

Company Registration No. 10027474 (England and Wales)

**MULTIVERSE GROUP LIMITED
REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 MARCH 2024**

MULTIVERSE GROUP LIMITED

COMPANY INFORMATION

| | |
|--------------------------|--|
| Directors | Mr E A Blair Mr J Cutler Mr J Duggan Mr N Mandan Mr D H Rimer Ms Y Moon Ms M L Fox |
| Company number | 10027474 |
| Registered office | 2 Eastbourne Terrace 5th and 6th Floors London W2 6LG |
| Auditor | RSM UK Audit LLP Chartered Accountants 25 Farringdon Street London EC4A 4AB |

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2024

The directors present the strategic report for the year ended 31 March 2024.

Fair review of the business

Multiverse identifies, closes and prevents skills gaps, through personalized, on-the-job learning. Our principal activity is the training and development of learners of all ages and backgrounds, while helping organisations embrace digital transformation. We do this by deploying an AI-driven learning platform, alongside the best of human coaching. This financial year has seen a particular acceleration in learning related to Artificial Intelligence, alongside our existing strengths in tech and data skills.

FY24 was a year of transition for the business that saw a continuation of strong growth, delivered with increasing efficiency, alongside a number of strategic investments. In particular:

- Revenue grew 29% year-on-year on a consolidated basis.
- We've continued to improve our product with both internal investment and acquisitions. In addition to the purchase of Peergrade (Eduflow), which impacts this year's accounts, we purchased the assets of San Francisco based AI firm Searchlight, to grow our skills intelligence capabilities. These investments have an impact on EBITDA in this year, but positively affect our gross profit margin. Deploying technology effectively, alongside improvements to our delivery model, has seen gross profit margin grow from 66% to 72% year-on-year.
- Technological investment and the greater efficiencies that flow from them mean we've also continued to grow our team, but at a more moderate rate than previous years. Headcount grew by 19%.
- During this year we made a number of changes to our US business to transition away from Registered Apprenticeships. This included rightsizing our headcount, in order to make continued investments in that market.

Future developments

The Group, together with the Board and senior leadership team, has developed a strategic plan for the business with the specific focus of continual growth in our core UK market. Our Learning Product team work to ensure Multiverse is able to close the most in demand skills gaps - already our core Artificial Intelligence programmes (AI Powered Productivity and AI for Business Value), delivered approximately a third of our booked revenue in the UK.

We will continue to pursue the significant market opportunity in the US, alongside other regulated markets, globally.

Principal risks and uncertainties

The Directors assess the principal risks and uncertainties facing the Group in both the short and long-term. They are as follows:

People:

Our People are critical to our ability to run the business and provide a high-quality, differentiated product to our customers. A key risk to Multiverse is ensuring we have the right number of skilled coaches to deliver our outstanding training programmes without any compromise on quality.

Our stringent recruitment process seeks to bring exceptional talent into the team and is supported by a carefully curated onboarding and training process for all employees. Our internal culture places strong emphasis on inspiring and developing every team member throughout their time at Multiverse.

We also ensure we hire the right talent to our sales and marketing team to ensure strong delivery for our future market growth.

We carefully select our Senior Leadership Team members to drive business growth and operational efficiency in all aspects.

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2024

Regulatory environment:

In our core UK business regulation has a meaningful impact. Thus far, our commitment to quality and regulatory engagement has provided a competitive differentiation: we were the first apprenticeship provider of our size to achieve Ofsted Outstanding judgements in our most recent inspection. We proactively engage and monitor the regulatory landscape for potential updates, and invest in compliance across our organisation.

Currency risk:

The Group is exposed to currency risk by virtue of its proportion of business and staff members in the USA. The Company maintains a USD account with proceeds from fundraises and US business operations. Held balances and inflows from the continuing operations are more than sufficient for the medium term needs of the business, enabling risk management.

Uncertain global economic environment:

The directors continue to review cash forecasts on a regular basis and ensure costs are kept under control and continue to look ahead and mitigate further risks as they arise.

Key performance indicators

Multiverse monitors and measures its performance using both financial and non-financial metrics.

Non-financial:

| | 2024 | 2023 |
|--|-------------|-------------|
| Apprentice population (Including alumni) | 18,521 | 13,300 |

Financial:

| | 2024 | <i>Restated</i> |
|-------------------------|-------------|------------------------|
| | £m | 2023 |
| | | £m |
| <i>Received revenue</i> | 58.4 | 45.2 |
| Cash | 135.4 | 188.1 |
| Current ratio | 4.5 | 9.4 |
| EBITDA | (61.3) | (47.3) |

Received revenue represents the revenue recognised in the profit and loss account. Received revenue has grown 29% year-on-year.

The year-on-year decrease in cash is in part due to the impact of acquisitions. Our current ratio is strong at 4.5 as at 31 March 2024. The Group currently does not have any external financial debt.

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2024

Directors Statement on Section 172

The Directors are responsible for promoting the long-term success of the Group by creating and maintaining sustainable value for all stakeholders. This responsibility is discharged by the role the Directors play in reviewing and making decisions with regards to the Group's strategy, approval of budgets, organizational changes, and other key policy changes. The Group's key stakeholders include employees, customers, suppliers, shareholders and the communities and environment in which the Group operates. The Board acknowledges its responsibilities under Section 172 of the Companies Act 2006 and below sets out the key considerations that demonstrates how the directors discharge their duties:

- The likely consequences of any decision in the long term:

The board meets on a quarterly basis with papers circulated in advance. This enables the directors to fully understand the performance and position of the Company when making decisions of strategic importance. When the Board is approving decisions, the requirements of Section 172 are considered and the potential outcome of the decisions, including the impact on relevant stakeholder groups.

- The interest of the Group's employees:

The group relies on the skills, experience and commitment of our people to meet our business goals. The Board aims to attract and retain high-quality employees, providing them with the right tools, development and information to be effective in their roles.

- The need to foster the Group's business relationships with suppliers, customers, and others.

- Customers: The Group assesses, trains and develops apprentices for both corporate clients and the public sector. Feedback and retention rates from both apprentices and customers are regularly reviewed, measured and considered.
- Suppliers: The Group works alongside suppliers to foster close working relationships.
- Shareholders: The Group engages with investors in the Company giving them a full understanding of the business including the strategy, growth potential and risks in the business as well as the overall performance of the business.

- The impact of the Group's operations on the community and environment

The Group seeks to be a positive member of the communities in which it operates, and to operate in a sustainable way. A key element of contributing to local communities is encouraging staff to spend an element of work time supporting charitable projects of their choice. We publish the economic outcomes we generate for individuals and society through a separate Impact Report. The Group also seeks to do what it reasonably can to protect the environment and having a set of goals to reduce its carbon footprint over time, and being in the process of developing other longer term sustainability targets.

Euan Blair

Mr E A Blair
Director

28 March 2025

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2024

The directors present their annual report and financial statements for the year ended 31 March 2024.

Results and dividends

The results for the year are set out on page 14.

The directors do not recommend the payment of a dividend.

Directors

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

Mr E A Blair
Mr J Cutler
Mr J Duggan
Mr N Mandan
Mr D H Rimer
Ms Y Moon
Ms M L Fox (*appointed Oct 2024*)

Qualifying third party indemnity provisions

The company has made qualifying third party indemnity provisions for the benefit of its directors during the year. These provisions remain in force at the reporting date.

Employees

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

The group is committed to providing full and fair consideration to applications for employment from disabled individuals. Our policy ensures equal opportunities in employment, training, career development, and promotion for disabled employees. Additionally, we are dedicated to supporting the continuing employment and development of employees who acquire a disability during their tenure, offering necessary adjustments and training to enable them to thrive in their roles.

Post reporting date events

After the balance sheet date the group repurchased 125,685 growth shares from employees who have left the business. There are no other post balance sheet events to be disclosed in these financial statements.

Auditor

RSM UK Audit LLP have indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place for them to be deemed reappointed as auditors in the absence of an Annual General Meeting.

