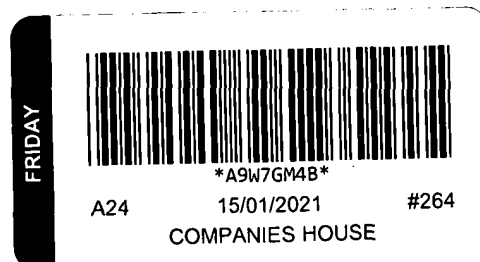


AMENDED

PeopleCert Holdings UK Ltd

Report and Accounts

31 December 2019



PeopleCert Holdings UK Ltd Report and accounts

Contents

Page

Company information	1
Directors' report	2-3
Independent auditors' report	4-6
Profit and loss account	7
Balance sheet	8
Statement of changes in equity	9
Notes to the accounts	10-15

PeopleCert Holdings UK Ltd

Company Information

Directors

Mr. Maury David Shenk
Mr. Anastasios Byron Nicolaidis
Mr. Duncan Ian Arthur Campbell Byatt
Mr. Georgios Giannetsos
Dr. Michael Milanovic

Independent Auditors

Grant Thornton UK LLP
Chartered Accountants & Statutory Auditors
30 Finsbury Square
London EC2A 1AG

Registered office

Suite 10
121/122 Sloane Street
London England
SW1X 9BW

Bankers:

Barclays Bank Plc
HSBC UK Bank Plc

Registered number

09323271

PeopleCert Holdings UK Ltd

Director's Report

The directors present their report and accounts for the year ended 31 December 2019.

Principal activities

The company's principal activity is the holding of investments in subsidiaries.

The principal activity of the company's subsidiaries during the year continued to be in the design, development, management, control, support and delivery of the personnel certification programs and the design, development and assessment of the automated examination systems. Also, the subsidiaries act as agents regarding the organisation and execution of training on behalf of the other companies.

Directors

The following persons served as directors during the year:

Mr. Maury David Shenk

Mr. Anastasios Byron Nicolaidis

Mr. Duncan Ian Arthur Campbell Byatt

Mr. Georgios Giannetsos

Dr. Michael Milanovic

Small company provisions

This report has been prepared in accordance with the provisions in Part 15 of the Companies Act 2006 applicable to companies subject to the small companies regime.

Directors' responsibilities statement

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

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

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

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

The directors confirm that:

- so far as each director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- the directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Going concern


In light of the COVID-19 outbreak, the directors are considering appropriate measures to respond to the uncertain outlook and ensure that the Company remains a going concern over the next 12 months. Whilst there can be no certainty due to the condition across the world at present, the directors are confident in the future of the business based on action plans and forecasts. The directors therefore consider it appropriate for the financial statements to be prepared on the going concern basis. The financial statements do not include any adjustments that would result should the going concern basis of preparation not be appropriate. In the event that this basis is not appropriate, provisions may be required and assets may need to be written down to their recoverable amount.

The directors have received confirmation of the parents company's intention to continue supporting the Company where necessary.

Independent Auditors

The Independent Auditors, Grant Thornton UK LLP, have expressed their willingness to continue in office and a resolution giving authority to the Board of Directors to fix their remuneration will be proposed at the Annual General Meeting.

This report was approved by the board on 31 December 2020 and signed on its behalf.


Mr. Anastasios Byron-Nicolaides
Director



Independent auditor's report to the members of PeopleCert Holdings UK Ltd

Opinion

We have audited the financial statements of PeopleCert Holdings UK Ltd (the 'company') for the year ended 31 December 2019, which comprise the Profit and Loss Account, Balance Sheet, Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

The impact of macro-economic uncertainties on our audit

Our audit of the financial statements requires us to obtain an understanding of all relevant uncertainties, including those arising as a consequence of the effects of macro-economic uncertainties such as Covid-19 and the withdrawal of the United Kingdom from the European Union (Brexit). All audits assess and challenge the reasonableness of estimates made by the directors and the related disclosures and the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment and the company's future prospects and performance.

