIRECTORS' REPORT AND FINANCIAL
STATEMENTS
FOR THE YEAR ENDED
30 JUNE 2022



QUESTIONMARK COMPUTING LIMITED

Contents	Page
Directors and other information	1
Directors' Report	2
Statement of directors' responsibilities in respect of the directors' report and the financial statements	4
Independent auditor's report to the members of Questionmark Computing Limited	5
Statement of profit and loss and other comprehensive income	10
Statement of financial position	11
Statement of changes in equity	12
Notes to the financial statements	13

QUESTIONMARK COMPUTING LIMITED

DIRECTORS AND OTHER INFORMATION

Directors	Gareth Smyth (appointed 5 th July 2021) Aoife Byrne
Secretary	Aoife Byrne Oakwood Corporate Secretary Limited
Company number	02278553
Registered office	New Kings Beam House 22 Upper Ground South Bank London England SE1 9PD
Auditor	KPMG Chartered Accountants 1 Stokes Place St. Stephen's Green Dublin 2 Ireland
Bankers	CYBG 30 St Vincent Place Glasgow G1 2HL
Solicitors	Wallace Corporate Counsel LLP 39 Northumberland Road Ballsbridge Dublin 4 Ireland

QUESTIONMARK COMPUTING LIMITED

DIRECTOR'S REPORT

FOR THE YEAR ENDED 30 JUNE 2022

The directors present their report together with the financial statements of the company for the year ended 30 June 2022.

Principal activity

The principal activity of the company continued to be that of the development and marketing of its proprietary Assessment Management Platform technology and related services that enable organisations to measure knowledge, skills and attitudes securely and achieve successful learning outcomes.

Business review

The directors expect that business activity will continue to increase as the company expands its market footprint.

More information on our company is available at www.questionmark.com.

Principal risks and uncertainties

Business risk arises mainly from legislative, technological changes, inflation of operating costs, and competitive pressures for both customers and staff, and these are kept under constant review.

Financial Risk Management

The company's operations expose it to a variety of financial risks, including foreign exchange risks, credit risk and liquidity risk. The company has controls in place that minimise any potential adverse effects of such risks on financial performance. These controls are as follows:

Foreign exchange risk

Foreign exchange risk arises from commercial transactions, recognised assets and liabilities that are recognised in currencies that are not the base functional currency. The company's transactions are primarily denominated in GBP, USD and EUR and the company seeks to mitigate exchange risk exposure by matching costs and revenues in the same currency as far as practically possible.

Credit risk

The Directors are satisfied that credit risk is minimised through close ongoing relationships with its predominantly blue-chip and government customers and with its established channel partners. New customers are provided with temporary licence keys or temporary OnDemand areas until their first payment has been received.

Liquidity risk

The company addresses liquidity risk through careful focus on overhead control and cash management and regular cash flow forecasting. Customers are invoiced promptly and in accordance with their contract terms, ranging from 60 days in advance to one quarter in arrears. Receivables are reviewed regularly to identify potential bad debts, whilst the company has the ability to suspend services should a customer delay or default on payment.

Results and dividends

The results for the year are set out on page 10. A dividend was declared in the year amounting to £1,622,059. The directors do not recommend payment of a further dividend. No preference dividends were paid.

Political and charitable contributions

The company did not make any political or charitable donations during the year (2021: £Nil)

Going concern

The directors have performed a going concern assessment, comprising a review of the company's financial position, future operations and forecasts for a period of at least 12 months from the date of approval of the financial statements, which demonstrate that the company will be in a position to meet its liabilities as they fall due. In addition to the above scenarios reviewed, the company's controlling party BV Acquisitions XII LN Limited has also indicated its willingness to provide continued financial support for the foreseeable future, to the extent that this is not otherwise available. On this basis the directors consider it appropriate to prepare the financial statements on a going concern basis.

QUESTIONMARK COMPUTING LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2022

Directors

The directors who held office at any time during the year and up to the date of signature of the financial statements were as follows:

Gavin Cooney - Appointed on 9 June 2021, termination of appointment 5 July 2021

Gareth Smyth – Appointed on 5 July 2021

Aoife Byrne

Directors' insurance

The company maintains insurance policies on behalf of all the directors against liability arising from negligence, breach of duty and breach of trust in relation to the company.

