REGISTERED NUMBER: 10908456 (England and Wales)

TRANSFORMING TRAINING WITH TECHNOLOGY LIMITED

GROUP STRATEGIC REPORT, REPORT OF THE DIRECTORS AND

AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

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FOR THE YEAR ENDED 31 DECEMBER 2024

COMPANY INFORMATION
FOR THE YEAR ENDED 31 DECEMBER 2024

DIRECTORS:	K N Franklin M Somerville M B Boden
REGISTERED OFFICE:	Hurn View House 5 Aviation Park West Bournemouth International Airport Hurn Dorset BH23 6EW
REGISTERED NUMBER:	10908456 (England and Wales)
AUDITORS:	BDO LLP Arcadia House Maritime Walk Ocean Village Southampton Hampshire SO14 3TL

The directors present their strategic report together with the audited financial statements for the period ended 31 December 2024.

INTRODUCTION
The aim of the Group is to deliver the “Highest Impact Learning for Safety Critical Industries”.

PRINCIPAL ACTIVITIES
The principal activities of the group are:

3t Training Services: Best-in-class learning experiences delivered at state-of-the-art training centres strategically placed in five UK locations (Aberdeen, Glasgow, Newcastle, Manchester, and Teeside), a Joint Venture in Guyana and on-site mobile training hubs internationally.

3t Digital: is a connected platform of cloud-based software and technology offering a range of highly configurable software solutions to effectively manage employees' compliance, competency, and learning. Our workforce training software streamlines selecting and deploying the best-qualified workers for the job. 3t Digital additionally provides a portfolio of learning technologies for workforces operating in high hazard environments.

3t Drilling Systems: is a deep learning technology for the oil & gas industry with a range of highly advanced simulators. These enable workers to expand their knowledge and hone their skills and build safety critical competence in a safe, immersive and engaging environment. Available on-site, in the cloud or at one of our customer training centres, the simulators emulate drilling, well control, well intervention and crane operations in real time.

Gulf Technical and Safety Training Centre (GTSC): Acquired in September 2024, GTSC operates state-of-the-art training centres in Abu Dhabi, Saudi Arabia and Egypt. It has been re-branded to show it is part of 3t and it provides best in class high impact learning experiences primarily to oil and gas related customers.

ALL STOP! Survival and Safety Training: Acquired in June 2024, ALL STOP! has been rebranded as 3t Training Services – Houston. It provides best in class high impact learning experiences from its facilities in Houston, Texas and Houma, Louisiana.

Across 3t's businesses, we also offer bespoke blended training, learning, induction, and upskilling programmes, harnessing the capabilities across our training, technology and simulation offering.

The principal activity of the company is that of a holding company.

FAIR REVIEW OF THE BUSINESS
We aim to present a balanced and comprehensive review of the development and performance of our business during the period and its position at the year end. Our review is consistent with the size and nature of the business and is written in the context of the risks and uncertainties we face.

The Group's key financial and other performance indicators during the year were as follows:

	Unit	**Period ended 31 December 2024****	**Year ended 31 December 2023**
Revenue	£m	67.4	60.3
Gross Profit	£m	35.3	30.1
Gross Margin	%	52.4	49.9
Adjusted EBITDA*	£m	15.4	12.0

*Adjusted EBITDA (before non-recurring items) is calculated as earnings before interest, tax, depreciation, amortisation, unrealised foreign exchange gains or losses and non-recurring items plus share of operating profit in joint ventures.

**Acquired business results are consolidated from the date of acquisition.

The Group had a positive 2024 with growth across a number of its key areas. Our strategic objectives of broadening our offer, expanding into adjacent sectors, deepening our digital capability and internationalisation have all advanced and continue to do so. Revenue increased by 11.8% from £60.3m to £67.4m and Adjusted EBITDA* increased by 28.3% from £12.0m to £15.4m.

The Group's client base continues to increase as we win further work in our existing verticals as well as expanding into other relevant markets. Accretive acquisitions, including those of GTSC and ALL STOP! highlighted above, continue to form part of our strategy where there is a clear business rationale.

Our joint venture with EnerMech, 3t EnerMech, is strengthening with physical training capability in Guyana.

The fundamentals of the business remain strong, and the Board believes that a combination of our training and technology offering, our sector diversification as the energy transition gathers pace and wider geographic spread leaves the Group well positioned going into 2025 and beyond.

PRINCIPAL RISKS AND UNCERTAINTIES

The Board has the overall accountability for ensuring that risk is effectively managed across the Group.
The principal risks and uncertainties have been assessed by the Board as follows based on the following criteria:

1. assessment of the likelihood of the risk materialising,
2. magnitude of the risk and
3. assessment of changes in each risk (e.g. decreased, stable or increased)

Nature of risk	Likelihood of the risk materialising	Magnitude of risk	Assessment of change
Geopolitical and economic environment	Medium	Medium	Increasing
Obsolescence of group's products	Low	Medium	Stable
Training centre certification	Low	Medium	Stable
Foreign exchange	Medium	Medium	Increasing
Cyber security	Medium	High	Stable

Each risk is further defined below.

Continuing uncertainty in the geopolitical and economic environment represents the principal risk to the Group. Continuing events in Ukraine and Gaza and the threat of a global trade war, due to tariffs being imposed on goods, may increase inflationary pressures and the chance of recession resulting in lower demand for services. Much of the revenue of 3t is service based so the impact of any tariff-based increase should be limited. Also, continuing high energy prices means there is still strong demand from the oil and gas and renewable energy sectors, key markets that 3t are heavily involved in.

With tax rates in the oil and gas sector increasing, investment in the UK continues to be weak, affecting a key market for 3t. The UK October 2024 Budget increased the Energy Profits Levy (EPL) tax rate by 3%, bringing the headline rate of tax imposed on UK oil and gas operators to 78%. On a positive note, with the UK's target to reach net zero by 2050, and continued investment in this sector, 3t continues to grow its offering in the renewables space.

The above risks may all impact the Group's anticipated order values, contract commitments and related cash flows. This risk is managed as far as possible via diversification across a wide range of customers, products, and services and so the Group is not reliant upon any single customer, or group of customers, or upon any single product or service.

Other risks include the potential obsolescence of the Group's products. The Group invests appropriately to ensure that the range of products and services offered to customers remains at the forefront of technology. As such, the Group believes it is mitigating as far as possible the risks of obsolescence.

The Group depends on its training centres being certified by the relevant accredited body to be able to perform training courses. Accrediting bodies visit sites on a regular basis and have the ability to revoke 3t's accreditation. The Directors ensure that the competency of the operations team is maintained and that the training centres meet the relevant standards to mitigate this risk.

Foreign exchange risk principally relates to the GBP to USD exchange rate as a proportion of revenues are collected in US dollars. The Group avoids contracts in other currencies where possible. The exposure to foreign currency is reviewed by the Directors and managed via forward exchange currency contracts where appropriate. As the Group continues to expand internationally, the foreign-denominated earnings from these operations (which are typically generated in USD) will provide a currency hedge to partially offset the interest charge related to the USD denominated Nordic Bond.

Cyber security represents another area of risk and is one which is monitored closely by the Board. The business is ever vigilant in this regard, has clear policies & procedures, ongoing awareness campaigns, uses state of the art firewalls, and utilises ISO 27001 as a framework for ensuring external audits are undertaken regularly.

OTHER RISKS AND UNCERTAINTIES

The Group has local operations in six countries, consequently, the Group is affected by various legislations, regulations, and standards, including, inter alia, tax regulations, employment legislation, environmental regulations, service liability regulations and global international industry standards with regards to safety and security. The Directors mitigate this risk by ensuring that they are supported by key professional advisors in each jurisdiction to ensure that compliance in all these matters is maintained and that any change to regulations, legislation or standards are planned for and executed in a timely manner, to remain compliant.

The business' principal financial instruments comprise bank debt, trade debtors, trade creditors and intercompany loans and loan notes both to and from the Group and Company. The main purpose of these instruments is to finance the business' operations. The Group bank facility with Investec Bank plc was repaid in May 2024 and replaced with a $150m Nordic Bond facility, of which $100m is drawn, that is now in place until May 2028. The company entered into a Revolving Credit Facility (RCF) with Barclays Bank Plc in March 2025, with the ability to drawdown up to £10m.

Interest rate risk is mitigated by the fact that the Nordic Bond is a fixed rate bond for the term period. The RCF is subject to variable rates, but this will only affect the Group where monies have been drawn down.

In respect of bank balances, the business' cash balances are held in different accounts and currencies in various territories with liquidity levels managed closely at a Group level.

Trade debtors are managed in respect of credit and cash flow risk by policies concerning the credit offered to customers and the regular monitoring of amounts outstanding for both time and credit limits. The amounts presented in the balance sheet are net of allowances for doubtful debtors. Process and system improvements have been made to improve the rate of collection of outstanding monies. Trade creditors' liquidity risk is managed by ensuring sufficient funds are available to meet amounts due

OUR TEAM

Our colleagues are our key asset in order to deliver quality solutions for our clients and we are constantly looking to strengthen and enhance our team. We review our remuneration to ensure it is competitive and our employees receive training and other development as appropriate.

ENVIRONMENTAL, SOCIAL & GOVERNANCE (ESG)

ESG is a key focus for the Board. We are focused on creating a sustainable future by providing innovative solutions that help our customers operating in safety-critical industries to develop a safer and more efficient workforce. 3t embraces the core principles of integrity and accountability and positions our ESG responsibilities at the centre of our business - our aim is to ensure our ESG activity is relevant, transparent, and achievable to all stakeholders.

The growth of our business, through its transformational strategy and a focus on the energy transition, has accelerated efforts on reducing our environmental impact, building an inclusive and fair workplace whilst continuing to ensure the health, safety and wellbeing of our colleagues, customers and stakeholders.

Our ESG strategy aims to encompass all areas of our business as well as support the industries we work in and stakeholders we work with:

- Environmental - Our commitment is to minimise our environmental impact and increase our transparency and accountability in all aspects of how we do business.
- Social - Committed to an inclusive, motivated and competent workforce that is provided with a healthy and safe work environment and that is engaged with the communities in which we work
- Governance - Ensuring that we operate to the highest ethical standards and that the company is managed with the rigour required to meet stakeholder expectations

Our key target areas relating to ESG are:

Environmental

- Transforming our training techniques and facilities by integrating climate change measures to reduce our carbon footprint.
- Engage with our supply chain to inform them of our vision and support them to obtain their own ESG targets. ESG commitment will form part of our supplier selection criteria.
- Reduce our training materials & consumables and move towards more sustainable methods.
- Provide training to our colleagues to educate and action the efforts around reducing environmental impact including supporting the customers they engage with.