Covid-19 and Brexit are amongst the most significant economic events for the UK, and at the date of this report its effects are subject to unprecedented levels of uncertainty, with the full range of possible outcomes and their impacts unknown. We applied a standardised firm-wide approach in response to these uncertainties when assessing the company's future prospects and performance. However, no audit should be expected to predict the unknowable factors or all possible future implications for a company associated with these particular events.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

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

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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.

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 directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

Matter on which we are required to report under the Companies Act 2006

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

Matters on which we are required to report by exception

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

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

Responsibilities of directors for the financial statements

As explained more fully in the directors' responsibilities statement set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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 Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

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.

 UK LLP

Sergio Cardoso
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
London

7/1/2021

PeopleCert Holdings UK Ltd
Profit and Loss Account for the year ended 31 December 2019

	2019	2018
	£	£
Selling & Administrative expenses	(44,119)	(97,223)
Operating loss	(44,119)	(97,223)
Dividend Income	468,644	100,000
Finance Loss	(95)	(17)
Profit on ordinary activities before taxation	424,430	2,760
Tax on profit / (loss)	6,904	1,670
Profit for the financial year	431,334	4,430

The notes on pages 10-15 form an integral part of these financial statements

PeopleCert Holdings UK Ltd
Balance Sheet as at 31 December 2019

	Notes	2019 £	2018 £
Non - current assets			
Investments	2	8,343	8,343
Deferred tax asset	6	8,574	1,670
		<u>16,917</u>	<u>10,013</u>
Current assets			
Debtors	4	468,644	103,593
Cash at bank and in hand		8,269	700
		<u>476,913</u>	<u>104,293</u>
Creditors: amounts falling due within one year	5	<u>473,753</u>	<u>125,563</u>
Net current assets / (liabilities)		<u>3,160</u>	<u>(21,270)</u>
Net assets / (liabilities)		<u>20,077</u>	<u>(11,257)</u>
Capital and reserves			
Called up share capital		200	200
Profit and loss account		19,877	(11,457)
Shareholders' funds		<u>20,077</u>	<u>(11,257)</u>

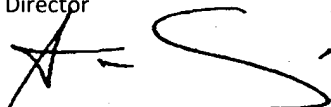
The notes on pages 10-15 form an integral part of these financial statements

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A small entries.

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

Mr. Anastasios Byron Nicolaides

Director



Approved by the board on 31 December 2020.

PeopleCert Holdings UK Ltd
Statement of Changes in Equity for the year ended 31 December 2019

	Share capital	Profit and loss account	Total
	£	£	£
At 1 January 2018	200	(15,887)	(15,687)
Profit for the financial year	-	4,430	4,430
At 1 December 2018	200	(11,457)	(11,257)
At 1 January 2019	200	(11,457)	(11,257)
Profit for the financial year	-	431,334	431,334
Dividend	-	(400,000)	(400,000)
At 31 December 2019	200	19,877	20,077

PeopleCert Holdings UK Ltd

Notes to the Accounts for the year ended 31 December 2019

1 Accounting policies

Basis of preparation

The accounts have been prepared under the historical cost convention and in accordance with FRS 102. The Financial Reporting Standard applicable in the UK and Republic of Ireland (as applied to small entities by section 1A of the standard).

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.41(b), 11.41(c), 11.41(e), 11.41(f), 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 26 Share-based Payment paragraphs 26.18(b), 26.19 to 26.21 and 26.23;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

Investments

Investments in subsidiaries, associates and joint ventures are measured at cost less any accumulated impairment losses. Listed investments are measured at fair value. Unlisted investments are measured at fair value unless the value cannot be measured reliably, in which case they are measured at cost less any accumulated impairment losses. Changes in fair value are included in the profit and loss account.

Debtors

Short term debtors are measured at transaction price (which is usually the invoice price), less any impairment losses for bad and doubtful debts. Loans and other financial assets are initially recognised at transaction price including any transaction costs and subsequently measured at amortised cost determined using the effective interest method, less any impairment losses for bad and doubtful debts.