Research and development

The improvement of existing services and processes, together with the identification and development of new technology and solutions, are important aspects of the company's strategy to enhance the quality of service to customers and improve methods of working.

Strategic report exemption disclosure

The company is exempt from preparing a strategic report under S414B of the Companies Act 2006 Regulations 2013 as it qualifies as a small company.

Greenhouse gas emissions and energy consumption

The company is exempt from preparing a disclosure under the Companies Act 2006 as it qualifies as a small company.

Statement of disclosure of information to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, each director has taken all the necessary steps that they ought to have taken as a director in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG will therefore continue in office.

Post balance sheet events

No material events have occurred since the end of the financial year.

On behalf of the board

A Byrne
Director

DocuSigned by:

C04770ABB3A24FF...

10 February 2023

New Kings Beam House, 22 Upper Ground, South Bank, London,
England, SE1 9PD

QUESTIONMARK COMPUTING LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2022

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

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.


Under Company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal controls as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

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

On behalf of the board

DocuSigned by:

C04770ABB3A24FF

A Byrne
Director

10 February 2023



KPMG
Audit
1 Stokes Place
St. Stephen's Green
Dublin 2
D02 DE03
Ireland

Independent auditor's report to the members of Questionmark Computing Limited

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Questionmark Computing Limited ("the company") for the year ended 30 June 2022 set out on pages 10 to 27, which comprise the statement of profit and loss and other comprehensive income, the statement of financial position, the statement of changes in equity and related notes, including the summary of significant accounting policies set out in note 1. The financial reporting framework that has been applied in their preparation is UK Law and FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

In our opinion:

- the financial statements give a true and fair view of the state of the company's affairs as at 30 June 2022 and of its loss for the year then ended;
- the financial statements have been properly prepared in accordance with FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with ethical requirements that are relevant to our audit of financial statements in the UK, including the Financial Reporting Council (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

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period.

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

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



Independent auditor's report to the members of Questionmark Computing Limited (continued)

Report on the audit of the financial statements (continued)

Conclusions relating to going concern (continued)

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

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

Detecting irregularities including fraud

We identified the areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements and risks of material misstatement due to fraud, using our understanding of the entity's industry, regulatory environment and other external factors and inquiry with the directors. In addition, our risk assessment procedures included: inquiring with the directors as to the company's policies and procedures regarding compliance with laws and regulations and prevention and detection of fraud; inquiring whether the directors have knowledge of any actual or suspected non-compliance with laws or regulations or alleged fraud; inspecting the company's regulatory and legal correspondence; and reading Board minutes.

The company is subject to laws and regulations that directly affect the financial statements including companies and financial reporting legislation and taxation legislation. We assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items, including assessing the financial statement disclosures and agreeing them to supporting documentation when necessary.

The company, is not subject to other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements.

Auditing standards limit the required audit procedures to identify non-compliance with these non-direct laws and regulations to inquiry of the directors and other management and inspection of regulatory and legal correspondence, if any. These limited procedures did not identify actual or suspected non-compliance.

We assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. As required by auditing standards, we performed procedures to address the risk of management override of controls and the risk of fraudulent revenue recognition. We did not identify any additional fraud risks.



Independent auditor's report to the members of Questionmark Computing Limited (continued)

Report on the audit of the financial statements (continued)

Detecting irregularities including fraud (continued)

In response to risk of fraud, we also performed procedures including: identifying journal entries to test based on risk criteria and comparing the identified entries to supporting documentation; evaluating the business purpose of significant unusual transactions; assessing significant accounting estimates for bias; and assessing the disclosures in the financial statements.

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations (irregularities) is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remains a higher risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

Other information

The directors are responsible for the other information presented in the Annual Report together with the financial statements. The other information comprises the information included in the directors' report. The financial statements and our auditor's report thereon do not comprise part of the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work we have not identified material misstatements in the other information.