ENVIRONMENTAL, SOCIAL & GOVERNANCE (ESG) - continued

Social

- Create an inclusive workplace in which all colleagues feel supported and valued in order to perform to the highest standard.
- Provide equal and fair opportunities for all colleagues.
- Continue to ensure safety is our number one priority for our workforce and customers and that we live up to it through the implementation of our Management System.
- Support local charities & volunteering to contribute to the wellbeing of our associated communities.

Governance

- Through the implementation of a comprehensive framework of policies, procedures and controls.
- Regular mentoring, review and challenging by the Board of Directors.
- Continue to participate in external auditing.
- Monitor CMS incident matrix & mitigate if require.

FUTURE DEVELOPMENTS

To maintain our position in the market we continue to develop new products and services, continue to invest in and develop new technology and technology solutions, and invest appropriately when growth opportunities arise. We are pro-actively looking to expand our international footprint to bring 3t's offer to a wider market where opportunity arises.

Building upon the success in 2024, the Group has set out objectives to achieve for the coming financial year and the Directors believe the Group is well placed for 2025 and beyond.

GOING CONCERN

The financial statements have been prepared on the going concern basis as the Directors have prepared detailed budgets for a period of at least 12 months from the date of signing the financial statements which show that the Group is able to meet all its liabilities as they fall due including a detailed going concern stress test for 3t Global Holdco Limited, by which Transforming Training with Technology Limited is wholly owned, for which further detail is given below.

At the balance sheet date Transforming Training with Technology Limited Group had consolidated net liabilities of £72.6m including £79.9m ($100m) relating to its $150m Nordic Bond facility, repayable May 2028 and £175.8m of intercompany debt owed to parent companies with maturity of May 2028, but repayable in the event of a business sale, whereby repayment would be covered by the sale proceeds.

Other than liabilities arising through normal trading the only other material liabilities falling due in the subsequent 12 months are the semi-annual bond interest payments of $5.6m due in May 2025 and November 2025.

The projections prepared by the Directors show that the Transforming Training with Technology Limited Group will generate sufficient cash from trading to meet the payment of these liabilities.

The going concern stress test prepared by management considers a declining market scenario in which revenue is significantly reduced and limited mitigation is undertaken to protect margin and preserve cash flows.

The conclusion of this stress test is that the Group could sustain the loss of more than 30% of projected EBITDA over the course of the 12 months following the date of the financial statements, without breaching committed borrowing facilities limits or covenants related to the bond facility held by 3t Global Bidco PLC assuming no other mitigating actions were undertaken to preserve cash and reduce costs.

Nonetheless the Directors consider the stress test scenario to be highly unlikely, specifically noting:

- The amount of revenue in the forecast period for which purchase orders have already been received
- The quality of the sales pipeline in terms of value and likelihood of prospects
- Management's ability to take mitigating actions that were not considered in the stress test scenario (e.g. Limiting or halting capital expenditure, cost reduction measures)

The Group, and the companies which are wholly owned, is expected to remain in a strong financial position during the forecast period from the date of signing the financial statements. The Directors are confident of being able to trade for a period of at least 12 months from the approval of the financial statements and have therefore concluded that it is appropriate for the financial statements to be prepared on the going concern basis.

SECTION 172 OF THE COMPANIES ACT 2006
The directors of the group and company consider, both individually and together, that they have acted in the way they consider, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard to the following matters of Section 172 of the Companies Act 2006:

- the likely consequences of any decision in the long term,
- the interests of the company's employees,
- the need to foster the company's business relationships with suppliers, customers and others,
- the impact of the company's operations on the community and the environment,
- the desirability of the company maintaining a reputation for high standards of business conduct, and
- the need to act fairly as between members of the company.

ENGAGING WITH EMPLOYEES
Within 3t we are continually embedding our vision and values in the touch points of our employee engagement. Employee engagement is a fundamental part of our 3t's People Strategy and is documented through-out our policies and procedures (recruitment to offboarding) and forms part of our monthly HR communications. Manager participation is key, hence our focus on ensuring leadership training and resources are in place to deliver this.

Informing employees through various communication methods is key to ensure they are part of the journey. Townhall sessions are regularly delivered by our CEO and Business Leadership Team and within each business departmental team meetings are held. Beyond this, managers must hold regular, meaningful 1-2-1 conversations with their employees that is focused on getting to know the person, personal and professional development and an opportunity for 2-way feedback.

Our bi-annual employee engagement surveys also give our employees the opportunity to give their feedback on what are our strengths and areas for improvement. This is a very useful tool to ensure the employee voice is heard and for any action plan to be put place.

Regular internal and external events are held to bring the teams together, this is especially beneficial where teams are spread over various locations. Our quarterly newsletters share business updates, but also bring together updates on new starts, promotions and all the achievements that we should recognise.

ENGAGING WITH CUSTOMERS
There are various points of contact with customers throughout the 3t business. For 3t Managed Service customers there is a combination of monthly and quarterly reviews with our customers, reviewing their SLA (Service Level Agreement), and each customer will have a Key Account Manager assigned to the contract. For 3t Training Services and 3t Drilling Systems business customers will be supported by a combination of Key Account Manager or Business Account Manager, with regular meetings held with customers. Retail customers are communicated with via marketing emails and are advised when certificates are expiring and booked onto refresher courses.

ENGAGING WITH SUPPLIERS
3t regularly engages with suppliers in various ways. A significant proportion of 3t suppliers are external course providers. It is crucial that these suppliers maintain their accreditation and as such the 3t procurement team engage with them on a regular basis to ensure compliance with the standards, with supplier audits, which complies with 3t’s ISO 9001:2015 Quality Management Systems accreditation.

Some 3t suppliers are also competitors, providing courses where 3t do not have resource or availability in a particular sector or location. For these suppliers a Customer Account Manager will be assigned to manage the relationship with the supplier due to the nature of the relationship i.e. where the supplier is also a competitor, with two-way communication in place.

ENGAGING WITH REGULATORS
Revenue within 3t is derived from providing accredited training and simulation technology. Engagement with training regulators is undertaken at a senior level within the Group. For example, with OPITO (Offshore Petroleum Industry Training Organisation) there are quarterly reviews held be members of the 3t leadership team with the senior team at OPITO. Another example is that with ECITB (Engineering Construction Industry Training Board) members of 3t sit on the ATP (Approved Training Provider) Steering Group.

A 3t leadership member sits as a director on the board of IWCF Operations Limited who create the certification for well control positions in the UK and globally. The same 3t member also sits on the IADC (International Association of Drilling Contractors) Well Control Sub-Committee dealing with training and competency for well control.

MINIMISING ENVIRONMENTAL IMPACT
Through our mission of transforming training with technology, we are focused on creating a sustainable future by providing innovative solutions to our customers for a safer and more efficient workforce.

The growth of our business through transformational acquisitions and our focus on the energy transition has accelerated efforts on reducing our environmental impact, building an inclusive and fair workplace whilst continuing to ensure the health, safety and wellbeing of our colleagues, customers, and stakeholders.
Our ESG strategy aims to encompass all areas of our business as well as support the industries we work in and stakeholders we work with.

3t are certified by BSI to ISO 14001:2015 Environmental Management Systems and maintain an impacts and aspects register as part of our overall management system.

ENGAGING WITH INVESTORS
There is regular engagement with both equity and debt investment members. Under the conditions of the Nordic Bond quarterly (unaudited) results are issued to the bond holders and published on the Company's website. The Group's Annual Financial Statements are also published on the Company's website. The Group CEO and CFO attend an annual bond investor conference in Oslo with investor meetings and a presentation to investors by the Group CEO. The Group CFO also engages with individual bond holders on request.

The main shareholder has a seat on the Board of Directors and attends all board meetings. Business performance is therefore reviewed on a regular basis, with frequent two-way communication in place.

KEY DECISIONS DURING THE YEAR
The Board has regard to its responsibilities under s.172 as set out below when making key decisions. It does this by ensuring stakeholder perspectives are factored into the thought processes when considering what strategic options to take. Conflicts of interest between alternative perspectives are mediated through the selection of options which create the most overall benefit and / or progress against the strategic plan of the Group. These plans are developed with stakeholder perspectives in mind.

Examples of decisions made in the year included the following:
1. In May 2024 a $150m Nordic bond facility was completed with a four-year term to May 2028. This facility enabled the Group to pay down existing debt while providing the required funding for the acquisitions made later in 2024. $100m was drawn with a further $50m available to support future acquisitions.
2. In June 2024 3t acquired All Stop! a leading safety-critical training business in the US. This business provides a foothold in the USA for the expansion of 3t into the American market.
3. In September 2024 3t acquired GTSC, the largest energy training business in the Middle East. This business provides a foothold in the Middle East for the expansion of 3t into this market.

The issue of Nordic Bonds is a significant milestone in the Group's growth trajectory to support its global expansion plans. 3t has a clear vision for the future and with funds in place can capitalise on emerging growth opportunities that will see 3t deliver further value for its stakeholders. The addition of All Stop! and GTSC represent the first two milestones in 3t's global expansion plans.

HEALTH & SAFETY
The Directors ensure safety is ingrained in every area of our business and adopted by all of our employees as a key component of our day-to-day activities recognising that successful health, safety, quality and environmental management is fundamental to our business and we are committed to continual improvement in all areas of our business activities.

The Directors recognise that its employees represent its greatest asset and ensuring the balance between the business needs with a full commitment to ensuring that the health, safety and welfare of its employees are met.

QUALITY
Customer satisfaction can only be achieved by supplying a service and product that totally meets, or wherever possible exceeds, the customers' requirements and expectations.

To ensure this, the Group has successfully implemented a fully integrated management system (IMS) which is certified by BSI to ISO 9001:2015, ISO 14001:2015, ISO 45001:2018, ISO 27001:2023 standards.

Approved by the board on 24 April 2025 and signed on its behalf by:

Kevin Franklin

....
Kevin Franklin, Director

The directors present their report with the financial statements of the company and the group for the year ended 31 December 2024.

RESULTS AND DIVIDENDS
The loss for the year amounted to £11,411,735 (2023: £10,455,869). No dividend was declared or paid during the year or prior year.

DIRECTORS
The directors shown below have held office during the whole of the period from 1 January 2024 to the date of this report.

K N Franklin
M Somerville

Other changes in directors holding office are as follows:

Patrick Sinclair ceased to be a director on 31 January 2024 and Graeme Sword ceased to be a director on the 5 July 2024.

Martin Boden was appointed as a director on 1 June 2024.

POLITICAL CONTRIBUTIONS
The company/group made no political donations or incurred any political expenditure during the year or prior year.

QUALIFYING THIRD PARTY INDEMNITY PROVISIONS
The company has put in place qualifying third party indemnity provisions for all directors of Transforming Training with Technology Limited.