Strategic report

The group has chosen in accordance with Companies Act 2006, s. 414C(11) to set out in the group's strategic report information required by Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, Sch. 7 to be contained in the directors' report. It has done so in respect of the principal risks and uncertainties and the fair review of the business.

Statement of disclosure 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.

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2024

Streamlined Energy and Carbon Reporting (SECR)

The SECR disclosure presents the Group's carbon footprint within the United Kingdom for Scope 1, 2 and 3 emissions based on SECR legislation, an appropriate intensity metric and the total energy use of electricity, gas and transport for the year ended 31 March 2024.

The Group has taken the exemption available from including overseas subsidiaries. Prior year comparisons provided where available. However, due to a change in consultants direct comparisons between years are not always possible.

| Energy consumption for the year ended 31 March 2024. | 2024 | 2023 |
|--|----------------|----------------|
| Electricity (kWh) | 118,798 | |
| Gas (kWh) | 150,844 | |
| TOTAL | 269,642 | 205,346 |

Scope 1

| | | |
|--|---|-------|
| Total UK Transport fuel consumption (kWh) | - | 2,358 |
| Associated greenhouse gas emissions Scope 1 (tCO ₂ e) | - | 1 |

Scope 2

| | | |
|--|----|----|
| Total Associated GHG (location based) (tCO ₂ e) | 57 | 40 |
|--|----|----|

Scope 3

| | | |
|---|-------|---|
| Total Associated GHG (tCO ₂ e) | 1,125 | - |
|---|-------|---|

| | | |
|--|--------------|--------------|
| Total scope 1, 2 & 3 (tCO₂e) | 1,182 | 2,399 |
|--|--------------|--------------|

Intensity ratio

SECR Market-based GHG Emissions per UK employees in full time equivalents

| | | |
|--------------------------------|------|------|
| Tonnes CO ₂ e / FTE | 2.51 | 0.07 |
|--------------------------------|------|------|

Energy Efficiency and Action Taken

Multiverse is working on reducing energy use and GHG emissions by the following actions:

- Continuing initiatives to replace the standard hardware model with a lower carbon footprint model.
- Continuing initiatives to explore purchasing more vegetarian and plant based options for the office.
- Continuing initiatives with a train first policy for all business travel.

Going concern

The directors review their forecasts with specific reference to the ability of the business to meet its liabilities when they fall due and have reasonable expectation that the company is able to manage its business risks successfully. The forecasts cover the twelve months from the date of signing of these financial statements and make allowance for reasonable foreseeable impacts of the current economic environment.

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2024

The Group has net assets of £130,964,804 (2023: £180,401,775) and cash balances of £135,353,536 (2023: £188,099,798) at the balance sheet date respectively.

Multiverse forecasts contain sufficient cash projections to enable continued growth and development of the business. The forecasts cover the period beyond the twelve months from the date of signing of these accounts. The directors have also considered various scenarios to stress test this forecast and as a result, the directors continue to adopt the going concern basis in preparing these accounts.

On behalf of the board

Euan Blair

Mr E A Blair
Director
28 March 2025

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 MARCH 2024

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

Company law requires the directors to prepare group and company financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and company, and of the profit or loss of the group for that period. In preparing each of the group and company financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards comprising FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and company will continue in business.

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

STATEMENT OF CORPORATE GOVERNANCE AND INTERNAL CONTROL

FOR THE YEAR ENDED 31 MARCH 2024

Statement of Corporate Governance

This Statement of Corporate Governance outlines the Group's corporate governance arrangements in accordance with the requirements of the Office for Students (OfS). This statement relates to the financial year ended 31 March 2024 and the period up to the date of approval of these financial statements.

Multiverse UK accredited higher education programmes (L4+) are subject to additional regulations in line with the apprenticeship regulations set out by the Education and Skills Funding Agency (ESFA) and Multiverse Academic Regulations are subject to annual monitoring and review. Responsibility for reviewing these Regulations lies with the Multiverse Governance Team. Recommendations with regards to Academic Regulation are provided by the Academic Quality Council and/or Quality Subcommittee which both meet quarterly. Each month, the Quality team collates and reviews performance data across all programmes and identifies areas of emerging risk and improvement. This report is surfaced to the Governance leadership and areas for urgent intervention are flagged and escalated to the quarterly meeting.

Multiverse operates an Information Governance Committee which provides oversight and guidance on data protection, privacy, and information security across the organisation. It ensures compliance with relevant regulations, supports best practices in data management, and promotes a culture of accountability. The Committee reviews policies, assesses risks, and advises on strategic initiatives to safeguard information while enabling efficient and informed decision-making.

The wider overall governance of the organization rests with the Executive Team who are responsible for setting the strategic direction, ensuring regulatory compliance, and upholding the organisation's values and objectives. There are no other formal governing bodies or committees with specific governance responsibilities.

The group promotes transparency surrounding its corporate governance arrangements by providing key information to stakeholders through its audited financial statements. The Articles of Association of Multiverse Group Limited are also publicly available via Companies House. Further to these all policies are published on our website including our academic regulations, quality assurance strategy, safeguarding policy, DEI policy and anti-corruption and bribery policies.

Statement of Internal Control

This Statement of Internal Control outlines the group's arrangements for the prevention and detection of corruption, fraud, bribery, and other irregularities, in accordance with the requirements set out by the Office for Students (OfS). This statement relates to the financial year ended 31 March 2024 and up to the date of the approval of the financial statements.

The group recognises the importance of maintaining a sound system of internal control. Arrangements for internal control are designed to manage, rather than eliminate, the risk of failure to achieve its strategic aims and objectives. These arrangements are considered appropriate for the size and complexity of the organization. The group can therefore only provide reasonable and not absolute assurance of effectiveness.

The key elements of the group's system of internal control include the following:

- Identifying and managing risk is an ongoing process and the executive team meets weekly to assess changes in risks applicable to Multiverse. The executive team has responsibility for operational planning and management, risk management, financial planning, resource planning and management, managing stakeholder relationships and legal obligations.
- A risk-based approach to the design and implementation of internal control is used to evaluate the likelihood and impact of business, operational, compliance and financial risks becoming a reality.
- The Executive committee has responsibility for approving the Group's budget and ensures regularity and propriety in the use of its public funding through regular reviews of financial results with variance reporting.
- The external auditor, RSM UK, improves the internal control improvement by providing an independent opinion on our controls and processes and confirms that our financial statements provide a true and fair view of the group financial position.
- Multiverse attained ISO27001 certification in October 2024. Multiverse uses this external certification to augment and validate its internal control framework.

There are no significant internal control weaknesses or failures to report.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MULTIVERSE GROUP LIMITED

Opinion

We have audited the financial statements of Multiverse Group Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 March 2024 which comprise the consolidated statement of comprehensive income, the consolidated statement of financial position, the company statement of financial position, the consolidated statement of changes in equity, the company statement of changes in equity and the consolidated statement of cashflows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 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 group's and of the parent company's affairs as at 31 March 2024 and of the group's loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- 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 group and parent 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.

Conclusions relating to going concern

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

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

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

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

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

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

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 9, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

The extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the

prevention and detection of fraud.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the group audit engagement team:

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory frameworks that the group and parent company operates in and how the group and parent company are complying with the legal and regulatory frameworks;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud;
- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud.

As a result of these procedures we consider the most significant laws and regulations that have a direct impact on the financial statements are FRS 102, the Companies Act 2006 and tax compliance regulations. We performed audit procedures to detect non-compliances which may have a material impact on the financial statements which included reviewing financial statement disclosures, inspecting correspondence with local tax authorities and evaluating advice received from external tax advisors.

The most significant laws and regulations that have an indirect impact on the financial statements are those in relation to General Data Protection Regulations (GDPR) and Ofsted (Education and Inspections Act). We performed audit procedures to inquire of management whether the group is in compliance with these law and regulations and inspected correspondence with Ofsted and educational regulatory authorities.