Opinions on other matters prescribed by the Companies Act 2006

Based solely on our work on the other information undertaken during the course of the audit:

- we have not identified material misstatements in the directors' report;
- in our opinion, the information given in the directors' report is consistent with the financial statements;
- in our opinion, the directors' report has been prepared in accordance with the Companies Act 2006.



Independent auditor's report to the members of Questionmark Computing Limited (continued)

Report on the audit of the financial statements (continued)

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

Respective responsibilities and restrictions on use

Responsibilities of directors for the financial statements

As explained more fully in the directors' responsibilities statement set out on page 4, the directors are responsible for: the preparation of the financial statements including being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the 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, other irregularities or error, and to issue an opinion in an auditor's report. 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, other irregularities 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 fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.



Independent auditor's report to the members of Questionmark Computing Limited
(continued)

Respective responsibilities and restrictions on use (continued)

The purpose of our audit work and to whom we owe our responsibilities

Our 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.

10 February 2023

Tom McEvoy (**Senior Statutory Auditor**)
for and on behalf of KPMG, Statutory Auditor
Chartered Accountants
1 Stokes Place
St. Stephen's Green
Dublin 2
Ireland

QUESTIONMARK COMPUTING LIMITED**STATEMENT OF PROFIT AND LOSS AND OTHER COMPREHENSIVE INCOME****FOR THE YEAR ENDED 30 JUNE 2022**

		Year ended 30 June 2022 £	Period ended 30 June 2021 £
	Notes		
Turnover	3	7,944,571	4,387,234
Cost of sales		<u>(2,186,726)</u>	<u>(1,051,476)</u>
Gross profit		5,757,845	3,335,758
Administrative expenses		(4,954,558)	(3,394,188)
Amortisation		(1,290,088)	(695,184)
Depreciation		(13,615)	(2,954)
Operating (loss)	8	(500,416)	(756,568)
Interest payable and similar expenses	9	-	(47,143)
(Loss) before taxation		(500,416)	(803,711)
Tax on (loss)	10	(523,470)	613,928
Total comprehensive loss for the year/period		<u>(1,023,886)</u>	<u>(189,783)</u>

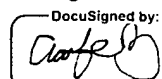
(Loss) for the financial year is all attributable to the owners of the parent company.

Total comprehensive loss for the year is all attributable to the owners of the parent company.

QUESTIONMARK COMPUTING LIMITED**STATEMENT OF FINANCIAL POSITION****AS AT 30 JUNE 2022**

	Notes	£	2022 £	£	2021 £
Fixed assets					
Intangible assets	11		2,700,277		3,990,365
Tangible assets	12		42,580		18,694
Investments	13		153,455		153,455
			<u>2,896,312</u>		<u>4,162,514</u>
Current assets					
Debtors	15	2,827,700		4,064,912	
Cash at bank and in hand		3,104,075		1,984,612	
		<u>5,931,775</u>		<u>6,049,524</u>	
Creditors: amounts falling due within one year	16	(3,988,520)		(2,738,752)	
Net current assets			<u>1,943,255</u>		<u>3,310,772</u>
Total assets less current liabilities			<u>4,839,567</u>		<u>7,473,286</u>
Creditors: amounts falling due after more than one year	17		(20,997)		(10,218)
Net assets			<u>4,818,570</u>		<u>7,463,068</u>
Capital and reserves					
Called up share capital	20		329		329
Share premium account	21		4,790,923		4,790,923
Capital contribution	21		1,447		-
Profit and loss reserves	21		25,871		2,671,816
Total equity			<u>4,818,570</u>		<u>7,463,068</u>

The financial statements were approved by the board of directors and authorised for issue on 10th February 2023 and are signed on its behalf by:

DocuSigned by:

 C04770ABB3A24FF...