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

MATTERS COVERED IN THE STRATEGIC REPORT
In accordance with section 414C(11) of the Companies Act 2006, information regarding financial risk management, objectives and policies, going concern, information on exposure to price risk, credit risk, liquidity risk and cashflow risks and future developments has been disclosed in the Strategic Report.

DISCLOSURE OF INFORMATION TO THE AUDITOR
Each of the persons who is a director at the date of approval of this report confirms that:
- So far as each director is aware, there is no relevant audit information of which the company's and the group's auditor is not aware; and
- Each director has taken all the steps that they ought to have taken in their duty as a director in order to make themselves aware of any relevant audit information and to establish that the group's auditor is aware of that information.

ENGAGEMENT WITH EMPLOYEES, SUPPLIERS, CUSTOMERS AND OTHERS
Engagement with key stakeholders, including employees, suppliers and customers, is disclosed in the Group Strategic Report.

RESEARCH AND DEVELOPMENT
To maintain our position in the market we will continue to develop new products and services, and continue to invest and develop new technology solutions, to meet our customers' needs. During the year, the Group has invested significant resources into the development of our products in the Simulation and Digital businesses where new products are being developed to sell to our customers. In line with the Group's strategy, these assets will facilitate the growth of revenue streams. The total investment in the year amounted to £4.7m (2023: £5.3m) and these costs have been capitalised as Intangible Fixed Assets in these financial statements.

BRANCHES
The Group and Company does not operate any branches (as defined in section 1046(3) of the 2006 Act) outside the United Kingdom.

POST BALANCE SHEET EVENTS
In March 2025 3t Global Bidco Plc secured a £10m Revolving Credit Facility with Barclays Bank Plc. This multi-currency facility runs through to November 2027 and will be used to support working capital requirements.

On 1 May 2024, the Group exchanged on the purchase of five properties in Newcastle used to provide training services. Under the terms of agreement, title to these properties will pass at completion, being the earlier of full settlement of the purchase consideration or 1 November 2026 (being 18 months from the date of exchange). The total purchase consideration is £2.1m plus VAT, comprising payments on account £1.0m and a net payment of £1.1m plus VAT to be made on completion. Separately, the Group has exchanged on a sale-and-leaseback of the same properties under a ten-year lease for a disposal consideration of £2.0m plus VAT, less costs. Management expects that completion of the acquisition and disposal will occur simultaneously in April 2025 and that thereafter the properties will continue to be used for the provision of training services.

RESPONSIBILITY STATEMENT
We confirm to the best of our knowledge, the financial statements for the period ended 31 December 2024 have been prepared in accordance with current applicable accounting standards and give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and the 3t Global Holdco Group take as a whole. We also confirm that the Board of Director's Report includes a true and fair review of the development and performance of the business and the position of the Company and the 3t Global Holdco Group, together with a description of the principal risks and uncertainties facing the Company and the 3t Global Holdco Group.

AUDITORS
The auditor, BDO LLP, will be proposed for re-appointment in accordance with section 485 of the Companies Act 2006.

Approved by the board on 24 April 2025 and signed on its behalf by:

Kevin Franklin

....
Kevin Franklin, Director

DIRECTORS' RESPONSIBILITIES STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2024

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

Company law requires the directors to prepare financial statements for each financial period. 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 company and the group and of the profit or loss of the group for that period. In preparing these financial statements, the directors are required to:

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's and the group's transactions and disclose with reasonable accuracy at any time the financial position of the company and the group 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 company and the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for ensuring the annual report and the financial statements are made available on a website. Financial statements are published on the company's website in accordance with legislation in the United Kingdom governing the preparation and dissemination of financial statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the company's website is the responsibility of the directors. The directors' responsibility also extends to the ongoing integrity of the financial statements contained therein.

Opinion on the financial statements

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 December 2024 and of the Group's loss for the year then ended;

- the financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and

- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Transforming Training with Technology Limited ("the Parent Company") and its subsidiaries ("the Group") for the year ended 31 December 2024 which comprise the Consolidated Income Statement, the Consolidated Statement of Comprehensive Income, the Consolidated Balance Sheet, the Company Balance Sheet, the Consolidated Statement of Changes in Equity, the Company Statement of Changes in Equity, the Consolidated Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group and the Parent Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

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.

Other Companies Act 2006 reporting

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

- the information given in the Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and

- the Strategic report and the Directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Group and the Parent Company and its 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.

Responsibilities of Directors

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

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

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Extent to which the audit was capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

Non-compliance with laws and regulations

Based on:
- Our understanding of the Group and the industry in which it operates;
- Discussion with management and those charged with governance;
- Obtaining an understanding of the Group's policies and procedures regarding compliance with laws and regulations;

We considered the significant laws and regulations to be Companies Act 2006, the applicable accounting frameworks and tax regulations.

The Group is also subject to laws and regulations where the consequence of non-compliance could have a material effect on the amount or disclosures in the financial statements, for example through the imposition of fines or litigations. We identified such laws and regulations to be the health and safety legislation, GDPR and tax legislation.

Our procedures in respect of the above included:

- Discussions with Management and those charged with governance regarding known or suspected instances of non-compliance with laws and regulations and fraud.
- Review of minutes of meetings of those charged with governance for any evidence of non-compliance with laws and regulations and fraud and a review of legal expense accounts.
- We reviewed the Group's tax computations and returns and financial statements against the requirements of the relevant tax legislation and applicable accounting frameworks respectively.

Fraud

We assessed the susceptibility of the financial statements to material misstatement, including fraud. Our risk assessment procedures included:

- Enquiry with management and those charged with governance regarding any known or suspected instances of fraud;
- Obtaining an understanding of the Group's policies and procedures relating to:
  - Detecting and responding to the risks of fraud; and
  - Internal controls established to mitigate risks related to fraud.
- Review of minutes of meeting of those charged with governance for any known or suspected instances of fraud;
- Discussion amongst the engagement team as to how and where fraud might occur in the financial statements;
- Performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- Considering remuneration incentive schemes and performance targets and the related financial statement areas impacted by these; and

Based on our risk assessment, we considered the area's most susceptible to fraud to be management override of controls and fraud in revenue recognition.

Our procedures in respect of the above included:

- Testing a sample of journal entries throughout the year, which met a defined risk criteria, by agreeing to supporting documentation;
- Evaluation of management incentives and opportunities for fraudulent manipulation of the financial statements including management override, and considering that the principal risks were related to the posting of inappropriate journal entries to improve the result before tax for the year.
- Challenging assumptions made by management in their significant accounting estimates and assessing whether the judgements made in accounting entries are indicative of potential bias.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members who were all deemed to have appropriate competence and capabilities and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: https://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 Parent 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 Parent 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 Parent Company and the Parent Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

DocuSigned by:
James Newman
EBEF481B701B459...

James Newman (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
Southampton, UK

Date: 24 April 2025

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

CONSOLIDATED
INCOME STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2024

	Notes	2024 £	2023 £
TURNOVER	3	**67,382,791**	60,346,051
Cost of sales		**32,051,908**	30,223,831
GROSS PROFIT		**35,330,883**	30,122,220
Administrative expenses		**33,062,374**	30,964,480
EBITDA (before non-recurring items, unrealised foreign exchange gains plus share of profit in joint ventures)		**15,362,719**	12,007,025
Share of profit in joint venture	14	**(382,001)**	(450,000)
Depreciation	13	**(1,570,897)**	(1,906,667)
Amortisation	12	**(7,358,681)**	(7,351,320)
Non-recurring items	8	**(2,819,245)**	(2,231,114)
Unrealised foreign exchange losses		**(742,519)**	(562,616)
Other operating income		**220,867**	347,568
OPERATING PROFIT/(LOSS)	6	**2,489,376**	(494,692)
Share of profit in joint venture	14	**382,001**	450,000
Interest receivable and similar income	9	**372,407**	54
Interest payable and similar expenses	10	**(15,039,572)**	(11,437,448)
LOSS BEFORE TAXATION		**(11,795,788)**	(11,482,086)
Taxation credit	11	**384,053**	1,026,217
LOSS FOR THE FINANCIAL YEAR		**(11,411,735)**	(10,455,869)
Loss attributable to: Shareholders of the parent company		**(11,411,735)**	(10,455,869)

CONSOLIDATED
OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2024

	2024	2023
	£	£
LOSS FOR THE PERIOD	**(11,411,735)**	(10,455,869)
OTHER COMPREHENSIVE INCOME / (LOSS)		
Currency translation differences	**188,442**	(59,333)
TOTAL OTHER COMPREHENSIVE INCOME / (LOSS)	**188,442**	(59,333)
TOTAL COMPREHENSIVE LOSS FOR THE YEAR	**(11,223,293)**	(10,515,202)
Total comprehensive loss attributable to:		
Shareholders of the parent company	**(11,223,293)**	(10,515,202)

TRANSFORMING TRAINING WITH TECHNOLOGY LIMITED
(REGISTERED NUMBER: 10908456)

CONSOLIDATED BALANCE SHEET
31 DECEMBER 2024

			2024		2023
	Notes	£	£	£	£
FIXED ASSETS					
Intangible assets	12		**77,520,880**		54,403,148
Tangible assets	13		**12,712,390**		11,976,485
Investments	14		**832,001**		450,000
			91,065,271		66,829,633
CURRENT ASSETS					
Stocks	15	**1,653,791**		1,677,583	
Debtors	16	**34,437,792**		23,760,088	
Cash at bank		**4,489,854**		1,810,412	
		40,581,437		27,248,083	
CREDITORS					
Amounts falling due within one year	17	**(21,009,913)**		(20,473,132)	
NET CURRENT ASSETS			**19,571,524**		6,774,951
TOTAL ASSETS LESS CURRENT LIABILITIES			**110,636,795**		73,604,584
CREDITORS					
Amounts falling due after more than one year	18		**(177,797,328)**		(130,271,980)
PROVISIONS FOR LIABILITIES	21		**(5,394,373)**		(4,664,156)
NET LIABILITIES			**(72,554,906)**		(61,331,552)
CAPITAL AND RESERVES					
Called up share capital	22		**525,000**		525,061
Profit and loss account			**(73,079,906)**		(61,856,613)
SHAREHOLDERS' DEFICIT			**(72,554,906)**		(61,331,552)

The financial statements were approved by the Board of Directors and authorised for issue on 24 April 2025 and were signed on its behalf by:

Kevin Franklin

....
Kevin Franklin, Director

TRANSFORMING TRAINING WITH TECHNOLOGY LIMITED
(REGISTERED NUMBER: 10908456)

COMPANY BALANCE SHEET
31 DECEMBER 2024

	Notes	£	2024 £	£	2023 £
FIXED ASSETS					
Intangible assets	12		**27,603**		104,926
Tangible assets	13		**60,934**		110,855
Investments	14		**42,397,644**		41,166,313
			42,486,181		41,382,094
CURRENT ASSETS					
Debtors	16	**40,921,670**		7,312,691	
Cash at bank		**317,120**		5,285	
		41,238,790		7,317,976	
CREDITORS					
Amounts falling due within one year	17	**(29,663,013)**		(24,424,476)	
NET CURRENT ASSETS / (LIABILITIES)			**11,575,777**		(17,106,499)
TOTAL ASSETS LESS CURRENT LIABILITIES			**54,061,958**		24,275,594
CREDITORS					
Amounts falling due after more than one year	18		**(79,345,447)**		(39,219,481)
NET LIABILITIES			**(25,283,489)**		(14,943,887)
CAPITAL AND RESERVES					
Called up share capital	22		**525,000**		525,000
Profit and loss account			**(25,808,489)**		(15,468,887)
SHAREHOLDERS' DEFICIT			**(25,283,489)**		(14,943,887)
Company's loss for the financial year			**(10,339,602)**		(6,430,390)

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of Comprehensive Income in these financial statements. The loss after tax of the parent company for the year was £10,339,602 (Loss after tax for the year ended 31 December 2023: £6,430,390).