The audit engagement team identified the risk of management override of controls and revenue recognition as the areas where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed included but were not limited to testing manual journal entries and other adjustments and evaluating the business rationale in relation to significant, unusual transactions and transactions entered into outside the normal course of business and testing a sample of revenue transactions.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <http://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.

David Blacher

David Blacher ACCA (Senior Statutory Auditor)

For and on behalf of RSM UK Audit LLP, Statutory Auditor

Chartered Accountants

25 Farringdon Street

London

EC4A 4AB

United Kingdom

28/03/2025

MULTIVERSE GROUP LIMITED
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 MARCH 2024

| | | 2024 | Restated 2023 |
|---|--------------|---------------------|--------------------------|
| | Notes | £ | £ |
| Turnover | 4 | 58,399,296 | 45,199,525 |
| Cost of sales | | (16,211,568) | (15,329,606) |
| Gross profit | | 42,187,728 | 29,869,919 |
| Administrative expenses | | (106,092,004) | (77,512,491) |
| Other operating income | | 200,689 | 1,488 |
| Operating loss | 8 | (63,703,587) | (47,641,084) |
| Interest receivable and similar income | 10 | 3,063,576 | 2,629,903 |
| Interest payable and similar expenses | 11 | (475) | - |
| Loss before taxation | | (60,640,486) | (45,011,181) |
| Tax on loss | 12 | (246,096) | 38,158 |
| Loss for the financial year | | (60,886,582) | (44,973,023) |
| Other comprehensive loss net of taxation | | | |
| Currency translation differences | | 513,518 | 3,659 |
| Total comprehensive loss for the year | | (60,373,064) | (44,969,364) |

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

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

MULTIVERSE GROUP LIMITED
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2024

Company Registration No. 1002747

| | | 2024 | | Restated 2023 | |
|---|-------|--------------------|--------------------|--------------------|--------------------|
| | Notes | £ | £ | £ | £ |
| Fixed assets | | | | | |
| Intangible assets | 13 | | 16,834,733 | | 142,509 |
| Tangible assets | 14 | | 402,876 | | 444,806 |
| | | | <u>17,237,609</u> | | <u>587,315</u> |
| Current assets | | | | | |
| Debtors | 17 | 13,668,218 | | 13,106,095 | |
| Cash at bank and in hand | | 135,353,536 | | 188,099,798 | |
| | | <u>149,021,754</u> | | <u>201,205,893</u> | |
| Creditors: amounts falling due within one year | 18 | (32,778,195) | | (21,391,433) | |
| Net current assets | | | <u>116,243,559</u> | | <u>179,814,460</u> |
| Total assets less current liabilities | | | <u>133,481,168</u> | | <u>180,401,775</u> |
| Creditors: amounts falling due after more than one year | 18 | (1,388,579) | | - | |
| Provisions for liabilities | 24 | (1,127,785) | | - | |
| Net assets | | | <u>130,964,804</u> | | <u>180,401,775</u> |
| Capital and reserves | | | | | |
| Called up share capital | 20 | | 263 | | 261 |
| Share premium account | 21 | | 242,322,691 | | 234,527,006 |
| Share options reserve | 21 | | 4,526,015 | | 1,385,609 |
| Capital redemption reserve | 21 | | 34 | | 34 |
| Profit and loss reserves | 21 | | (115,884,199) | | (55,511,135) |
| Total equity | | | <u>130,964,804</u> | | <u>180,401,775</u> |

The financial statements were approved by the board of directors and authorised for issue on 28 March 2025 and are signed on its behalf by:

Euan Blair

Mr E A Blair
Director

MULTIVERSE GROUP LIMITED
COMPANY STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2024

Company Registration No. 1002747

| | | 2024 | | Restated 2023 | |
|---|-------|---------------------|--------------------|---------------------|--------------------|
| | Notes | £ | £ | £ | £ |
| Fixed assets | | | | | |
| Intangible assets | 13 | | 94,010 | | 142,509 |
| Tangible assets | 14 | | 310,628 | | 358,896 |
| Investments | 15 | | 8 | | 8 |
| | | | <u>404,646</u> | | <u>501,413</u> |
| Current assets | | | | | |
| Debtors | 17 | 36,617,805 | | 9,688,286 | |
| Cash at bank and in hand | | 132,976,574 | | 184,982,322 | |
| | | <u>169,594,379</u> | | <u>194,670,608</u> | |
| Creditors: amounts falling due within one year | 18 | <u>(21,258,324)</u> | | <u>(15,110,182)</u> | |
| Net current assets | | | <u>148,336,055</u> | | <u>179,560,426</u> |
| Total assets less current liabilities | | | <u>148,740,701</u> | | <u>180,061,839</u> |
| Capital and reserves | | | | | |
| Called up share capital | 20 | | 263 | | 261 |
| Share premium account | 21 | | 242,322,691 | | 234,527,006 |
| Capital redemption reserve | 21 | | 34 | | 34 |
| Share options reserve | 21 | | 4,526,015 | | 1,385,609 |
| Profit and loss reserves | 21 | | (98,108,302) | | (55,851,071) |
| Total equity | | | <u>148,740,701</u> | | <u>180,061,839</u> |

As permitted by s408 Companies Act 2006, the company has not presented its own profit and loss account and related notes as it prepares group accounts. The company's loss for the year was £42,257,230 (restated 2023 - £44,754,038 loss).

The financial statements were approved by the board of directors and authorised for issue on 28 March 2025 and are signed on its behalf by:

Euan Blair

Mr E A Blair
Director

MULTIVERSE GROUP LIMITED
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2024

| | | Share capital | Share premium account | Capital redemption reserve | Share options reserve | Profit and loss reserves | Total |
|--|-------|------------------|-----------------------------|----------------------------------|-----------------------------|--------------------------------|--------------------|
| | Notes | £ | £ | £ | £ | £ | £ |
| Restated balance at 1 April 2022 | | 224 | 91,015,745 | 34 | 104,964 | (10,541,771) | 80,579,196 |
| Year ended 31 March 2023: | | | | | | | |
| Total comprehensive loss for the year (restated) | | - | - | - | - | (44,969,364) | (44,969,364) |
| Share options (restated) | | - | - | - | 1,280,645 | - | 1,280,645 |
| Issue of share capital | 20 | 37 | 143,511,261 | - | - | - | 143,511,298 |
| Restated balance at 31 March 2023 | | 261 | 234,527,006 | 34 | 1,385,609 | (55,511,135) | 180,401,775 |
| Year ended 31 March 2024: | | | | | | | |
| Total comprehensive loss for the year | | - | - | - | - | (60,373,064) | (60,373,064) |
| Share option grants | | - | - | - | 3,404,863 | - | 3,404,863 |
| Issue of share capital | 20 | 2 | 7,341,222 | - | - | - | 7,341,224 |
| Settlement of employee share schemes | 7 | - | 454,463 | - | (264,457) | - | 190,006 |
| Balance at 31 March 2024 | | 263 | 242,322,691 | 34 | 4,526,015 | (115,884,199) | 130,964,804 |

MULTIVERSE GROUP LIMITED
COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2024

| | Share capital | Share premium account | Capital redemption reserve | Share options reserve | Profit and loss reserves | Total |
|--|---------------|-----------------------|----------------------------|-----------------------|--------------------------|--------------------|
| | £ | £ | £ | £ | £ | £ |
| Restated balance at 1 April 2022 | 224 | 91,015,745 | 34 | 104,964 | (11,097,033) | 80,023,934 |
| Year ended 31 March 2023: | | | | | | |
| Total comprehensive loss for the year (restated) | - | - | - | - | (44,754,038) | (44,754,038) |
| Share options (restated) | - | - | - | 1,280,645 | - | 1,280,645 |
| Issue of share capital | 20 | 37 | 143,511,261 | - | - | 143,511,298 |
| Restated balance at 31 March 2023 | 261 | 234,527,006 | 34 | 1,385,609 | (55,851,071) | 180,061,839 |
| Year ended 31 March 2024: | | | | | | |
| Total comprehensive loss for the year | - | - | - | - | (42,257,230) | (42,257,230) |
| Share option grants | - | - | - | 3,404,863 | - | 3,404,863 |
| Issue of share capital | 20 | 2 | 7,341,222 | - | - | 7,341,224 |
| Settlement of employee share schemes | 7 | - | 454,463 | - | (264,457) | 190,006 |
| Balance at 31 March 2024 | 263 | 242,322,691 | 34 | 4,526,015 | (98,108,302) | 148,740,701 |