A Byrne
 Director

QUESTIONMARK COMPUTING LIMITED**STATEMENT OF CHANGES IN EQUITY****FOR THE YEAR ENDED 30 JUNE 2022**

	Share capital £	Share premium £	Capital contribution £	Other reserves £	Profit and loss reserves £	Total equity £
At 1 January 2021	249	4,785,749	-	10	2,861,599	7,647,607
Loss for the period	-	-	-	(10)	(189,783)	(189,793)
Issue of share capital	80	5,174	-	-	-	5,254
At 30 June 2021	329	4,790,923	-	-	2,671,816	7,463,068
Profit for the year	-	-	-	-	(1,023,886)	(1,023,886)
Dividends	-	-	-	-	(1,622,059)	(1,622,059)
Capital contribution	-	-	1,447	-	-	1,447
At 30 June 2022	329	4,790,923	1,447	-	25,871	4,818,570

QUESTIONMARK COMPUTING LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2022

1 Accounting policies

Company information

Questionmark Computing Limited ("the company") is a private company incorporated, domiciled and registered in England in the UK. The registered number is 02278553 and the registered address is New Kings Beam House 22 Upper Ground, South Bank, London, England, SE1 9PD.

The company's principal activities and nature of its operations are disclosed in the Directors' Report.

Statement of Compliance

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.

Basis of preparation

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

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

The company's parent undertaking, LN Pledge Co. Limited includes the company in its consolidated financial statements. The consolidated financial statements of LN Pledge Co. Limited are prepared in accordance with International Financial Reporting Standards as adopted by the EU and are available to the public and may be obtained from 6 Coke Lane, Dublin 7, Ireland. In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Section 7 'Statement of Cash Flows' – Presentation of a statement of cash flow and related notes and disclosures; and
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues' – Carrying amounts, interest income/expense and net gains/losses for each category of financial instrument; 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 33 'Related Party Disclosures' - Compensation for key management personnel.

QUESTIONMARK COMPUTING LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2022

1 Accounting policies (continued)

Going concern

The directors have performed a going concern assessment, comprising a review of the company's financial position, future operations and forecasts for a period of at least 12 months from the date of approval of the financial statements, which demonstrate that the company will be in a position to meet its liabilities as they fall due. In addition to the above scenarios reviewed, the company's controlling party BV Acquisitions XII LN Limited has also indicated its willingness to provide continued financial support for the foreseeable future, to the extent that this is not otherwise available. On this basis the directors consider it appropriate to prepare the financial statements on a going concern basis.

Turnover

Turnover comprises revenue recognised by the company in respect of goods and services supplied during the year, exclusive of Value Added Tax and other sales taxes.

The company licenses software under licence agreements and provides services which include installation, consulting, training and product support. Licence fee revenues are generally recognised when a licence agreement has been delivered, there are no uncertainties surrounding product acceptance, there are no significant vendor obligations, the fees are fixed and determinable and collection is considered probable. Where licence fees are attributable to contracts extending over more than one year, revenue is taken based upon the stage of completion when the outcome of the contract can be foreseen with reasonable certainty and after allowing for costs to completion.

Revenues for training or consulting services are recognised as the services are performed. Revenues from support agreements are recognised rateably over the support year.

Revenues from software under service agreements is recognised rateably over the coverage year.

Research and development expenditure

Research expenditure is written off against profits in the year in which it is incurred. Identifiable development expenditure is capitalised to the extent that the technical, commercial and financial feasibility can be demonstrated.

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.

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:

Software costs	5 years straight line
Development costs	5 - 7 years straight line
Trademarks	1 year straight line

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.

QUESTIONMARK COMPUTING LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2022

1 Accounting policies (continued)

Tangible fixed assets (continued)

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:

Plant & machinery	33% 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.

Fixed asset investments

In the accounts of the company, 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.

Impairment of fixed assets

At each reporting year 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).

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.

Cash and cash equivalents

Cash and cash equivalents are basic financial instruments 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.

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 when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset and 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 trade and other 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 financial asset is measured at the present value of the future receipts discounted at a market rate of interest.

QUESTIONMARK COMPUTING LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 30 JUNE 2022

1 Accounting policies (continued)

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

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 trade and other 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.

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

Derecognition of financial liabilities

Financial liabilities are derecognised when, and only when, the company's contractual obligations are discharged, cancelled, or they expire.

Equity instruments

Equity instruments issued by the company are recorded at the fair value of 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.