The financial statements were approved by the Board of Directors and authorised for issue on 24 April 2025 and were signed on its behalf by:

Kevin Franklin

....
Kevin Franklin, Director

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

	Called up share capital £	Profit and loss account £	Total equity £
Balance at 1 January 2023	525,000	(51,341,411)	(50,816,411)
Changes in equity			
Foreign exchange difference	-	(59,333)	(59,333)
Total comprehensive loss	-	(10,455,869)	(10,455,869)
Balance at 31 December 2023	525,000	(61,856,613)	(61,331,613)
Changes in equity			
Foreign exchange difference	-	188,442	188,442
Total comprehensive loss	-	(11,411,735)	(11,411,735)
Balance at 31 December 2024	525,000	(73,079,906)	(72,554,906)

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

	Called up share capital £	Profit and loss account £	Total equity £
Balance at 1 January 2023	525,000	(9,038,497)	(8,513,497)
Changes in equity			
Total comprehensive loss	-	(6,430,390)	(6,430,390)
Balance at 31 December 2023	525,000	(15,468,887)	(14,943,887)
Changes in equity			
Total comprehensive loss	-	(10,339,602)	(10,339,602)
Balance at 31 December 2024	525,000	(25,808,489)	(25,283,489)

CONSOLIDATED CASH FLOW STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2024

	Notes	2024 £	2023 £
Cash flows from operating activities			
Cash generated from operations	1	**7,934,281**	11,185,348
Net cash generated from operating activities		**7,934,281**	11,185,348
Cash flows from investing activities			
Interest received		**372,407**	54
Purchase of tangible fixed assets		**(1,247,340)**	(2,599,570)
Purchase of intangible fixed assets		**(4,720,341)**	(5,218,655)
Purchase of fixed asset investments		**-**	(1)
Purchase of subsidiary undertakings		**(27,532,287)**	-
Cash payment in joint ventures		**-**	(100,000)
Net cash used in investing activities		**(33,127,561)**	(7,918,172)
Cash flows from financing activities			
Interest paid		**(1,683,054)**	(4,516,271)
Repayment of bank loan		**(42,984,179)**	(2,000,000)
Proceeds from bank loan		**-**	2,000,000
Receipts from parent undertakings		**77,306,143**	-
Payments to parent undertakings		**(4,645,094)**	-
Repayment of finance lease liabilities		-	(34,596)
Net cash (used in)/generated from financing activities		**27,993,817**	(4,550,867)
Increase/(decrease) in cash at bank		**2,800,536**	(1,283,691)
Cash at bank at beginning of year	2	**1,810,412**	3,094,103
Effect of exchange rate fluctuations on cash held		**(121,094)**	-
Cash at bank at end of year	2	**4,489,854**	1,810,412

1. RECONCILIATION OF LOSS FOR THE FINANCIAL YEAR TO CASH GENERATED FROM OPERATIONS

	2024	2023
	£	£
Loss for the financial year	**(11,411,735)**	(10,455,869)
Depreciation	**1,570,897**	1,906,667
Amortisation	**7,358,681**	7,351,320
Interest receivable and similar income	**(372,407)**	(54)
Interest payable and similar expenses	**15,039,572**	11,437,447
Other income in respect of R&D	**(220,867)**	(347,568)
Taxation	**(384,053)**	(1,026,217)
Share of profit of equity accounted investments	**(382,001)**	(450,000)
	11,198,087	8,415,726
Decrease/(increase) in stocks	**23,792**	54,355
Increase in trade and other debtors	**(3,999,462)**	(603,575)
Increase in trade and other creditors	**706,043**	3,544,772
Increase/(decrease) in provisions	**5,821**	(257,807)
Loss on disposal of fixed assets	**-**	31,877
Cash generated from operations	**7,934,281**	11,185,348

2. CASH AND CASH EQUIVALENTS

The amounts disclosed on the Cash Flow Statement in respect of cash and cash equivalents are in respect of these Balance Sheet amounts:

Year ended 31 December 2024

	2024	2023
	£	£
Cash and cash equivalents	**4,489,854**	**1,810,412**

Year ended 31 December 2023

	2023	2022
	£	£
Cash and cash equivalents	1,810,412	3,094,103

3. ANALYSIS OF CHANGES IN NET DEBT

	At 1/1/24	Cash flows	Other non-cash changes	At 31/12/24
	£	£	£	£
Net cash				
Cash at bank	1,810,412	2,800,536	(121,094)	4,489,854
Debt				
Bank loans	(42,984,179)	42,984,179	-	-
Loan notes - deferred acquisition consideration	-	-	(2,462,663)	(2,462,663)
Loan notes - owned to parent company loan notes	(87,162,911)	(77,306,143)	(10,234,272)	(174,703,326)
	(130,147,090)	**(34,321,964)**	**(12,696,935)**	**(177,165,989)**
	(128,336,678)	**(31,521,428)**	**(12,818,029)**	**(172,676,135)**

In addition, included within accruals is accrued loan note interest totalling £5.9m (2023: £5.3m).

1. STATUTORY INFORMATION

Transforming Training with Technology Limited ("the company") is a private company limited by share capital and incorporated and domiciled in the UK.

The address of its registered office can be found on the information page and the nature of the company's operations and its principal activity are set out in the director's report.

The group financial statements consolidate those of the company and its subsidiary (together referred to as the “Group”). The parent company financial statements present information about the Company as a separate entity and not about its group.

2. ACCOUNTING POLICIES

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

Statement of compliance
These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' ("FRS 102"). The presentation currency of these financial statements is Sterling.

Basis of preparation
These financial statements have been prepared using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value and in accordance with Financial Reporting Standard 102 (FRS 102), the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

Functional and presentational currency
The Company’s functional and reporting currency is USD as the Company’s principal assets and liabilities are predominately denominated and/ or received in USD.

The Company’s and Group’s presentation currency is GBP; the Directors elected this due to the nature of the Group’s main operations being predominately transacted in GBP and, with the exception of the Nordic Bond, the principal assets and liabilities of the Group being predominately denominated in GBP.

Financial Reporting Standard 102 - reduced disclosure exemptions
The parent company is included in the consolidated financial statements and is considered to be a qualifying entity under FRS 102 paragraphs 1.8 to 1.12 and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- reconciliation of the number of shares outstanding from the beginning to end of the year;
- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

As the consolidated financial statements of Transforming Training with Technology Limited include the disclosures equivalent to those required by FRS 102, the company has also taken the exemptions available in respect of the following disclosures:

- certain disclosures required by FRS 102.11 Basic Financial Instruments and FRS 102.12 Other Financial Instrument Issues in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

Basis of consolidation
A subsidiary is an entity controlled by the company. Control is achieved where the company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, the group takes into consideration potential voting rights that are currently exercisable.

Excluding the application of merger accounting the results of subsidiaries acquired or disposed of during the period are included in the Profit and Loss Account from the effective date of acquisition or up to the effective date of disposal, as appropriate.

2. **ACCOUNTING POLICIES - continued**

A joint venture is a contractual arrangement undertaking in which the group exercises joint control over the operating and financial policies of the entity. Where the joint venture is carried out through an entity, it is treated as a jointly controlled entity. The group's share of the profits less losses of associates and of jointly controlled entities is included in the consolidated Income Statement and its interest in their net assets is recorded on the balance sheet using the equity method.

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

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

Going Concern

The financial statements have been prepared on the going concern basis as the Directors have prepared detailed budgets for a period of at least 12 months from the date of signing the financial statements which show that the Group is able to meet all its liabilities as they fall due including a detailed going concern stress test for 3t Global Holdco Limited, by which Transforming Training with Technology Limited is wholly owned, for which further detail is given below.

At the balance sheet date Transforming Training with Technology Limited Group had consolidated net liabilities of £72.6m including £79.9m ($100m) relating to its $150m Nordic Bond facility, repayable May 2028 and £175.4m of intercompany debt owed to parent companies with maturity of May 2028, but repayable in the event of a business sale, whereby repayment would be covered by the sale proceeds.

Other than liabilities arising through normal trading the only other material liabilities falling due in the subsequent 12 months are the semi-annual bond interest payments of $5.6m due in May 2025 and November 2025.

The projections prepared by the Directors show that the Transforming Training with Technology Limited Group will generate sufficient cash from trading to meet the payment of these liabilities.

The going concern stress test prepared by management considers a declining market scenario in which revenue is significantly reduced and limited mitigation is undertaken to protect margin and preserve cash flows.

The conclusion of this stress test is that the Group could sustain the loss of more than 30% of projected EBITDA over the course of the 12 months following the date of the financial statements, without breaching committed borrowing facilities limits or covenants related to the bond facility held by 3t Global Bidco PLC assuming no other mitigating actions were undertaken to preserve cash and reduce costs.

Nonetheless the Directors consider the stress test scenario to be highly unlikely, specifically noting:

- The amount of revenue in the forecast period for which purchase orders have already been received
- The quality of the sales pipeline in terms of value and likelihood of prospects
- Management’s ability to take mitigating actions that were not considered in the stress test scenario (e.g. Limiting or halting capital expenditure, cost reduction measures)

The Group, and the companies which are wholly owned, is expected to remain in a strong financial position during the forecast period from the date of signing the financial statements. The Directors are confident of being able to trade for a period of at least 12 months from the approval of the financial statements and have therefore concluded that it is appropriate for the financial statements to be prepared on the going concern basis.

Revenue recognition

Revenue comprises, the provision of training courses and the manufacture and maintenance of training simulators. Revenue is the fair value of the consideration received or receivable for the sale of goods and provision of services in the ordinary course of the Company's activities. Revenue is shown net of sales/value added tax, and rebates.