MULTIVERSE GROUP LIMITED
CONSOLIDATED STATEMENT OF CASHFLOWS
FOR THE YEAR ENDED 31 MARCH 2024

| | 2024 | Restated 2023 |
|---|---------------------|---------------------|
| | £ | £ |
| Cash flows from operating activities | | |
| Net Income | (60,373,064) | (44,969,364) |
| Adjustments for: | | |
| Depreciation of tangible assets | 288,587 | 265,036 |
| Amortisation of intangible assets | 2,129,846 | 118,030 |
| (Increase) / decrease in debtors | (229,172) | (15,450,886) |
| Increase / (decrease) in creditors | 9,427,109 | 22,064,642 |
| Tax expense | 246,096 | (38,158) |
| Interest income | (3,063,576) | (2,629,903) |
| Realized currency losses | 513,518 | - |
| Loss on disposal of tangible assets | 37,173 | 178,584 |
| Loss on disposal of intangible assets | - | 4,258 |
| Share based payment charge | 3,404,863 | 1,280,645 |
| Cash from operating activities | (47,618,620) | (39,177,116) |
| Tax paid | (340,304) | (76,174) |
| Net cash from operating activities | (47,958,924) | (39,253,290) |
| Cash flows from investing activities | | |
| Purchase of tangible fixed assets | (285,489) | (296,472) |
| Purchase of intangible fixed assets | (3,331,741) | (138,096) |
| Purchase of subsidiary (net of cash acquired) | (3,661,178) | - |
| Interest received | 2,824,833 | 2,629,903 |
| Net cash flows from investing activities | (4,453,575) | 2,195,335 |
| Cash flows from financing activities | | |
| Proceeds from issue of shares | - | 143,511,298 |
| Exercise of share options | 178,095 | - |
| Net cash flows from financing activities | 178,095 | 143,511,298 |
| Net Increase in cash and cash equivalents | (52,234,404) | 106,453,343 |
| Cash and cash equivalents at the beginning of the year | 188,099,798 | 81,363,070 |
| Exchange losses on cash and cash equivalents | (511,858) | 283,385 |
| Cash and cash equivalents at the end of the year | 135,353,535 | 188,099,798 |
| Cash at bank and in hand | 135,353,536 | 188,099,798 |

MULTIVERSE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

1 Company information and accounting policies

1.1 Company information

Multiverse Group Limited (“the company”) is a private company limited by shares and is registered and incorporated in England and Wales. The registered office is 2 Eastbourne Terrace, 5th and 6th Floors, London, W2 6LG.

The group consists of Multiverse Group Limited and all of its subsidiaries.

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

1.2 Accounting policies

Basis of preparation of financial statements

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, including the provisions of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008.

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 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 for parent company information presented within the consolidated financial statements:

- Section 7 ‘Statement of Cash Flows’: Presentation of a statement of cash flow and related notes and disclosures.

Basis of consolidation

The consolidated financial statements incorporate those of Multiverse Group Limited and all of its subsidiaries (i.e. entities that the group controls through its power to govern the financial and operating policies so as to obtain economic benefits). Subsidiaries acquired during the year are consolidated using the purchase method. Their results are incorporated from the date that control passes.

All financial statements are made up to 31 March 2024. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the group.

All intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

The cost of a business combination is the fair value at the acquisition date of the assets given, equity instruments issued and liabilities incurred or assumed, plus costs directly attributable to the business combination. The excess of the cost of a business combination over the fair value of the identifiable assets, liabilities and contingent liabilities acquired is recognised as goodwill.

The cost of the combination includes the estimated amount of contingent consideration that is probable and can be measured reliably, and is adjusted for changes in contingent consideration after the acquisition date

MULTIVERSE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2024

1 Company information and accounting policies (Continued)

Going concern

The directors review their forecasts with specific reference to the ability of the business to meet its liabilities when they fall due and have reasonable expectation that the company is able to manage its business risks successfully. The forecasts cover the twelve months from the date of signing of these financial statements and make allowance for reasonable foreseeable impacts of the current economic environment.

The Group has net assets of £130,964,804 (2023 restated: £180,401,775 and cash balances of £135,353,536 (2023: £188,099,798) at the balance sheet date respectively.

Multiverse forecasts contain sufficient cash projections to enable continued growth and development of the business. The forecasts cover the period beyond the twelve months from the date of signing of these accounts. The directors have also considered various scenarios to stress test this forecast and as a result, the directors continue to adopt the going concern basis in preparing these accounts.

Turnover

In the UK, the majority of revenue comes from levy-funding apprenticeship programmes, whilst in the US revenue is derived from commercial contracts for the supply of training and other services. 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, other sales related taxes and discounts.

Interest

Interest payable or receivable is recognised in the statement of comprehensive income over the terms of the debt using the effective interest rate method.

Intangible 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.

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 basis:

| | |
|----------------------|-------------------------------|
| Website costs | Straight line over two years |
| Computer software | Straight line over ten years |
| Acquired brand names | Straight line over two years |
| Acquired technology | Straight line over five years |

Goodwill

Goodwill represents the excess of the cost of a business combination over the fair value of the group's share of the net identifiable assets of the acquired subsidiary at the date of acquisition. Goodwill on acquisitions of subsidiaries is included in 'intangible assets'.

Goodwill is carried at cost less accumulated amortisation and accumulated impairment losses. Goodwill amortisation is calculated by applying the straight-line method to its estimated useful life. If a reliable estimate cannot be made, the useful life of goodwill is presumed to be 10 years. Goodwill is being amortised to 'administrative expenses' over 5 years.

Estimates of the useful economic life of goodwill are based on a variety of factors such as the expected use of the acquired business, the expected useful life of the cash generating units to which the goodwill is attributed, any legal, regulatory or contractual provisions that can limit useful life and assumptions that market participants would consider in respect of similar businesses.

Goodwill is assessed for impairment when there are indicators of impairment and any impairment is charged to the income statement. No reversals of impairment are recognised.

Tangible fixed assets

Tangible fixed assets purchased individually for more than £5,000 are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

MULTIVERSE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2024

1 Company information and accounting policies (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 basis:

| | |
|------------------------------|--------------------------------|
| Leasehold land and buildings | Straight line over five years |
| Plant and equipment | Straight line over three years |

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.

In determining whether there are indicators of impairment of the Group's tangible assets, factors taken into consideration include the economic viability and expected future financial performance of the assets.

Fixed asset investments

In the separate accounts of the company, interests in subsidiaries 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 group. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

Impairment of fixed assets

At each reporting period end date, the group 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.

The carrying amount of the investments accounted for using the equity method is tested for impairment as a single asset. Any goodwill included in the carrying amount of the investment is not tested separately for impairment.

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 and deposits held at call with banks.

Financial instruments

The group 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 group 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.

MULTIVERSE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2024

1 Company information and accounting policies (Continued)

Basic financial assets

Basic financial assets, which include trade and other debtors, amounts owed from fellow group undertakings 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.

Impairment 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 group 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.

Derecognition of financial assets

Financial assets 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.

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 group after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including trade and other creditors, and amounts due to group companies, 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.

Derecognition of financial liabilities

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

Equity instruments

Equity instruments issued by the group are recorded at the fair value of proceeds received, net of transaction costs.

Current and deferred taxation

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 period 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.

MULTIVERSE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2024

1 Company information and accounting policies (Continued)

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.

Deferred tax is recognised on income and expenses from subsidiaries that will be assessed to or allow for tax in a future period except where the group is able to control the reversal of the timing difference and it is probable that the timing difference will not reverse in the foreseeable future.