QUESTIONMARK COMPUTING LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2022

1 Accounting policies (continued)

Taxation

The tax expense represents the sum of the current tax expense and deferred tax expense. Current tax assets are recognised when tax paid exceeds the tax payable.

Current and deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited to other comprehensive income or equity, when the tax follows the transaction or event it relates to and is also charged or credited to other comprehensive income, or equity.

Current tax assets and current tax liabilities and deferred tax assets and deferred tax liabilities are offset, if and only if, there is a legally enforceable right to set off the amounts and the entity intends either to settle on the net basis or to realise the asset and settle the liability simultaneously.

Current tax is based on taxable profit for the year. Current tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax is calculated at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled based on tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax liabilities are recognised in respect of all timing differences that exist at the reporting date. Timing differences are differences between taxable profits and total comprehensive income that arise from the inclusion of income and expenses in tax assessments in different periods from their recognition in the financial statements. Deferred tax assets are recognised only to the extent that it is probable that they will be recovered by the reversal of deferred tax liabilities or other future taxable profits.

Retirement benefits

For defined contribution schemes the amount charged to profit or loss is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments.

Leases

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

Foreign exchange

Transactions in currencies other than the functional currency (foreign currency) are initially recorded at the exchange rate prevailing on the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date. Non-monetary assets and liabilities denominated in foreign currencies are translated at the rate ruling at the date of the transaction, or, if the asset or liability is measured at fair value, the rate when that fair value was determined.

All translation differences are taken to profit or loss, except to the extent that they relate to gains or losses on non-monetary items recognised in other comprehensive income, when the related translation gain or loss is also recognised in other comprehensive income.

QUESTIONMARK COMPUTING LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 30 JUNE 2022

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 year in which the estimate is revised where the revision affects only that year, or in the year 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.

Capitalisation of development costs

Management make judgements regarding the proportion of time spent by engineers on capital projects, which impact on the amounts capitalised as additions to development costs held within intangible fixed assets. These judgements are based on project manager assessments.

3 Turnover and other revenue

An analysis of the company's turnover is as follows:

	Year ended 30 June 2022 £	Period ended 30 June 2021 £
Turnover analysed by class of business		
Turnover attributable to the company's principal activity	7,944,571	4,387,234

Turnover is generated from sales in the United Kingdom, Germany, the Netherlands, New Zealand, Australia, Saudi Arabia, South Africa and Norway.

4 Employees

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

	Year ended 30 June 2022 Number	Period ended 30 June 2021 Number
Management and administration	34	34

QUESTIONMARK COMPUTING LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 30 JUNE 2022

4 Employees (continued)

Their aggregate remuneration comprised:

	Year ended 30 June 2022 £	Period ended 30 June 2021 £
Wages and salaries	2,716,055	1,695,783
Social security costs	299,864	157,244
Pension costs	88,473	53,368
Share based payments	1,447	-
	<u>3,105,839</u>	<u>1,906,395</u>

Included in wages and salaries are recharged costs from Learnosity Limited and Learnosity Pty Limited for employees who work, both full time for the company, and, employees who work for the group shared service teams for which an allocation of their work is for the company.

5 Directors' remuneration

	Year ended 30 June 2022 £	Period ended 30 June 2021 £
Remuneration for qualifying services	-	395,745
Company pension contributions to defined contribution schemes	-	15,343
Sums paid to third parties for directors' services	-	100,000
	<u>-</u>	<u>511,088</u>

The number of directors for whom retirement benefits are accruing under defined contribution schemes amounted to Nil (2021: 2).

The number of directors who are entitled to receive shares under long term incentive schemes during the year was Nil (2021: Nil).

Remuneration disclosed above includes the following amounts paid to the highest paid director:

	Year ended 30 June 2022 £	Period ended 30 June 2021 £
Remuneration for qualifying services	-	294,662
Company pension contributions to defined contribution schemes	-	12,101
	<u>-</u>	<u>306,763</u>

QUESTIONMARK COMPUTING LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 30 JUNE 2022

5 Directors' remuneration (continued)

No separate disclosure of key management remuneration is included as no other staff members are considered to be key management.