Creditors

Short term creditors are measured at transaction price (which is usually the invoice price). Loans and other financial liabilities are initially recognised at transaction price net of any transaction costs and subsequently measured at amortised cost determined using the effective interest method.

Taxation

A current tax liability is recognised for the tax payable on the taxable profit of the current and past periods. A current tax asset is recognised in respect of a tax loss that can be carried back to recover tax paid in a previous period. Deferred tax is recognised in respect of all timing differences between the recognition of income and expenses in the financial statements and their inclusion in tax assessments. Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date and that are expected to apply to the reversal of the timing difference, except for revalued land and investment property where the tax rate that applies to the sale of the asset is used. Current and deferred tax assets and liabilities are not discounted.

Provisions

Provisions (i.e. liabilities of uncertain timing or amount) are recognised when there is an obligation at the reporting date as a result of a past event, it is probable that economic benefit will be transferred to settle the obligation and the amount of the obligation can be estimated reliably.

Foreign currency translation

Transactions in foreign currencies are initially recognised at the rate of exchange ruling at the date of the transaction. At the end of each reporting period foreign currency monetary items are translated at the closing rate of exchange. Non-monetary items that are measured at historical cost are translated at the rate ruling at the date of the transaction. All differences are charged to profit or loss.

Leased assets

A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership. All other leases are classified as operating leases. The rights of use and obligations under finance leases are initially recognised as assets and liabilities at amounts equal to the fair value of the leased assets or, if lower, the present value of the minimum lease payments. Minimum lease payments are apportioned between the finance charge and the reduction in the outstanding liability using the effective interest rate method. The finance charge is allocated to each period during the lease so as to produce a constant periodic rate of interest on the remaining balance of the liability. Leased assets are depreciated in accordance with the company's policy for tangible fixed assets. If there is no reasonable certainty that ownership will be obtained at the end of the lease term, the asset is depreciated over the lower of the lease term and its useful life. Operating lease payments are recognised as an expense on a straight-line basis over the lease term.

Dividends

Dividend distribution to the Company's shareholders is recognised in the Company's financial statements in the year in which they are approved by the Company's shareholders

Significant management judgement

The following are significant management judgements in applying the accounting policies of the Company that have the most significant effect on the financial statements:

Deferred tax assets

The extent to which deferred tax assets can be recognised is based on an assessment of the probability that future taxable income will be available against which the deductible temporary differences and tax loss carry forwards can be utilised. In addition, significant judgement is required in assessing the impact of any legal or economic limits or uncertainties. The recognition of deferred tax assets that are subject to certain legal or economic limits or uncertainties is assessed individually by Management based on the specific facts and circumstances.

Impairment assessment of receivable amounts

The Company follows the guidance of FRS 102 in determining when a receivable balance is impaired. This determination requires significant judgement regarding the current and potential economic circumstances specific to each debtor, and its current and potential repayment ability.

Estimation uncertainty

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are discussed below:

Income taxes

Significant estimates are made in determining the tax liability for income taxes. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognises liabilities for anticipated tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded,

such differences will impact the income tax liability in the period in which such determination is made.

The Company reviews its trade and other receivables for evidence of their recoverability. Such evidence includes the customer's payment record and the customer's overall financial position. If indications of irrecoverability exist, the recoverable amount is estimated and a respective allowance for impairment is made. The review of credit risk is continuous, and the methodology and assumptions used for estimating the allowance for impairment are reviewed regularly and adjusted accordingly.

Going Concern

In light of the COVID-19 outbreak, the directors are considering appropriate measures to respond to the uncertain outlook and ensure that the Company remains a going concern over the next 12 months. Whilst there can be no certainty due to the condition across the world at present, the directors are confident in the future of the business based on action plans and forecasts. The directors therefore consider it appropriate for the financial statements to be prepared on the going concern basis. The financial statements do not include any adjustments that would result should the going concern basis of preparation not be appropriate. In the event that this basis is not appropriate, provisions may be required and assets may need to be written down to their recoverable amount.