Deferred tax is recognised on differences between the value of assets (other than goodwill) and liabilities recognised in a business combination and the amounts that can be deducted or assessed for tax. The deferred tax recognised is adjusted against goodwill.

Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense.

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

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.

Share-based payments

Equity-settled share-based payments are measured at fair value at the date of grant by reference to the fair value of the equity instruments granted using the Black-Scholes model. The fair value determined at the grant date is expensed on a straight-line basis over the vesting period, based on the estimate of shares that will eventually vest. A corresponding adjustment is made to equity.

The expense in relation to options over the parent company's shares granted to employees of a subsidiary is recognised by the company as an intercompany loan between the parent company and the receiving subsidiary.

When the terms and conditions of equity-settled share-based payments at the time they were granted are subsequently modified, the fair value of the share-based payment under the original terms and conditions and under the modified terms and conditions are both determined at the date of the modification. Any excess of the modified fair value over the original fair value is recognised over the remaining vesting period in addition to the grant date fair value of the original share-based payment. The share-based payment expense is not adjusted if the modified fair value is less than the original fair value.

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

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical costs are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

MULTIVERSE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2024

1 Company information and accounting policies (Continued)

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Consolidated Statement of Comprehensive Income within "finance income or costs". All other foreign exchange gains and losses are presented in profit or loss within "other operating income"

On consolidation, the results of overseas operations are translated into Sterling at rate approximating to those ruling when the transactions took place. All assets and liabilities of overseas operations are translated at the rate ruling at the reporting date. Exchange differences arising on translating the opening net assets at opening rate and the results of overseas operations at actual rate are recognised in other comprehensive income.

2 Judgements and key sources of estimation uncertainty

In the application of the group'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.

In preparing these financial statements, the directors have made the following judgements:

Impairment assessment on group balances. A review of potential impairment is conducted annually on recoverability of group balances based on management's best estimate of future cash flows of the subsidiary and its available cash funding.

Impairment of investment at a company level. Annually, the Company considers whether its investment in subsidiaries is impaired. Where an indication of impairment is identified the estimation of recoverable value requires estimation.

Share-based payments. Determining appropriate valuation for share-based payments, including options, involves significant judgment, including expected volatility and estimated employee turnover rates in the future. The Group adopts a Black-scholes valuation model to value for share-based payment transactions.

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

MULTIVERSE GROUP LIMITED

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

3 Prior year adjustments

a) In the current year, the Group reviewed its existing transfer pricing policy between Multiverse Group Limited (the Company) and Multiverse US, Inc. While these transfer pricing agreements do not have an impact at the consolidated level of the financial statements, the review with our tax specialists identified that invoices had not been raised for prior year recharges.

A VAT liability has arisen due to VAT under the reverse charge mechanism not being recoverable in full due to the Company's partly exempt status. The under provision has been corrected by restating each of the materially affected financial statement line items for prior periods. The table below summarises the impact of these adjustments on the Group's consolidated financial statements and the Company's financial statements.

b) In the prior year, the Group's shared-based payment charge was not included. Upon recalculation in the current year, it has been determined that charge was required. The table below summarises the impact of this change on the Group's consolidated financial statements and the Company's financial statements.

Group consolidated statement of financial position

| | As previously reported | Adj | As restated | As previously reported | Adj | As restated |
|---|---------------------------|------------------|-------------------|---------------------------|--------------------|--------------------|
| | 2022 | 2022 | 2022 | 2023 | 2023 | 2023 |
| Creditors: amounts falling due within one year | a) (10,780,807) | (900,139) | (11,680,946) | (17,285,168) | (4,106,265) | (21,391,433) |
| Total assets less current liabilities | 81,479,336 | (900,139) | 80,579,197 | 184,508,040 | (4,106,265) | 180,401,775 |
| Called up share capital | 224 | | 224 | 261 | | 261 |
| Share premium account | 91,015,745 | | 91,015,745 | 234,527,006 | | 234,527,006 |
| Capital redemption reserve | 34 | | 34 | 34 | | 34 |
| Share option reserves | b) - | 104,964 | 104,964 | - | 1,385,609 | 1,385,609 |
| Profit and loss reserves | (9,536,667) | (1,005,103) | (10,541,770) | (50,019,261) | (5,491,874) | (55,511,135) |
| Total equity | 81,479,336 | (900,139) | 80,579,197 | 184,508,040 | (4,106,265) | 180,401,775 |

MULTIVERSE GROUP LIMITED

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

3 *Prior year adjustments (continued)*

Group consolidated statement of comprehensive income

| | As previously reported | Adjustment | As restated |
|--|---------------------------|--------------------|---------------------|
| | 2023 | 2023 | 2023 |
| Gross profit | 29,869,919 | | 29,869,919 |
| Administrative expenses a, b) | (73,025,720) | (4,486,771) | (77,512,491) |
| Other operating income | 1,488 | | 1,488 |
| Operating loss | (43,154,313) | (4,486,771) | (47,641,084) |
| Total comprehensive loss for the year | (40,482,593) | (4,486,771) | (44,969,364) |

Company statement of financial position

| | As previously reported | Adjustment | As restated | As previously reported | Adjustment | As restated |
|--|---------------------------|--------------------|---------------------|---------------------------|---------------------|---------------------|
| | 2022 | 2022 | 2022 | 2023 | 2023 | 2023 |
| Debtors a) | 15,663,556 | (4,153,220) | 11,510,336 | 29,525,689 | (19,837,403) | 9,688,286 |
| Cash at bank and in hand | 77,168,955 | | 77,168,955 | 184,982,322 | | 184,982,322 |
| | 92,832,511 | | 88,679,291 | 214,508,011 | | 194,670,608 |
| Creditors: amounts falling due within one year a) | (8,429,020) | (900,139) | (9,329,159) | (11,003,917) | (4,106,265) | (15,110,182) |
| Net current assets | 84,403,491 | | 79,350,132 | 203,504,094 | | 179,560,426 |
| Share option reserves | 0 | 104,964 | 104,964 | 0 | 1,385,609 | 1,385,609 |
| Profit and loss reserves | (5,938,710) | (5,158,323) | (11,097,033) | (30,521,793) | (25,329,278) | (55,851,071) |

MULTIVERSE GROUP LIMITED

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

3 Prior year adjustments (continued)

Within the overall Group, the UK Parent Company loss has been revised for the year ended 31st March 2023 to £44,754,038 (previously £24,583,083).

4 Turnover

Turnover is derived from the rendering of services as a single category of income.

| | 2024 | 2023 |
|--|-------------------|-------------------|
| | £ | £ |
| Turnover analysed by geographical market | | |
| United Kingdom | 53,434,803 | 39,646,882 |
| USA | 4,456,572 | 5,552,643 |
| Rest of the world | 507,921 | - |
| | <u>58,399,296</u> | <u>45,199,525</u> |
| Grant and fee income | | |
| | 2024 | 2023 |
| | £ | £ |
| Fee income for taught awards (exclusive of VAT) | 1,719,425 | 491,113 |
| Fee income for non-qualifying courses (exclusive of VAT) | 51,122,827 | 38,658,410 |
| Other Income | 5,557,044 | 6,050,002 |
| Total grant and fee income | <u>58,399,296</u> | <u>45,199,525</u> |

5 Staff costs

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

| Group 2024 Number | Group 2023 Number | Company 2024 Number | Company 2023 Number |
|-------------------------|-------------------------|---------------------------|---------------------------|
| <u>822</u> | <u>690</u> | <u>682</u> | <u>578</u> |

The aggregate remuneration comprised:

| | Group | | Company | |
|-----------------------|-------------------|-------------------|-------------------|-------------------|
| | 2024 | 2023 | 2024 | 2023 |
| | £ | £ | £ | £ |
| Wages and salaries | 72,434,439 | 56,653,523 | 53,902,258 | 42,510,148 |
| Social security costs | 1,009,339 | 6,419,543 | 960,704 | 5,320,019 |
| Pension costs | 960,797 | 919,147 | 784,486 | 650,161 |
| | <u>74,404,575</u> | <u>63,992,213</u> | <u>55,647,448</u> | <u>48,480,328</u> |