2. **ACCOUNTING POLICIES - continued**

Training services

For training services, revenue from the sales of training courses is recognised when the Group has transferred the significant risks and rewards of ownership to the buyer and it is probable that the Group will receive the previously agreed upon payment. These criteria are considered to be met when the training course has been delivered to the buyer and completion certificates issued.

Training services – Managed services

Managed services revenue is recognised by reference to the stage of completion of the contract determined by the value of the services provided at the balance sheet date as a proportion of the total value of the engagement. Where the amount of revenue is contingent on future events, this is only recognised where the amount of revenue can be measured reliably and it is probable that the economic benefits will be received. When this cannot be estimated reliably, revenue is only recognised to the value of the expenses that it is considered probable will be recovered, with a “catch-up” element of revenue recognised based on stage of completion once a reliable estimate can be made. Managed services provided to the client which at the balance sheet date have not been billed have been recognised as revenue and are included in debtors as accrued income.

Rebates

3t Training Services may grant some customers rebates if the volume of training courses purchased by that customer exceed a contractually defined threshold within a specific period. Rebates are deducted from revenue and periodically netted from the amounts payable by the customer.

The majority of rebate programs are aligned with the group’s financial year end which provides certainty around the value to be recognised in the financial statements.

Simulators

The revenue and costs of portable simulators are recognised in full on the date of shipment. Risk is considered to have been transferred to the customer at this date. With regards to larger simulators, revenues and costs are reviewed at the point of factory acceptance. At this date 90% of revenue and costs are recognised based on the level of costs spent as a proportion of estimated total costs. The remaining costs and revenues are not recognised until the point of final acceptance from the customer after installation on site and initial training is completed.

The risks and rewards of ownership transfer to the customer in line with the International Commercial Terms under which it is sold. Portable simulators are normally sold Ex Works International Commercial Terms ex works. The significant majority of large simulators are sold under Carriage Paid To (CPT) and Carriage and Insurance Paid (CIP) International Commercial Terms. Under these terms, control of the product is transferred when the goods reach their destination.

Simulators – Maintenance contracts

3t Drilling Systems offers full maintenance, technical support and hardware and software upgrade options during for the economic life of each simulator.

Revenue from maintenance contracts is recognised by reference to the stage of completion of the contract determined by the value of the services provided at the balance sheet date as a proportion of the total value of the engagement. Where the amount of revenue is contingent on future events, this is only recognised where the amount of revenue can be measured reliably and it is probable that the economic benefits will be received. When this cannot be estimated reliably, revenue is only recognised to the value of the expenses that it is considered probable will be recovered, with a “catch-up” element of revenue recognised based on stage of completion once a reliable estimate can be made. Managed services provided to the client which at the balance sheet date have not been billed have been recognised as revenue and are included in debtors as accrued income.

Revenue from technical support and hardware and software upgrades is recognised on receipt of the final acceptance from the customer.

Revenue for hardware and software upgrades installed at the customers site, are recognised in the period in which the upgrade is installed and/or commissioned and signed off by the customer.

Intangible assets

Goodwill arising on the acquisition of an entity represents the excess of the cost of acquisition over the group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the entity recognised at the date of acquisition. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Goodwill is held in the currency of the acquired entity and revalued to the closing rate at each reporting year date.

2. **ACCOUNTING POLICIES - continued**

Trademarks, licences (including software) and customer-related intangible assets acquired in a business combination are recognised at fair value at the acquisition date.
Trademarks, licences (including software) and customer-related intangible assets have a finite useful life and are carried at cost less accumulated amortisation and any accumulated impairment losses.

Expenditure on research and activities is recognised in the Income Statement as an expense when incurred.

Expenditure on development activities may be capitalised if the product or process is technically and commercially feasible and the group intends and has the technical ability and sufficient resources to complete development, future economic benefits are probable and if the group can measure reliably the expenditure attributable to the intangible asset during its development. Development activities involve design for, construction or testing of the production of new or substantially improved products or processes. The expenditure capitalised includes the cost of materials, direct labour and an appropriate proportion of overheads and capitalised borrowing costs. Other development related expenditure which doesn't qualify for capitalisation are recognised in the profit and loss account as an expense when incurred. Capitalised development expenditure is stated at cost less accumulated amortisation and less accumulated impairment losses.

Amortisation

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

Asset class	**Amortisation method and rate**
Goodwill	20 years straight line
Orderbook	1 year straight line
Customer relationships	5-10 years straight line
Technology	10 years straight line
Software	3 years straight line

Amortisation on intangible assets commences at the point the asset is available for use, i.e. when it is in the location and condition necessary for it to be capable of operating in the manner intended by management.

Tangible assets

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

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

Depreciation

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

Asset class	**Depreciation method and rate**
Leasehold improvements	Over the life of the lease
Fixtures, fittings and office equipment	3 to 6 years straight line
Motor vehicles	4 years straight line
Plant and machinery	3 to 6 years straight line

Investments in subsidiaries

Investments in subsidiary undertakings are stated at cost less provision for impairment in value arising from an annual review.

Stocks

Inventories are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost is based on the weighted average principle and includes all costs incurred in bringing each product to its present location and condition. In the case of manufactured stocks and work in progress, cost includes an appropriate share of overheads based on normal operating capacity.

At the end of each reporting year inventories are assessed for impairment, based on condition, ageing and usage in the year. When a reversal of impairment is recognised the impairment charge is reversed, up to the original loss and recognised as a credit in the profit and loss.

Tax

Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

2. **ACCOUNTING POLICIES - continued**

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

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

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

Foreign currency transactions and balances

Transactions in foreign currencies are recorded at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the closing rates at the balance sheet date. All exchange differences are included in the Profit and Loss account. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

The balance sheets of overseas subsidiary undertakings are translated at the rate ruling at the balance sheet date and the Profit and Loss account is translated at an average rate for the year of the financial statements. The exchange differences arising on the retranslation of opening net assets is taken directly to Other Comprehensive Income. All other translation differences are taken to the Income Statement.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and on deposit..

Trade debtors

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

Trade debtors are recognised initially at the transaction price less attributable transaction costs. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade debtors is established when there is objective evidence that the group will not be able to collect all amounts due according to the original terms of the receivables.

Trade creditors

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

Trade creditors are recognised initially at the transaction price plus attributable transaction costs and subsequently measured at amortised cost using the effective interest method.

Borrowings

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

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

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

Provisions

Provisions are recognised when the group has an obligation at the reporting date as a result of a past event, it is probable that the group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

2. **ACCOUNTING POLICIES - continued**

Provisions (including onerous lease provisions) are charged as an expense to the Consolidated statement of comprehensive income in the year that the Group becomes aware of the obligation, and are measured at the best estimate at the statement of financial position date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as a finance cost.

The group typically provides a product warranty to customers as part of the sales contract. A provision is made at the balance sheet date to cover costs expected to be incurred under such product warranty claims. Historic warranty costs have been very low, and the directors anticipate that this is likely to continue.

Leases

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

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

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

Share capital

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

Dividends

Dividend distribution to the company's shareholders is recognised as a liability in the financial statements in the reporting period in which the dividends are declared and approved.

Defined contribution pension obligation

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

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

Derivative financial instruments

Derivative financial instruments are recognised at fair value. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss.

Research and Development

In the research phase of an internal project it is not possible to demonstrate that the project will generate future economic benefits and hence all expenditure on research shall be recognised as an expense when it is incurred. Intangible assets are recognised from the development phase of a project if and only if certain specific criteria are met in order to demonstrate the asset will generate probable future economic benefits and that its cost can be reliably measured. The capitalised development costs are subsequently amortised to administrative expenses on a straight line basis over their expected useful economic lives. Research and development tax credits are included within the other operating income within the statement of comprehensive income

The expected useful economic life of development costs are estimated based on business plans which set out the development plan and time to market for the associated project.

If it is not possible to distinguish between the research phase and the development phase of an internal project the expenditure is treated as if it were all incurred in the research phase only.

2. **ACCOUNTING POLICIES - continued**

Impairment

Financial assets (including trade and other debtors)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment, an impairment is calculated as the difference between the carrying amount of the asset and the best estimate of the amount that the Group would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. Impairment losses are recognised in the Income Statement. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through the Income Statement.

Non-financial assets

The carrying amounts of the Group's non-financial assets, other than stocks and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. 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 the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit"). The goodwill acquired in a business combination, for the purpose of impairment testing is allocated to cash-generating units, or "CGU" that are expected to benefit from the synergies of the combination. For the purpose of goodwill impairment testing, if goodwill cannot be allocated to individual CGUs or groups of CGUs on a non-arbitrary basis, the impairment of goodwill is determined using the recoverable amount of the acquired entity in its entirety, or if it has been integrated then the entire entity into which it has been integrated.

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis.

An impairment loss recognised for goodwill is not reversed. Impairment losses recognised for other assets is reversed only if the reasons for the impairment have ceased to apply. Impairment losses recognised in prior years are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Borrowings

Interest-bearing borrowings (including loan notes due to group undertakings) are initially recorded at fair value, net of transaction costs. Interest-bearing borrowings are subsequently carried at amortised cost, with the difference between the proceeds, net of transaction costs, and the amount due on redemption being recognised as a charge to the Income Statement over the year / year of the relevant borrowing.

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

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

Finance costs

Finance costs are charged to the Income Statement over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2. **ACCOUNTING POLICIES - continued**

Non-recurring items

Non-recurring items are transactions that fall within the ordinary activities of the Group but are presented separately due to their size or incidence. Non-recurring items are disclosed within note 8.

Judgements in applying accounting policies and key sources of estimation

Preparation of the financial statements requires management to make significant judgements and estimates. The items in the financial statements where these judgements and estimates have been made are noted below:

Accounting Judgements

Business Combinations - determine whether the acquired intangible assets are identifiable in terms of being separable and arise from contractual or legal rights. This has been determined on a basis that reflects an amount that the group would have paid for the asset in an arm's length transaction between knowledgeable and willing parties, based on the best information available. If the fair value could not be measured reliably, the asset is not recognised as a separate intangible asset but is included in goodwill.

Non-recurring items – non-recurring items consist of items of income or expenditure that management consider to be outside the normal course of business due to either the size or nature. Such items are rare in their occurrence with no two accounting periods expected to yield similar items. Management believes that the separate presentation of these items will enable a better like for like comparison of underlying results.

Impairment of group's tangible and intangible assets - determine whether there are indicators of impairment of the group's tangible and intangible assets, including goodwill. Factors taken into consideration in reaching such a decision include the economic viability and expected future financial performance of the asset and where it is a component of a larger cash-generating unit, the viability and expected future performance of that unit. Growth rates between 1.5% and 3.0% and discount rates between 12.5% to 13.5% have been applied in reviewing the fair value of such assets.