The directors have received confirmation of the parents company's intention to continue supporting the Company where necessary.

PeopleCert Holdings UK Ltd
Notes to the Accounts for the year ended 31 December 2019

2 Investments	£
Cost	
At 1 January 2019	8,343
Additions	-
Disposals	-
At 31 December 2019	<u><u>8,343</u></u>

The company holds 100% of the share capital of the following company.

Company	Share class held	Country of registration	%	Capital and reserves	Profit of the year
PeopleCert International Limited	Ordinary	Cyprus	100	14,801,553	3,416,110

3 Net foreign exchange gain / losses

Net foreign exchange gains or losses are reported under finance income / finance loss

4 Debtors	2019	2018
	£	£
Other debtors	-	3,593
PeopleCert International	468,644	100,000
	<u><u>468,644</u></u>	<u><u>103,593</u></u>

The amounts due to PeopleCert International mainly concern dividends received from the subsidiary which are settled in the following year. The remaining balance is collectible on demand.

5 Creditors: amounts falling due within one year	2019	2018
	£	£
Accruals	39,089	90,000
Amounts due to related parties	414,821	30,885
Other Creditors	19,843	4,678
	<u><u>473,753</u></u>	<u><u>125,563</u></u>

The amounts due to related parties mainly concern dividends payable to the parent entity which are settled in the following year. The remaining balance is repayable on demand.

6 Deferred tax asset	2019	2018
	£	£
Balance at 1 January	1,670	-
Charged / (credited) to Profit & Loss	6,904	1,670
Balance at 31 December	<u><u>8,574</u></u>	<u><u>1,670</u></u>

7 Current Tax liabilities	2019	2018
	£	£
Corporation Tax	-	-
	<u>-</u>	<u>-</u>
Tax Expense Reconciliation		
Profit on ordinary activities before tax	424,430	2,760
Tax on profit on ordinary activities at standard CT rate of 19%	80,642	524
Effects of:		
Income not taxable for tax purposes	(89,042)	(19,000)
Group relief surrendered / (claimed)	685	19,582
Adjust closing deferred tax to average rate of 19%	1,009	197
Adjust opening deferred tax rate to average of 19%	(198)	(313)
Deferred tax not recognised	-	(2,660)
Tax charge /(credit) for the period	<u>(6,904)</u>	<u>(1,670)</u>

8 Auditors remuneration

	2019	2018
	£	£
Fees payable to the company's auditor for the Statutory Audit	9,000	67,500
Fees payable to the company's auditor for other services:		
Tax computation	12,000	10,752
Other taxation services	9,100	-
Total	<u>30,100</u>	<u>78,252</u>

Statutory Audit fees 2018 (£ 67,500) include also audit fees of 2016 and 2017 paid by the Company on behalf of PeopleCert UK Ltd and PeopleCert Qualifications Ltd.

9 Ultimate Parent Company and Controlling party

The Company to consolidate the financial statements is PeopleCert Holdings Europe Ltd 40, Themistocles Dervi Street, 1066 Nicosia, Cyprus, that is also the ultimate controlling party.

10 Contingent liabilities

PeopleCert Holdings UK Ltd had no contingent liabilities at 31 December 2019 or 31 December 2018.

11 Commitments

PeopleCert Holdings UK Ltd had no commitments at 31 December 2019 or 31 December 2018.

12 Other information

PeopleCert Holdings UK Ltd is a private company limited by shares and incorporated in England.

Its registered office is:
Suite 10
121/122 Sloane Street
SW1X9BW London

13 Post balance sheet events

The Company has determined that the Covid-19 pandemic is a non-adjusting subsequent event. Accordingly, the financial position and results of operations as of and for the year ended 31 December 2019 have not been adjusted to reflect their potential impact.