MULTIVERSE GROUP LIMITED

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

a) **Remuneration of higher paid staff** - basic annual salary as at the financial year end for all FTEs:

| | Group 2024 Number |
|---------------------|----------------------------------|
| £100,000 - £104,999 | 81 |
| £105,000 - £109,999 | 25 |
| £110,000 - £114,999 | 25 |
| £115,000 - £119,999 | 13 |
| £120,000 - £124,999 | 12 |
| £125,000 - £129,999 | 12 |
| £130,000 - £134,999 | 14 |
| £135,000 - £139,999 | 8 |
| £140,000 - £144,999 | 14 |
| £145,000 - £149,999 | 3 |
| £150,000 - £154,999 | 11 |
| £155,000 - £159,999 | 7 |
| £160,000 - £164,999 | 6 |
| £165,000 - £169,999 | 5 |
| £170,000 - £174,999 | 2 |
| £175,000 - £179,999 | 4 |
| £180,000 - £184,999 | 2 |
| £185,000 - £189,999 | 3 |
| £190,000 - £194,999 | 2 |
| £195,000 - £199,999 | 5 |
| £200,000 - £204,999 | 4 |
| £205,000 - £209,999 | 3 |
| £210,000 - £214,999 | 2 |
| £215,000 - £219,999 | 0 |
| £220,000 - £224,999 | 1 |
| £225,000 - £229,999 | 1 |
| £230,000 - £234,999 | 1 |
| £235,000 - £239,999 | 2 |
| £250,000 - £254,999 | 2 |
| £275,000 - £279,999 | 2 |
| £295,000 - £299,999 | 1 |
| £395,000 - £399,999 | 1 |

b) **Compensation for loss of office**

During FY24 £1,917,187 was paid to 103 employees as compensation for loss of office.

MULTIVERSE GROUP LIMITED

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

6 Directors remuneration

| | 2024 | 2023 |
|---|----------------|----------------|
| | £ | £ |
| Remuneration for qualifying services | 399,135 | 502,040 |
| Company pension contributions to defined contribution schemes | 2,091 | 2,642 |
| | <u>401,226</u> | <u>504,682</u> |

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

| | 2024 | 2023 |
|---|-------------|-------------|
| | £ | £ |
| Remuneration for qualifying services | 252,018 | 251,222 |
| Company pension contributions to defined contribution schemes | 1,321 | 1,321 |

All directors are remunerated through the company. Euan Blair has been the CEO of Multiverse for the entirety of the current financial year. Under the OfS Accounts Direction he is the registered head of provider and was also the highest paid director in 2024.

| Ratio of head of provider pay against median pay of all staff | 2024 |
|--|-------------|
| Basic pay multiple | 3.8 |
| Total pay multiple | 3.8 |

Notes

The methodology used in this calculation has been that provided by the OfS Accounts Direction. For both the head of institution and whole workforce, the method has been applied consistently. The pay multiples are calculated by comparing the head of institution pay with the median pay of the workforce across two dimensions – basic pay and total pay. Median pay is calculated on a full-time equivalent basis for all staff.

Head of provider pay

The head of provider's pay is determined by the Board of Directors who consider the company's position as a scale-up technology company, benchmarked against CEOs of equivalent organisations at similar scale.

Performance is assessed through regular Board meetings against KPIs set by Board Members and informed by the company's work - as a minimum these typically cover revenue growth, and gross margin.

MULTIVERSE GROUP LIMITED

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

7 Share-based payment transactions

The group operates three share-based payment schemes for its employees:

- Approved EMI share option scheme
- All-employee share option scheme
- Unapproved share option scheme

Under these schemes, employees are granted options to purchase shares in the company. On exercise of the options by the employees, the Company issues new ordinary shares. Majority of the options granted have a vesting schedule being 25% of the option shares vesting 12 months from the employee's start date and the remaining 75% in equal monthly tranches for the following 36 months. Vesting of options for the all-employee scheme is subject to continued employment with the group.

All schemes

A reconciliation of share option movements over the year to 31 March 2024 is shown below. Comparatives for the year to 31 March 2023 have also been shown and adjusted for per note 3.

| | Weighted average exercise price (£) 2024 | Number '000 2024 | Weighted average exercise price (£) 2023 | Number '000 2023 |
|--------------------------------|--|------------------------|--|------------------------|
| Outstanding at 1 April | 1.79 | 2,968 | 0.33 | 3,165 |
| Granted | 6.72 | 1,317 | 8.38 | 667 |
| Forfeited | 2.55 | (251) | 3.62 | (321) |
| Exercised | 0.11 | (1,725) | 0.29 | (543) |
| Expired | - | (5) | - | - |
| Outstanding at 31 March | 5.79 | 2,304 | 1.79 | 2,968 |
| Exercisable at 31 March | 3.93 | 1,005 | 0.75 | 1,811 |

The fair value of the share options granted during the year is determined using the Black-Scholes method to calculate the fair value of the options during the reporting period. The model is internationally recognised as being appropriate to value employee share schemes similar to those operated by the group.

The total charge for the year was £3,404,863 (2023: £1,280,645).

MULTIVERSE GROUP LIMITED

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

8 Operating loss

| | 2024 | Restated 2023 |
|---|------------------|--------------------------|
| | £ | £ |
| Operating loss for the year is stated after charging/(crediting): | | |
| Foreign exchange losses / (gains) | 2,653,432 | (3,527,438) |
| Changes in fair value of derivatives | (3,436,478) | - |
| Depreciation of owned tangible fixed assets | 288,587 | 265,035 |
| Amortisation of intangible assets | 2,129,846 | 118,030 |
| Loss on disposal of fixed assets | 37,173 | 178,196 |
| Share-based payment | 3,404,863 | 1,280,645 |
| Irrecoverable VAT on transfer pricing adjustments | 1,410,972 | 3,206,126 |
| Operating lease charges | <u>3,354,170</u> | <u>2,088,344</u> |

9 Auditor's remuneration

| | 2024 | 2023 |
|---|---------------|--------------|
| | £ | £ |
| Fees payable to the company's auditor and associates: | | |
| For audit services | | |
| Audit of the financial statements of the group and company | 122,500 | 69,000 |
| Amounts receivable by the company's auditor in respect of: | | |
| Non-audit services provided | <u>16,100</u> | <u>9,200</u> |

10 Interest receivable and similar income

| | 2024 | 2023 |
|---------------------------|------------------|------------------|
| | £ | £ |
| Interest on bank deposits | <u>3,063,576</u> | <u>2,629,903</u> |

11 Interest payable and similar expenses

| | 2024 | 2023 |
|----------------|-------------|-------------|
| | £ | £ |
| Other interest | <u>475</u> | <u>-</u> |

MULTIVERSE GROUP LIMITED

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

12 Taxation

| | 2024 | Restated 2023 |
|---|------------------|------------------|
| Corporation tax | | |
| UK Corporation tax | | |
| Adjustments in respect of previous periods | (161,702) | (114,332) |
| Total current tax | (161,702) | (114,332) |
| Deferred tax | | |
| Origination and reversal of timing differences | (278,351) | 170,991 |
| Adjustments in respect of previous periods | - | (170,991) |
| Total deferred tax | (278,351) | - |
| Taxation on (loss)/profit on ordinary activities | (440,053) | (114,332) |

The company has unutilised tax losses of £33,864,219 (2023: £18,372,194) as at 31st March 2024, which are available to offset against future taxable profits. A deferred tax asset of £8,466,055 (2023 restated: £4,593,048) (calculated at the applicable tax rate of 25%) has not been recognised in the financial statements as there is currently insufficient certainty over the availability of future taxable profits against which these losses can be utilised.

The unrecognised tax losses do not have an expiry date and may be carried forward indefinitely under current tax legislation. The company will continue to assess the recoverability of these losses and recognise a deferred tax asset if future taxable profits become probable.