Key sources of estimation uncertainty

Carrying value of goodwill and capitalised development expenditure – The Group tests annually whether goodwill and capitalised development expenditure has suffered any impairment in accordance with the accounting policies stated in note 2. This assessment has been carried out for all cash-generating-units and development expenditure and these calculations require the use of estimates. The most critical estimates relate to the assumed growth of revenues and related profits and the discount rate.

Each financial year management assesses, based on actual performance and any known factors that may influence the future, whether the estimates used are still valid. At the reporting date, the annual management assessment has not revealed any indications of impairment to the goodwill balance booked at the date of acquisition of the carrying value of development expenditure at 31 December 2024.

Stock provision - In estimating net realisable values of inventories, management takes into account the most reliable evidence available at the year end. The group adopted a policy of providing for inventory when it reaches a certain age and also for any inventory where there are specific quality concerns. This judgement takes into account forecast sales and product quality issued based on historical data.

Investments – Fixed asset investments are carried at cost less impairment. Determining whether there are indicators of impairment of the Company's fixed asset investments requires judgement and estimations have to be made about economic viability and expected future financial performance of the investment. Should and indicator of impairment exist, an estimate of the recoverable amount would need to be made and compared to the carrying value of each fixed asset investment.

Provision for staff termination benefits

With respect to the Group's Middle East businesses, the Group provides ends of service benefits to its employees. The entitlement to these benefits is based upon the employees' final salary and length of service, subject to the completion of a minimum service period. The expected costs of these benefits are accrued over the period of employment. Further details on the provision can be found in note 21.

3. TURNOVER

The turnover and loss before taxation are attributable to the one principal activity of the group.

An analysis of turnover by class of business is given below:

	Year ended 31 December 2024	Year ended 31 December 2023
	£	£
Training services - Courses	41,108,137	37,186,141
Training services - Managed services	16,051,746	16,051,036
Simulators - Equipment	6,239,952	3,524,847
Simulators - Maintenance contracts	3,982,956	3,584,027
	67,382,791	60,346,051

An analysis of turnover by geographical market is given below:

	Year ended 31 December 2024	Year ended 31 December 2023
	£	£
United Kingdom	53,618,424	53,801,758
Rest of world	13,764,367	6,544,293
	67,382,791	60,346,051

4. EMPLOYEES AND DIRECTORS

	Year ended 31 December 2024	Year ended 31 December 2023
	£	£
Wages and salaries	20,681,745	19,635,519
Social security costs	1,871,901	1,825,628
Other pension costs	649,609	658,493
	23,203,255	22,119,640

The average number of employees during the year was as follows:

	Year ended 31 December 2024	Year ended 31 December 2023
Sales, production and software	86	106
Administration and support	68	63
Training	296	300
	450	469

As at 31 December 2024, employee costs included in work in progress amounted to £111,000 (year ended 31 December 2023: £92,612).

Payroll costs of £3,193,000 (year ended 31 December 2023: £3,059,777) included in the above were capitalised during the period within Software in note 12.

The number of persons employed by the company (including directors) during the period was nil (year ended 31 December 2023: nil).

5. DIRECTORS' EMOLUMENTS

	Year ended 31 December 2024	Year ended 31 December 2023
	£	£
Directors' remuneration	554,536	514,219
Directors' pension contributions to money purchase schemes	8,904	27,737

The number of directors to whom retirement benefits were accruing as follows:

Money purchase schemes	1	-

Information regarding the highest paid director is as follows:

	Year ended 31 December 2024	Year ended 31 December 2023
	£	£
Remuneration	276,470	249,723

6. OPERATING PROFIT / (LOSS)

The operating profit / (loss) is stated after charging/(crediting):

	Year ended 31 December 2024	Year ended 31 December 2023
	£	£
Hire of plant and machinery	-	11,317
Depreciation of tangible fixed assets	1,592,151	1,906,667
Amortisation of intangible assets, including goodwill	7,358,681	7,351,320
Foreign exchange differences	(742,519)	562,616
R&D Tax credit	(220,867)	(311,846)
Operating lease expense - property	2,202,147	2,662,375
Defined contribution pension costs	649,609	658,493

Government grants received for R&D Tax credit income have been included within other operating income within the Income Statement. Fees payable to Group auditors have been disclosed in note 7.

Company
The company had a loss of £10,339,602 for the year (Loss of £6,430,390 during the year ended 31 December 2023).

7. AUDITORS' REMUNERATION

	Year ended 31 December 2024	Year ended 31 December 2023
	£	£
Audit of group financial statements	16,000	12,300
Audit of subsidiary financial statements	214,000	104,700
	230,000	117,000

Amounts receivable by the company's auditor and its associates in respect of:		
Taxation compliance services	73,500	61,260
Other tax advisory services	79,700	29,500
	153,200	90,760

8. NON-RECURRING ITEMS

	Year ended 31 December 2024	Year ended 31 December 2023
	£	£
Non-recurring costs	2,819,245	2,231,114

Non-recurring costs predominantly relate to one off redundancy and recruitment costs, non-recurring legal and professional costs.

9. INTEREST RECEIVABLE AND SIMILAR INCOME

	Year ended 31 December 2024	Year ended 31 December 2023
	£	£
Bank interest receivable	372,407	54
	372,407	54

10. INTEREST PAYABLE AND SIMILAR EXPENSES

	Year ended 31 December 2024	Year ended 31 December 2023
	£	£
Bank interest payable	2,083,053	4,788,826
Amortisation of debt issue costs	843,225	194,204
Finance lease interest payable	-	4,912
Loan notes owed to parent company interest payable	12,113,294	6,449,506
	15,039,572	11,437,448

11. TAXATION

Analysis of the tax credit
The tax credit on the loss for the year was as follows:

	Year ended 31 December 2024	Year ended 31 December 2023
	£	£
Current tax:		
UK corporation tax	-	-
Over/under provision in prior year	(13,842)	(371,879)
Foreign taxation	385,111	-
Total current tax	371,269	(371,879)
Deferred tax (current and adjustments in respect of prior periods)	(745,142)	(654,338)
Total tax credit	(373,873)	(1,026,217)

UK corporation tax has been charged at 25% (year ended 31 December 2023 - 23.5%).

Reconciliation of total tax credit included in the Consolidated Income Statement
The tax assessed for the year is higher than (2023: higher than) as the standard rate of corporation tax in the UK.

	Year ended 31 December 2024	Year ended 31 December 2023
	£	£
Loss before tax	(11,795,788)	(11,482,086)
Loss multiplied by the standard rate of corporation tax in the UK of 25% (year ended 31 December 2023 - 23.5%)	(2,948,947)	(2,698,290)
Effects of:		
Expenses not deductible for tax purposes	2,806,260	775,236
Adjustments to tax credit in respect of previous years	(13,842)	(371,879)
Effect of foreign tax rates	-	93,704
Adjustments in respect of prior years (deferred tax)	(444,798)	(536,863)
Fixed asset differences	145,969	97,291
Research & development credits	55,217	81,545
Capital Gains and other differences	-	17,770
Group relief	26,268	1,515,269
Total tax credit	(373,873)	(1,026,217)

The group relief is surrendered from Transforming Training with Technology Limited and the claiming companies relate mostly to 3T Training Services Limited and Drilling Systems (UK) Limited. The taxable losses are not deemed to have any value, and have therefore been surrendered within the group at no cost.

12. INTANGIBLE FIXED ASSETS

Group

	Goodwill	Orderbook	Customer relationships	Technology and software	Totals
	£	£	£	£	£
COST					
At 1 January 2024	59,815,589	1,056,000	4,540,000	25,540,260	90,951,849
Additions	-	-	-	4,720,392	4,720,392
Acquired as part of acquisition	25,756,072	-	-	-	25,756,072
At 31 December 2024	85,571,661	1,056,000	4,540,000	30,260,652	121,428,312
AMORTISATION					
At 1 January 2024	17,507,765	1,056,000	2,703,641	15,281,346	36,548,752
Amortisation for year	3,747,473	-	454,000	3,157,208	7,358,681
At 31 December 2024	21,255,238	1,056,000	3,157,641	18,438,554	43,907,432
NET BOOK VALUE					
At 31 December 2024	64,316,423	-	1,382,359	11,822,098	77,520,880
At 31 December 2023	42,307,824	-	1,836,359	10,258,915	54,403,098

The development costs relate to various projects that have been undertaken over a number of years, the directors consider that it is probable that these projects will generate future economic benefit going forward.

Amortisation and impairment charge
The whole amortisation charge above totalling £7,358,681 (year ended 31 December 2023: £7,351,320) has been recognised in administrative expenses in the Income Statement.

Capitalised development costs, which are included within software, are not treated as a realised loss for the purpose of determining the Company distributable profits as the costs meet the conditions requiring them to be treated as an asset in accordance with FRS 102 Section 18.

Group
Impairment review
The group reviews the amortisation year and method when events and circumstances indicate that the useful life may have changed since the last reporting date.

Goodwill and other intangible assets are tested for impairment in accordance with Section 27 of FRS102 Impairment of assets when there is an indication that goodwill or an intangible asset may be impaired.

The directors have determined whether there are indicators of impairment of the Group's tangible and intangible assets, including goodwill. Factors taken into consideration in reaching such a decision include the economic viability and expected future financial performance of the asset and where it is a component of a larger cash-generating unit, the viability and expected future performance of that unit. Growth rates between 1.5% and 3% and discount rates between 15.3% to 16.5% have been applied in reviewing the fair value of such assets.

13. TANGIBLE FIXED ASSETS

Group

	Leasehold Improvements £	Plant and machinery £	Fixtures and fittings £	Motor vehicles £	Totals £
COST					
At 1 January 2024	10,318,205	6,992,799	1,509,341	259,664	19,080,009
Additions	234,633	903,440	100,651	8,616	1,247,340
Acquired as part of acquisition	621,790	396,564	41,108	-	1,059,462
At 31 December 2024	11,174,628	8,292,803	1,651,100	268,280	21,386,811
DEPRECIATION					
At 1 January 2024	2,565,223	3,573,212	922,193	42,896	7,103,524
Charge for year	498,546	833,168	207,953	31,230	1,570,897
At 31 December 2024	3,063,769	4,406,380	1,130,146	74,126	8,674,421
NET BOOK VALUE					
At 31 December 2024	8,110,859	3,886,423	520,954	194,154	12,712,390
At 31 December 2023	7,752,982	3,419,587	587,148	216,768	11,976,485

14. FIXED ASSET INVESTMENTS

Group

	£
COST	
At 1 January 2024	450,000
Share of profit in joint ventures	382,001
At 31 December 2024	832,001
CARRYING AMOUNT	
At 31 December 2024	832,001
At 31 December 2023	450,000

	31 December 2024	31 December 2023
Investments in joint ventures	832,001	450,000

14. **FIXED ASSET INVESTMENTS - continued**

Company

	£
COST	
At 1 January 2024	41,166,313
Additions	1,231,331
At 31 December 2024	42,397,644
CARRYING AMOUNT	
At 31 December 2024	42,397,644
At 31 December 2023	41,166,313

The investments at Group level are in relation to the 3t Enermech Limited joint venture. The Group's share of joint venture profits have been recognised within the Consolidated Income Statement.