6 Share-based payment transactions

	Number of share options		Weighted average exercise price	
	30 June 2022 Number	30 June 2021 Number	30 June 2022 £	30 June 2021 £
Outstanding at beginning of year/period	-	78,628	-	0.55
Granted	-	-	-	-
Forfeited	-	-	-	-
Exercised	-	(78,628)	-	(0.55)
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Outstanding at end of year/period	-	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Exercisable at end of year/period	-	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

The company had a share option scheme whereby employees were able to subscribe for ordinary shares in the company. The performance conditions of the share option scheme was based on continuous service and the options had a life of 10 years. All share options were exercised before the 9th of June 2021, the date on which Learnosity Holdings Limited acquired Questionmark Computing Limited in the previous financial period.

LN Pledge Co. Limited operates a cash settled employee share scheme whereby certain employees are issued non-voting shares in the Company. The cost of the scheme is borne by the entity which employs the individual employee. LN Pledge Co. Limited established the scheme during the financial year ended 30 June 2020 and issued the following shares relating to employees of Questionmark Computing Limited:

Grant date	Method of settlement accounting	Number of instruments	Vesting conditions
29 March 2022	Cash	400,000 'G' ordinary shares of \$0.000001 each	Clawback conditions for 39 months

The total expense recognised for the year and the total liabilities recognised at the end of the year arising from the share-based payments are as follows:

	Year ended 30 June 2022 £	Period ended 30 June 2021 £
Total share based payment expense	1,447	-
	<u>1,447</u>	<u>-</u>
Total carrying amount of liabilities	1,447	-
	<u>1,447</u>	<u>-</u>

QUESTIONMARK COMPUTING LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 30 JUNE 2022

6 Share-based payment transactions (continued)

The fair value of the services received in return for the shares granted was arrived at with assistance from an independent third party who estimated a range of enterprise values for LN Pledge Co. Limited using the market approach and allocated the equity value amongst the various securities within its capital structure based on a number of approaches including contingent claims analysis, probability weighted expected returns method and current equity value waterfall, weighted to estimate a fair value of the 'G' Ordinary shares.

7 Auditor's remuneration

	Year ended 30 June 2022	Period ended 30 June 2021
	£	£
Fees payable to the company's auditor and associates:		
For audit services		
Audit of the financial statements of the company	34,435	29,000
For other services		
Taxation compliance services	7,500	6,500

8 Operating (loss)

	Year ended 30 June 2022	Period ended 30 June 2021
	£	£
Operating (loss) for the year/period is stated after charging/(crediting):		
Exchange losses/(gains)	(34,175)	201,363
Depreciation of owned tangible fixed assets	13,615	2,954
Amortisation of intangible assets	1,290,088	695,184

Exchange differences recognised in profit or loss during the year, except for those arising on financial instruments measured at fair value through profit or loss, amounted to a gain of £34,175 (2021: a loss of £201,363).

9 Interest payable and similar expenses

	Year ended 30 June 2022	Period ended 30 June 2021
	£	£
Interest on bank loans	-	47,143

QUESTIONMARK COMPUTING LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 30 JUNE 2022

10 Taxation

	Year ended 30 June 2022 £	Period ended 30 June 2021 £
Current tax		
UK corporation tax on loss for the current year/period	-	-
Adjustments in respect of prior periods	-	-
Total current tax	<u>-</u>	<u>-</u>
Deferred tax		
Origination and reversal of timing differences	397,837	(63,374)
Adjustments in respect of prior periods	-	(543,999)
Changes in tax rates	125,633	(6,555)
Total deferred tax	<u>523,470</u>	<u>(613,928)</u>
Total tax charge/(credit)	<u>523,470</u>	<u>(613,928)</u>

The total tax charge/(credit) for the year/period included in the income statement can be reconciled to the loss before tax multiplied by the standard rate of tax as follows:

	Year ended 30 June 2022 £	Period ended 30 June 2021 £
(Loss) before taxation	<u>(500,417)</u>	<u>(803,711)</u>
Expected tax (credit) based on the standard rate of corporation tax in the UK of 19.00% (period ended 30 June 2021: 19.00%)	(95,079)	(152,705)
Tax effect of expenses that are not deductible in determining taxable profit	(2,150)	89,131
Adjustments in respect of prior periods	-	(543,799)
Share based payments	275	-
Deferred tax not recognised previously recognised now	494,791	-
Impact of change in tax rates	125,633	-
Remeasurement of deferred tax for changes in tax rate	-	(6,555)
Taxation charge/(credit)	<u>523,470</u>	<u>(613,928)</u>

A deferred tax asset of £58,485 (2021: £157,535) has been recognised in respect of the remaining UK tax losses totalling £233,941 (2021: £630,140) which are expected to be recovered in future periods (see note 18).

No deferred tax asset has been recognised in respect of tax losses arising in overseas subsidiaries.

QUESTIONMARK COMPUTING LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 30 JUNE 2022

11 Intangible fixed assets

	Software costs £	Development costs £	Trademarks £	Total £
Cost				
At 1 July 2021	318,640	9,419,249	742	9,738,631
Additions - internally developed	-	-	-	-
At 30 June 2022	<u>318,640</u>	<u>9,419,249</u>	<u>742</u>	<u>9,738,631</u>
Amortisation and impairment				
At 1 July 2021	239,917	5,507,607	742	5,748,266
Amortisation charged for the year	46,137	1,243,951	-	1,290,088
At 30 June 2022	<u>286,054</u>	<u>6,751,558</u>	<u>742</u>	<u>7,038,354</u>
Carrying amount				
At 30 June 2022	<u>32,586</u>	<u>2,667,642</u>	<u>-</u>	<u>2,700,227</u>
At 30 June 2021	<u>78,723</u>	<u>3,911,642</u>	<u>-</u>	<u>3,990,365</u>

12 Tangible fixed assets

	Plant & machinery £
Cost	
At 1 July 2021	22,951
Additions	37,501
At 30 June 2022	<u>60,452</u>
Depreciation and impairment	
At 1 July 2021	4,257
Depreciation charged in the year	13,615
At 30 June 2022	<u>17,872</u>
Carrying amount	
At 30 June 2022	<u>42,580</u>
At 30 June 2021	<u>18,694</u>

QUESTIONMARK COMPUTING LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 30 JUNE 2022

13 Fixed asset investments

	2022 £	2021 £
Investments in subsidiaries	<u>153,455</u>	<u>153,455</u>

**Movements in fixed asset investments
Company**

		Shares in group undertakings £
Cost		
At 1 July 2021 and 30 June 2022		<u>153,455</u>
Additions in year		-
Carrying amount		
At 30 June 2022		<u>153,455</u>
At 30 June 2021		<u>153,455</u>

14 Subsidiaries

Details of the company's subsidiaries at 30 June 2022 are as follows:

Name of undertaking	Registered office	Nature of business	Class of shares	% Held	
				Direct	Indirect
Questionmark Corporation	260 Madison Ave, 8 th Floor, New York, NY 10016, USA	Assessment Management Platform - Sales, Account	Ordinary	100.00	
Questionmark GmbH	Hopfenstr. 8, 80335 Munich, Germany	As above	Ordinary	100.00	

15 Debtors

	2022 £	2021 £
Amounts falling due within one year:		
Trade debtors	1,114,129	1,431,177
Amounts owed by group undertakings	1,459,672	2,444,099
Other debtors	17,742	7,686
Prepayments and accrued income	213,689	154,635
Other taxation and social security	22,468	-
Deferred tax (note 18)	-	27,315
	<u>2,827,700</u>	<u>4,064,912</u>

Amounts due from group undertakings are unsecured, non-interest bearing and are payable on demand. Trade debtors are stated net of a provision for doubtful debts of £146,235 (2021: £146,235).

QUESTIONMARK COMPUTING LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 30 JUNE 2022

16 Creditors: amounts falling due within one year

	2022	2021
	£	£
Trade creditors	904,987	626,889
Corporation tax payable	-	16
Other taxation and social security	180,049	154,133
Other creditors	96,871	-
Accruals and deferred income	2,042,447	1,957,714
Deferred tax (note 18)	496,155	-
Amounts owed to group undertakings	268,011	-
	<u>3,988,520</u>	<u>2,738,752</u>

Amounts owed to group undertakings are unsecured, non-interest bearing and are payable on demand.