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

The charge for the year can be reconciled to the profit per the income statement as follows:

| | 2024 | Restated 2023 |
|---|---------------------|--------------------|
| Loss for the period - continuing operations | (60,964,819) | (44,868,370) |
| Tax on loss at standard UK rate of 25% (2023 at 19%) | (15,241,206) | (8,524,990) |
| Effects of: | | |
| Expenses not deductible for tax purposes | 333,657 | 80,349 |
| Fixed asset differences | - | (23,031) |
| Income not taxable | (83,352) | - |
| Other permanent expenses | - | (4,872,978) |
| Losses | 14,880,130 | - |
| Effects of overseas tax rates | (167,580) | - |

MULTIVERSE GROUP LIMITED

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

| | | |
|---|------------------|------------------|
| Adj. from previous periods with respect to deferred tax | - | (170,991) |
| Remeasurement of deferred tax for change in tax rates | - | (4,212,836) |
| Movement in deferred tax not recognised | - | 17,724,477 |
| Adj. from previous periods | (161,702) | (114,332) |
| Tax charge for the period | (440,053) | (114,332) |
| Local subsidiary taxes charged | 686,149 | 76,174 |
| Total tax on loss | 246,096 | (38,158) |

13 Intangible fixed assets

| Group | Goodwill | Acquired technology | Development costs | Total |
|--|------------------|---------------------|-------------------|-------------------|
| | £ | £ | £ | £ |
| Cost | | | | |
| At 1 April 2023 | - | - | 772,466 | 772,466 |
| Additions | - | 6,063,136 | - | 6,063,136 |
| Acquired through business combinations | 6,919,413 | 5,839,520 | - | 12,758,933 |
| Disposals | - | - | - | - |
| At 31 March 2024 | <u>6,919,413</u> | <u>11,902,656</u> | <u>772,466</u> | <u>19,594,535</u> |
| Amortisation and impairment | | | | |
| At 1 April 2023 | - | - | 629,957 | 629,957 |
| Amortisation charged for the year | 1,010,767 | 1,070,579 | 48,500 | 2,129,846 |
| Disposals | - | - | - | - |
| At 31 March 2024 | <u>1,010,767</u> | <u>1,070,579</u> | <u>678,457</u> | <u>2,759,803</u> |
| Carrying amount | | | | |
| At 31 March 2024 | <u>5,908,646</u> | <u>10,832,078</u> | <u>94,009</u> | <u>16,834,733</u> |
| At 31 March 2023 | <u>-</u> | <u>-</u> | <u>142,509</u> | <u>142,509</u> |

MULTIVERSE GROUP LIMITED

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

13 Intangible fixed assets (continued)

| Company | Development costs |
|------------------------------------|--------------------------|
| | £ |
| Cost | |
| At 1 April 2023 | 772,466 |
| Additions | - |
| Disposals | - |
| At 31 March 2024 | <u>772,466</u> |
| Amortisation and impairment | |
| At 1 April 2023 | 629,957 |
| Amortisation charged for the year | 48,499 |
| Disposals | - |
| At 31 March 2024 | <u>678,456</u> |
| Carrying amount | |
| At 31 March 2024 | <u>94,010</u> |
| At 31 March 2023 | <u>142,509</u> |

MULTIVERSE GROUP LIMITED

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

14 Tangible fixed assets

| Group | Leasehold land and buildings | Plant and equipment | Total |
|------------------------------------|---|--------------------------------|------------------|
| | £ | £ | £ |
| Cost | | | |
| At 1 April 2023 | 8,800 | 940,964 | 949,764 |
| Additions | 271,042 | 14,446 | 285,488 |
| Disposals | - | (94,788) | (94,788) |
| Exchange differences | - | (2,882) | (2,882) |
| At 31 March 2024 | <u>279,842</u> | <u>857,740</u> | <u>1,137,582</u> |
| Depreciation and impairment | | | |
| At 1 April 2023 | 5,573 | 499,385 | 504,958 |
| Depreciation charged in the year | 53,722 | 234,865 | 288,587 |
| Disposals | - | (58,737) | (58,737) |
| Exchange differences | - | (102) | (102) |
| At 31 March 2024 | <u>59,295</u> | <u>675,411</u> | <u>734,706</u> |
| Carrying amount | | | |
| At 31 March 2024 | <u>220,547</u> | <u>182,329</u> | <u>402,876</u> |
| At 31 March 2023 | <u>3,227</u> | <u>441,579</u> | <u>444,806</u> |

MULTIVERSE GROUP LIMITED

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

14 Tangible fixed assets (continued)

| Company | Leasehold land and buildings | Plant and equipment | Total |
|------------------------------------|---|--------------------------------|----------------|
| | £ | £ | £ |
| Cost | | | |
| At 1 April 2023 | 8,800 | 812,413 | 821,213 |
| Additions | 208,272 | | 208,272 |
| Disposals | - | (94,790) | (94,790) |
| At 31 March 2024 | <u>217,072</u> | <u>717,623</u> | <u>934,695</u> |
| Depreciation and impairment | | | |
| At 1 April 2023 | 5,573 | 456,744 | 462,317 |
| Depreciation charged for the year | 29,349 | 189,952 | 219,301 |
| Disposals | - | (57,551) | (57,551) |
| At 31 March 2024 | <u>34,922</u> | <u>589,145</u> | <u>624,067</u> |
| Carrying amount | | | |
| At 31 March 2024 | <u>182,150</u> | <u>128,478</u> | <u>310,628</u> |
| At 31 March 2023 | <u>3,227</u> | <u>355,669</u> | <u>358,896</u> |

MULTIVERSE GROUP LIMITED

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

15 Fixed asset investments

| | Group | | Company | | Shares in group undertakings |
|-----------------------------------|-------|------|---------|------|------------------------------------|
| | 2024 | 2023 | 2024 | 2023 | |
| | £ | £ | £ | £ | |
| Investments in subsidiaries | - | - | 8 | 8 | |
| Company | | | | | |
| Cost or valuation | | | | | |
| At 1 April 2023 and 31 March 2024 | | | | | 8 |
| Carrying amount | | | | | |
| At 31 March 2024 | | | | | 8 |
| At 31 March 2023 | | | | | 8 |

16 Subsidiaries

Details of the company's subsidiaries at 31 March 2024 are as follows:

| Name of undertaking | Registered office | Nature of business | Class of shares held | % Held Direct |
|----------------------------|---|---|----------------------|---------------|
| Multiverse US, Inc | 99 Wall Street #2570, New York, NY 10005, United States | Delivery of apprenticeship training services and the recruitment of apprentices | Ordinary | 100.00 |
| Multiverse Nominee Limited | 25 Bedford Square, London, WC1B 3HH | Non-trading holding company | Ordinary | 100.00 |
| Peergrade, Inc. | 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, United States | Educational technology | Ordinary | 100.00 |
| Peergrade ApS | Stengårdsvænge 108 DK-2800 Kongens Lyngby | Educational technology | Ordinary | 100.00 |
| MV Aurora, Inc. | 99 Wall Street #2570, New York, NY 10005 | Educational technology | Ordinary | 100.00 |

MULTIVERSE GROUP LIMITED

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

17 Debtors

| | Group | | Company | |
|--|-------------------|-------------------|-------------------|------------------|
| | 2024 | Restated 2023 | 2024 | Restated 2023 |
| Amounts falling due within one year | £ | £ | £ | £ |
| Trade debtors | 2,473,325 | 3,539,845 | 62,292 | 650,827 |
| Amounts owed by group undertakings | - | - | 26,610,015 | 403,713 |
| Other debtors | 1,806,761 | 1,584,807 | 1,178,514 | 956,879 |
| Prepayments and accrued income | 9,388,132 | 7,981,443 | 8,766,984 | 7,676,867 |
| | <u>13,668,218</u> | <u>13,106,095</u> | <u>36,617,805</u> | <u>9,688,286</u> |