The Investment addition reflected in the Company financial statements relates to the share for share exchange in Transforming Training with Technologies Limited. Further details can be seen in note 1.

All subsidiary companies registered in the UK and listed on the following page under the Companies Act 2006, with the exception of 3t Training Services Limited and Drilling Systems (UK) Limited, are exempt from the requirements of the Companies Act 2006 relating to the audit of financial statements under section 479A of the Companies Act 2006. The registered company number of each relevant subsidiary has been listed on the following page.

Details of undertakings
Details of the investments (including principal place of business of unincorporated entities) in which the company holds 20% or more of the nominal value of any class of share capital are as follows:

Undertaking	**UK Company Number**	**Registered office (see below)**	**Holding**	**Proportion of voting rights and shares held**	
				2024	**2023**
Subsidiary undertakings					
Survivex Group Limited	SC467255	UK (5)	Ordinary	100%	100%
Survivex Limited	SC357717	UK (5)	Ordinary	100%	100%
TMS Oldco Limited	SC467482	UK (5)	Ordinary	100%	100%
Survivex TMS Limited	SC242176	UK (5)	Ordinary	100%	100%
Rigex Limited	SC466107	UK (5)	Ordinary	100%	100%
E-Learnex Limited	SC467476	UK (5)	Ordinary	100%	100%
3T Digital Limited	09314258	UK (7)	Ordinary	100%	100%
3T Transform Limited	14759718	UK (1)	Ordinary	100%	100%
3T Managed Services Limited	14759563	UK (1)	Ordinary	100%	100%
3T Workforce Solutions Limited	14759724	UK (1)	Ordinary	100%	100%
Advanced Industrial Solutions Limited	05982756	UK (1)	Ordinary	100%	100%
AIS Survivex Limited	13545463	UK (1)	Ordinary	100%	100%
DS UK Topco Limited	09505117	UK (1)	Ordinary	100%	100%
DS UK Midco 1 Limited	09505116	UK (1)	Ordinary	100%	100%
DS UK Midco 2 Limited	09506608	UK (1)	Ordinary	100%	100%
Drilling Systems Group Limited	09503545	UK (1)	Ordinary	100%	100%
Drilling Systems Limited	02295138	UK (1)	Ordinary	100%	100%
Drilling Systems (USA) Inc		USA (3)	Ordinary	100%	100%
Drilling Systems (UK) Limited	02509111	UK (1)	Ordinary	100%	100%
DS Sheet Metal Limited	05162610	UK (2)	Ordinary	100%	100%
D.S. 2000 Limited	03838137	UK (1)	Ordinary	100%	100%
3T Training Services Limited	05982756	UK (1)	Ordinary	100%	100%
Speciality Welds Ltd	05048048	UK (1)	Ordinary	100%	100%
Utility & Construction Training Limited	06429564	UK (1)	Ordinary	100%	100%
UCT Electrical Limited	06659867	UK (1)	Ordinary	100%	100%
3T Training Solutions Limited	14766769	UK (1)	Ordinary	100%	100%
Neutron VR Limited	14759718	UK (1)	Ordinary	100%	100%

14. **FIXED ASSET INVESTMENTS - continued**

3T Connect Limited	15550699	UK (1)	Ordinary	100%	100%
DSG International DMCC		UAE (4)	Ordinary	100%	100%
3T Holdco USA LLC		USA (9)	Ordinary	100%	0%
3T Bidco USA LLC		USA (9)	Ordinary	100%	0%
3T Training Services Inc		USA (10)	Ordinary	100%	0%
3T Training Services Online USA LLC		USA (10)	Ordinary	100%	0%
3T Training Services USA LLC		USA (10)	Ordinary	100%	0%
3T Training Co LLC		Saudi Arabia	Ordinary	100%	0%
3T Bidco SPV Limited		UAE (11)	Ordinary	100%	0%
Gulf Technical and Safety training Centre LLC		UAE (12)	Ordinary	100%	0%
General Technical and Safety Training Centre LLC		Saudi Arabia (13)	Ordinary	100%	0%
GTSC Commercial Enterprises Investment Institution and Management LLC		UAE (12)	Ordinary	100%	0%
Gulf Technical and Safety Training Centre LLC		Egypt (14)	Ordinary	100%	0%
Joint venture					
3T Enermech Limited	SC731480	UK (8)	Ordinary	50%	50%
ODITC Inc		Guyana	Ordinary	34%	0%

The registered addresses for the subsidiary undertakings are as follows:

1. Hurn View House, 5 Aviation Park West, Bournemouth International Airport, Christchurch, Dorset, BH23 6EW
2. c/o Drilling Systems, 5 Aviation Park West, Bournemouth International Airport, Christchurch, Dorset, BH23 6EW
3. 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808
4. Unit 3401-D, Gold Tower (AU), Plot Number JLT-PH1-I3A, Jumeirah Lakes Towers, Dubai, UAE
5. Kirkhill Commercial Park Dyce Avenue, Dyce, Aberdeen, AB21 0LQ
6. Room 1402, Shuang Chuang Building, Yu Jia Pu, TEDA, 300457, Tianjin
7. Cobalt 13a, 9 Silver Fox Way, Cobalt Business Park, Newcastle upon Tyne, NE27 0Q
8. Enermech House, Howes Road, Aberdeen, Scotland, AB16 7AG
9. 108 Lakeland Avenue, Dover, Kent County, Delaware 19901
10. 1630 FM 1960 Road E, Houston, TX 77073
11. 3529, 35, Al Maqam Tower, Regus Adgm Square, Al Maryah Island, Abu Dhabi, United Arab Emirates
12. Plot No-2, Street No 12, Mw-2, Sector 1, Mussafah, Abu Dhabi, United Arab Emirates
13. Industrial Area 2, Dammam, Kingdom of Saudi Arabia
14. 77 Street 104 Maadi, Cairo, Egypt

Transforming Training with Technology Limited only directly holds the share capital of DS UK Topco Limited, 3T Holdco USA LLC, 3T Managed Services Limited, 3T Workforce Solutions Limited, Survivex Group Limited, Advanced Industrial Solutions Limited, AIS Survivex Limited, 3T Training Services Limited, 3T Training Solutions Limited, 3t EnerMech Limited, Neutron VR Limited, 3T Connect Limited, 3T Digital Limited, 3T Transform Limited, 3T Training Co LLC and 3T Bidco SPV Limited.

The share capital of Survivex Limited, Survivex TMS Limited and Rigex Limited are held by Survivex Group Limited.

The share capital of DS UK Midco 1 Limited is held by DS UK Topco Limited.

The share capital of DS UK Midco 2 Limited is held by DS UK Midco 1 Limited.

The share capital of Drilling Systems Group Limited is held by DS UK Midco 2 Limited.

14. **FIXED ASSET INVESTMENTS - continued**

The share capital of Drilling Systems (USA) Inc, Drilling Systems Limited and DSG International DMCC, are held by Drilling Systems Group Limited.

The share capital of Drilling Systems (UK) Limited and DS Sheet Metal Limited are held by Drilling Systems Limited.

The share capital of D.S. 2000 Limited is held by Drilling Systems (UK) Limited.

The share capital of 3T Bidco USA LLC is held by 3T Holdco USA LLC.

The share capital of 3T Training Services Inc., is held by 3T Bidco USA LLC.

The share capital of 3T Training Services Online USA LLC and 3T Training Services USA LLC is held by 3T Training Services.

The share capital of E-Learnex Limited, Rigex Limited, TMS Oldco Limited and Survivex Limited are held by Survivex Group Limited.

The share capital of Survivex TMS Limited is held by Survivex Limited.

The share capital of Speciality Welds Limited and Utility & Construction Training Limited are held by 3T Training Services Limited.

The share capital of UCT Electrical Limited is held by Utility & Construction Training Limited.

The share capital of Gulf Technical and Safety training Centre LLC is held by 3T Bidco SPV Limited.

The share capital of General Technical and Safety Training Centre LLC and GTSC Commercial Enterprises Investment Institution and Management LLC are held by Gulf Technical and Safety training Centre LLC.

The share capital of Gulf Technical and Safety Training Centre LLC is held by Gulf Technical and Safety training Centre LLC (99%) and GTSC Commercial Enterprises Investment Institution and Management LLC (1%).

The principal activity of DS UK Topco Limited, DS UK Midco 1 Limited, DS UK Midco 2 Limited, Drilling Systems Group Limited, Drilling Systems Limited, 3T Holdco USA LLC, 3T Bidco USA LLC, Survivex Group Limited, Survivex Limited, 3T EnerMech Limited and 3T Bidco SPV Limited is a holding company.

The principal activity of D.S. 2000 Limited, DS Sheet Metal Limited, 3T Managed Services Limited, 3T Workforce Solutions Limited, E-Learnex Limited, Rigex Limited, TMS Oldco Limited, Survivex TMS Limited, Advanced Industrial Solutions Limited, AIS Survivex Limited, Speciality Welds Ltd, UCT Electrical Limited, 3T Training Solutions Limited, Neutron VR Limited, 3T Connect Limited, 3T Transform Limited and 3T Trainings Co LLC is a dormant company

The principal activity of DSG International DMCC is a trading company.

The principal activity of Drilling Systems (USA) Inc is a sales branch.

The principal activity of Drilling Systems (UK) Limited is specialist software, control systems, simulation equipment and consultancy.

The principal activity of 3t Training Services Inc, 3t Training Services Online USA LLC and 3t Training Services USA LLC Company is the provision of training services.

The principal activity of 3t Training Services Limited is the provision of training services to the energy sector.

The principal activity of Utility & Construction Training Limited is the provision of training services to the utilities.

The principal activity of 3t Digital Limited is the development of software.

The principal activity of Gulf Technical and Safety training Centre LLC, General Technical and Safety Training Centre LLC, Gulf Technical and Safety Training Centre LLC and GTSC Commercial Enterprises Investment Institution and Management LLC is the provision of training services to the Energy sector.

15. STOCKS

	Group	
	2024	2023
	£	£
Raw materials	1,233,245	449,314
Work-in-progress	323,596	984,489
Finished goods	96,950	243,780
	1,653,791	1,677,583

There is no significant difference between the replacement cost of the inventory and its carrying amount.