17 Creditors: amounts falling due after more than one year

	2022	2021
	£	£
Accruals and deferred income	<u>20,997</u>	<u>10,218</u>

18 Deferred taxation

The major deferred tax liabilities and assets recognised by the company are:

	2022	2021
	£	£
Fixed asset timing differences	592,436	142,638
Tax losses	(58,485)	(157,535)
Other timing differences	(37,796)	(12,416)
Deferred tax liability/(asset)	<u>496,155</u>	<u>(27,315)</u>

Movements in the year:	2022
	£
(Asset) at 1 July 2021	(27,315)
Charge to profit or loss	523,470
Liability at 30 June 2022	<u>496,155</u>

The deferred tax asset set out above is expected to reverse after more than 12 months and relates to the utilisation of tax losses against future expected profits of the same year. The deferred tax liability set out above is expected to reverse after more than 12 months and relates to fixed asset timing differences that are expected to mature within the same year.

QUESTIONMARK COMPUTING LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 30 JUNE 2022

19 Retirement benefit schemes	Year ended 30 June 2022	Period ended 30 June 2021
	£	£
Defined contribution schemes		
Charge to profit or loss in respect of defined contribution schemes	88,473	53,368

A defined contribution pension scheme is operated for all qualifying employees. The assets of the scheme are held separately from those of the company in an independently administered fund.

20 Share capital	2022	2021
	£	£
Ordinary share capital		
Issued and fully paid		
A Ordinary shares 133,179 (2021: 133,179) of 0.1p each	133	133
B Ordinary shares 18,809 (2021: 18,809) of 0.1p each	19	19
C1 Ordinary shares 42,706 (2021: 42,706) of 0.1p each	43	43
C2 Ordinary shares 1,473 (2021: 1,473) of 0.1p each	2	2
D Ordinary shares 35,370 (2021: 35,370) of 0.1p each	35	35
	232	232
Preference share capital		
Issued and fully paid		
97,079 (2021: 97,079) Preference shares of 0.1p each	97	97
Total share capital	329	329

21 Reserves**Share premium**

Includes any premiums received on issue of share capital. Any transaction costs associated with the issuing of shares are deducted from the share premium.

Profit and loss reserves

Cumulative profit and loss net of distributions to owners.

Other reserves

This is a capital redemption reserve which represents the nominal value of shares repurchased and still held at the end of the reporting year.

Capital contribution

'G' ordinary shares in LN Pledge Co. Limited, a controlling party of the company were issued to some employees in the year. A capital contribution arose based on the valuation of these shares at year end.

QUESTIONMARK COMPUTING LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 30 JUNE 2022

22 Related party transactions

Transactions with related parties

During the year the group entered into the following transactions with related parties:

	Directors fees paid		Consultancy fees paid	
	2022	2021	2022	2021
	£	£	£	£
Entities with control, joint control or significant influence over the company	-	121,978	-	-
Other related parties	-	-	-	-
	<u>-</u>	<u>121,978</u>	<u>-</u>	<u>-</u>

The following amounts were outstanding at the reporting end date:

Amounts due to related parties	2022	2021
	£	£
Amounts owed to group undertakings	<u>268,011</u>	<u>-</u>
Amounts owed by related parties	2022	2021
	£	£
Amounts owed by group undertakings	<u>1,459,672</u>	<u>2,444,099</u>

23 Controlling party

The company's immediate controlling party is Learnosity Holdings Limited, registered at 6 Coke Lane, Dublin 7, Ireland.

The Company's ultimate controlling parties are Battery Ventures XII (AIV I. Cayman) LP (36.79%), Battery Ventures XII Side Fund (AIV I. Cayman) LP (36.79%), Battery Investments Partners XII (AIV Cayman) LP (1.43%), the directors (24%) and other (1%).

24 Post balance sheet events

No material events have occurred since the end of the financial year.