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

18 Creditors: amounts falling due within one year

| | Group | | Company | |
|---|-------------------|-------------------|-------------------|-------------------|
| | 2024 | Restated 2023 | 2024 | Restated 2023 |
| Amounts falling due within one year | £ | £ | £ | £ |
| Trade creditors | 2,908,807 | 2,036,137 | 2,625,473 | 1,625,686 |
| Amounts owed to group undertakings | - | - | 614,317 | 0 |
| Other taxation and social security | 7,303,714 | 5,921,159 | 7,296,672 | 5,921,159 |
| Other creditors | 932,063 | 832,708 | 697,283 | 808,247 |
| Deferred consideration | 3,099,350 | - | - | - |
| Accruals and deferred income | 18,534,261 | 12,601,429 | 10,024,579 | 6,755,090 |
| | <u>32,778,195</u> | <u>21,391,433</u> | <u>21,258,324</u> | <u>15,110,182</u> |
| Amounts falling due after more than one year | | | | |
| Deferred consideration | 1,388,579 | - | - | - |
| Provisions for liabilities | 1,127,785 | - | - | - |
| | <u>2,516,364</u> | <u>-</u> | <u>-</u> | <u>-</u> |

MULTIVERSE GROUP LIMITED

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

19 Retirement benefit schemes

| | 2024 | 2023 |
|---|---------|---------|
| | £ | £ |
| Defined contribution schemes | | |
| Charge to profit or loss in respect of defined contribution schemes | 960,797 | 919,147 |

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

Pension contributions of £232,386 (2023: £404,242) were outstanding at year-end and are included in other creditors.

20 Share capital

| | Group and Company | | | |
|--|-------------------|-------------------|------------|------------|
| Ordinary share capital Issued and fully paid | 2024 | 2023 | 2024 | 2023 |
| | Number | Number | £ | £ |
| A Ordinary Shares of 0.001p each | 5,816,001 | 5,816,001 | 58 | 58 |
| B Ordinary Shares of 0.001p each | 1,242,762 | 1,011,603 | 12 | 10 |
| C Ordinary Shares of 0.001p each | 8,155 | 8,155 | 0 | - |
| G Ordinary Shares of 0.001p each | 365,767 | 491,452 | 4 | 5 |
| | <u>7,432,685</u> | <u>7,327,211</u> | <u>74</u> | <u>73</u> |
| Preference share capital | 2024 | 2023 | 2024 | 2023 |
| | Number | Number | £ | £ |
| Issued and fully paid | | | | |
| Seed Preferred of 0.001p each | 2,182,417 | 2,182,417 | 22 | 22 |
| Series A Preferred of 0.001p each | 3,953,495 | 3,953,495 | 40 | 40 |
| Series B Preferred of 0.001p each | 4,702,425 | 4,702,425 | 47 | 47 |
| Series C Preferred of 0.001p each | 3,899,531 | 3,899,531 | 39 | 39 |
| Series D Preferred of 0.001p each | 4,004,016 | 4,004,016 | 40 | 40 |
| | <u>18,741,884</u> | <u>18,741,884</u> | <u>188</u> | <u>188</u> |
| Preference shares classified as equity | | | 188 | 188 |
| Total equity share capital | | | <u>263</u> | <u>261</u> |

The Ordinary A Shares, Ordinary B shares, Seed Preferred Shares, Series A Preferred Shares, Series B Preferred Shares, Series C Preferred Shares and Series D Preferred Shares having following rights.

(a) Any holder of shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative shall, on a show of hands, have one vote each, and, on a poll, have one vote for each share of which he is the holder.

(b) on a distribution the surplus assets of the company remaining after payment of its liabilities shall be applied (to the extent that the company is lawfully permitted to do so):

MULTIVERSE GROUP LIMITED

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

- (i) first in paying to each of the preferred shareholders, in priority to any other classes of shares, an amount per preferred share held equal to the preference amount (provided that if there are insufficient surplus assets to pay the amounts per share equal to the preference amount, the remaining surplus assets shall be distributed to the preferred shareholders pro rata to the amount to which they would otherwise be entitled);
- (ii) second in paying to the holders of the deferred shares, if any, a total of £1.00 for the entire class of deferred shares (which payment shall be deemed satisfied by payment to any one holder of deferred shares); and
- (iii) the balance of the surplus assets (if any) shall be distributed among the holders of ordinary shares pro rata to the number of ordinary shares held.
- (c) any available profits which the company may determine, with investor majority consent, to distribute in respect of any financial year will be distributed among the holders of the equity shares (pari passu as if the equity shares constituted one class of share) pro rata to their respective holdings of equity shares.
- (d) the shares are not redeemable.

The Ordinary C shares and Ordinary G Shares have attached to them dividend and capital distribution (including on winding up) rights as set out in the articles of association; they do not confer any rights of redemption; they do not confer the right to vote

231,159 Ordinary B shares of £0.00001 nominal value each were allotted during the year with a total consideration of £7,795,687. 125,685 Ordinary G shares were cancelled.

21 Reserves

Share premium

The amount received in exchange for shares above their par value.

Share options reserve

This reserve records the fair value of share options granted to employees, which is expensed over the vesting period and transferred to share capital upon exercise.

Capital redemption reserve

Capital redemption reserve represents the nominal value related to the purchase of the company's own shares.

Other reserves

Other reserves represents capital contributions.

Profit and loss reserves

Cumulative profit and loss net of distributions to owners.

22 Operating lease commitments

Lessee

At the reporting end date the group had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

| | Group | | Company | |
|----------------------------|------------------|-------------------|------------------|-------------------|
| | 2024 | 2023 | 2024 | 2023 |
| | £ | £ | £ | £ |
| Within one year | 3,757,868 | 3,978,615 | 3,362,124 | 3,362,124 |
| Between one and five years | 6,163,894 | 10,041,029 | 6,163,894 | 9,526,018 |
| | <u>9,921,762</u> | <u>14,019,644</u> | <u>9,526,018</u> | <u>12,888,142</u> |

MULTIVERSE GROUP LIMITED

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

23 Business Combinations

Acquisition of Peergrade, Inc.

On 2nd May 2023, Multiverse US Inc., a 100% owned subsidiary of Multiverse Group Limited, acquired 100% of the share capital of Peergrade Inc. Peergrade ApS is a 100% owned subsidiary of Peergrade Inc.

The goodwill on acquisition was calculated as follows:

| | £* |
|--|--------------------|
| Consideration** | 11,670,554 |
| <i>Current assets</i> | |
| Debtors | 92,919 |
| Cash at bank and in hand | 555,131 |
| Total assets | 648,050 |
| <i>Creditors</i> | |
| Trade payables | 6,850 |
| Other creditors | 323,443 |
| Deferred taxes | 1,406,136 |
| Total identifiable net assets | (1,088,379) |
| Intangible asset recognised on acquisition | 5,839,520 |
| Goodwill | 6,919,413 |

* Converted using a foreign exchange rate of 1.26235 \$/£.

** Consideration on acquisition was cash of \$5,299,794, equity of \$4,999,967 and deferred consideration of \$4,432,562.

24 Provision for liabilities

| Group | Deferred taxation (Note 25) | Total |
|----------------------------------|-----------------------------------|------------------|
| At 1 April 2023 | - | - |
| Arising on business combinations | 1,406,136 | 1,406,136 |
| Utilised in the year | (278,351) | (278,351) |
| As at 31 March 2024 | 1,127,785 | 1,127,785 |

MULTIVERSE GROUP LIMITED

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

25 Deferred Taxation

| | 2024 |
|---|-------------------------|
| | £ |
| Deferred tax (assets) / liabilities: | |
| Provision at start of period | - |
| Deferred tax charge for the period | (278,351) |
| Deferred tax arising on acquisition | 1,406,136 |
| Provision at end of period | 1,127,785 |
| | |
| Losses | (112,139) |
| Revaluations / fair value adjustments | 1,239,924 |
| | <u>1,127,785</u> |

26 Related Party Transactions

The Group has taken advantage of the exemptions provided by Section 33 of FRS 102 'Related Party Disclosures' and has not disclosed transactions entered into between two or more members of a group, provided that any subsidiary undertaking which is party to the transaction is wholly owned by a member of that group.

27 Controlling party

There is no ultimate controlling party.