16. DEBTORS

	Group		Company	
	2024	2023	2024	2023
	£	£	£	£
Amounts falling due within one year:				
Trade debtors	17,379,612	13,045,995	39,499	-
Amounts owed by parent company	1,279,851	1,077,365	38,149,712	5,336,508
Other debtors	2,819,875	2,620,996	1,333,218	1,279,279
Corporation tax	932,290	627,836	-	-
Deferred tax	500,000	-	317,670	-
Prepayments and accrued income	11,526,164	6,387,896	1,081,571	696,904
	34,437,792	23,760,088	40,921,670	7,312,691

Details of non-current trade and other debtors
Included within other debtors is an amount due from joint ventures of £882,315 (31 December 2023: £882,315).

The deferred tax asset relates to accelerated depreciation when compared to the tax relief received in the Middle East businesses. Due to the deferred tax being in respect of a separate tax jurisdiction to the UK deferred tax liabilities, it does not meet the offset requirements under FRS102 and is therefore shown separately.

17. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	2024	2023	2024	2023
	£	£	£	£
Bank loans and overdrafts (see note 19)	-	4,500,000	-	4,500,000
Loan notes – deferred acquisition consideration (see note 19)	820,888	-	-	-
Trade creditors	7,179,619	8,150,695	1,435,749	774,189
Hire purchase creditor (see note 20)	1,133	1,772	-	-
Payments on account	123,584	201,800	-	-
Amounts due to parent company	2,713,110	-	27,586,478	18,423,084
Corporation tax	259,606	13,845	-	-
Social security and other taxes	1,753,634	1,639,015	-	492,068
Other creditors	1,705,031	1,170,698	-	6,421
Accruals and deferred income	6,453,308	4,795,307	640,786	228,714
	21,009,913	20,473,132	29,663,013	24,424,476

The R&D credit receivable has been offset against the corporation tax liability, this is on the basis that these will be settled net in the current year.

The Loan notes included above relate to deferred consideration for the acquisition of 3t Training Services USA Inc and its subsidiaries.

18. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	Group		Company	
	2024	2023	2024	2023
	£	£	£	£
Other creditors	313,569	-	-	-
Long term bank loans (see note 19)	-	38,484,179	-	38,484,179
Long term bonds (see note 19)	-	-	-	-
Debt issue costs (see note 19)	-	(843,225)	-	(843,225)
Loans owed to parent company	-	1,578,527	-	-
Loan notes – deferred acquisition consideration (see note 19)	1,641,775	-	-	-
Loan notes due to parent company (see note 19)	170,058,232	85,584,384	79,345,447	1,578,527
Accrued interest on parent company loan notes	5,783,752	5,468,115	-	-
	177,797,328	130,271,980	79,345,447	39,219,481

19. LOANS AND BORROWINGS

An analysis of the maturity of loans is given below:

	Group	
	2024	2023
	£	£
Amounts falling due within one year:		
Bank loans	-	4,500,000
Loan notes – deferred acquisition consideration	820,888	-
	820,888	4,500,000

19. LOANS AND BORROWINGS - continued

	2024	2023
	£	£
Non-current loans and borrowings		
Long term bank loans	-	38,484,179
Long term bonds	-	-
Debt issue costs	-	(843,225)
Loans owed to parent company	76,996,385	1,578,527
Loan notes - deferred acquisition consideration	1,641,775	-
Loan notes and accrued interest due to parent company	98,845,599	91,052,499
	177,483,759	130,271,980

The intercompany loan notes held as at 31 December 2024 are due for repayment in more than one year. Interest accrues at a fixed coupon of 8.0% per annum on these loan notes and is repayable on redemption of the loan notes. Accrued interest is included within the balances shown above

During the year a bank loan of £39,000,000 and a Revolving Credit Facility of £3,000,000, both with Investec Bank plc, were repaid on 22 May 2024 together with accrued interest.

Loan notes due in relation to the deferred consideration of 3t Training Services USA Inc are due in three equal instalments of $1.0m, payable in June 2025, June 2026 and June 2027.

20. OBLIGATIONS UNDER LEASING AGREEMENTS

Minimum lease payments fall due as follows:

Group

	Hire purchase contracts	
	2024	2023
	£	£
Net obligations repayable:		
Within one year	1,133	1,772

Group

	Non-cancellable operating leases	
	2024	2023
	£	£
Within one year	2,859,217	2,475,114
Between one and five years	10,844,285	9,201,406
In more than five years	25,657,572	26,459,616
	39,361,074	38,136,136

21. PROVISIONS FOR LIABILITIES

	Deferred tax £	Warranty provision £	Staff termination benefits £
At 1 January 2024	2,382,336	51,000	-
Acquired as part of business combinations	-		1,468,539
Recognised in the Income Statement	(745,142)	-	73,767
At 31 December 2024	1,637,194	51,000	1,542,306

	Dilapidations £	Onerous lease provision £	Total £
At 1 January 2024	505,384	1,725,436	4,664,156
Acquired as part of business combinations	-	-	1,468,539
Recognised in the Income Statement	-	(66,947)	(738,322)
At 31 December 2024	505,384	1,658,489	5,394,373

The warranty provision relates to product warranties provided by the group to its customers as part of the sales contracts.

Staff termination benefits provision relates to the end of service benefits due to employees within the Groups Middle East businesses.

The dilapidation provision relates to estimated contractual obligations of restoring operating leases back to the original state of the asset.

The onerous lease provision relates to rental and rates costs for two separate leased properties within the group.

Deferred tax assets and liabilities
Deferred tax assets and liabilities are attributable to the following:

	Liabilities/(Assets) 2024 £	Liabilities/(Assets) 2023 £
Accelerated capital allowances	1,043,912	1,860,939
Tax losses carried forward	(241,250)	(823,338)
Arising on business combinations	834,532	1,344,735
	1,637,194	2,382,336

Staff termination benefits
The movement in the provision for staff terminal benefits is as follow:

	2024 £	2023 £
At 1 January	-	-
Acquired as part of business combinations	1,468,539	-
Recognised in the income statement	73,767	-
	1,542,306	-

22. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2024 £	2023 £
525,000	Ordinary	£1	525,000	525,061

23. PARENT AND ULTIMATE PARENT UNDERTAKING

The company's controlling shareholder is Drilling Systems Guernsey Limited, incorporated in Guernsey, Channel Islands. The registered address for Drilling Systems Guernsey Limited is PO Box 656, East Wing, Trafalgar Court, Les Banques, St Peter Port, Guernsey.

Drilling Systems Guernsey Limited is owned by Blue Water Energy Fund I L.P. and Blue Water Energy Fund I-A L.P. These funds are ultimately controlled by BWE General Partner Limited, incorporated in Guernsey, Channel Islands. The registered address for BWE General Partner Limited is PO Box 656, East Wing, Trafalgar Court, Les Banques, St Peter Port, Guernsey.

The most senior parent entity producing publicly available financial statements is 3T Global Holdco Limited. The registered address for 3T Global Holdco Limited is Hurn View House, 5 Aviation Park West, Bournemouth International Airport, Christchurch, Dorset, BH23 6EW.

24. CONTINGENT LIABILITIES

The following companies were guarantors in relation to the Nordic Bond of $100,000,000 where the issuer is 3t Global Bidco Plc:

• 3t Training Services Limited
• Drilling Systems (UK) Limited
• Transforming Training with Technology Limited
• 3t Global Bidco Plc

25. RELATED PARTY TRANSACTIONS

Group

Summary of transactions with group
The company and group have taken advantage of the exemptions in section 33.1A of FRS 102 from disclosing transactions with other members of the group whose financial statements have been included in the consolidated financial statements of the ultimate parent company, 3T Global Holdco Limited.

Key management personnel
Key management personnel include all directors of the group, who together have authority and responsibility for planning, directing and controlling the activities of the group. The total compensation paid to key management personnel for services provided to the group was £1,021,675 (year ended 31 December 2023: £895,400). There were £Nil amounts outstanding as at the year end (year ended 31 December 2023: £Nil). Pension contributions to money purchase pension schemes due at the year were nil. (year ended 31 December 2023: £Nil).

26. SUBSEQUENT EVENTS

In March 2025 3t Global Bidco Plc completed a £10m Revolving Credit Facility with Barclays Bank Plc. This multi-currency facility runs through to November 2027 and will be used to support working capital requirements.

On 1 May 2024, the Group exchanged on the purchase of five properties in Newcastle used to provide training services. Under the terms of agreement, title to these properties will pass at completion, being the earlier of full settlement of the purchase consideration or 1 November 2026 (being 18 months from the date of exchange). The total purchase consideration is £2.1m plus VAT, comprising payments on account £1.0m and a net payment of £1.1m plus VAT to be made on completion. Separately, the Group has exchanged on a sale-and-leaseback of the same properties under a ten-year lease for a disposal consideration of £2.0m plus VAT, less costs. Management expects that completion of the acquisition and disposal will occur simultaneously in April 2025 and that thereafter the properties will continue to be used for the provision of training services.

27. DEFINED CONTRIBUTION PENSION SCHEME

The group operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the group to the scheme and amounted to £649,609 (year ended 31 December 2023: £630,756).

Contributions totalling £17,790 (year ended 31 December 2023: £85,951) were payable to the scheme at the end of the year and are included in creditors.

28. BUSINESS COMBINATIONS

Acquisition of 3t Training Services USA (previously AllStop! Inc) and its subsidiaries

On 7 June 2024, 3t Bidco USA LLC, an indirect subsidiary of Transforming Training and Technology Limited acquired the entire issued share capital of 3t Training Services USA and its subsidiaries.

In calculating the goodwill arising on acquisition, the fair value of net assets have been assessed and adjustments from book value have been made where necessary. Management have estimated the useful life of the goodwill to be 10 years and it will be amortised over this period.

The following table summarises the consideration paid by the group, the fair value of assets acquired and the liabilities assumed:

	Book value £	Fair value adjustments £	Fair value £
Fixed assets	105,134	-	105,134
	105,134	**-**	**105,134**
Current assets			
Debtors	164,329	-	164,329
Cash and bank balances	240,712	-	240,712
	405,041	**-**	**405,041**
Total assets	**510,175**	**-**	**510,175**
Creditors			
Due within one year	(81,727)	-	(81,727)
Due in more than one year	(9,939)	-	(9,939)
Total identifiable net assets	**418,509**	**-**	**418,509**
Goodwill			**4,984,757**
Total purchase consideration			**5,403,266**
Consideration			
Cash			2,334,387
Deferred consideration - loan notes			2,468,879
Acquisition costs			600,000
Total purchase consideration			5,403,266

The results of 3t Training Services USA and its subsidiaries since acquisition are included in the Consolidated Income Statement as follows:

	Current period since acquisition
Turnover	1,371,387
Result for the year	75,865

The directors do not consider there to be any intangible assets arising on the acquisition that are both contractual and separable. Therefore, no intangible asset has been recognised as part of the business combination.

28. **BUSINESS COMBINATIONS – continued**

Acquisition of Gulf Technical & Safety Training Centre LLC and certain of its subsidiaries

On 20 September 2024, 3t Bidco SPV Limited, an indirect subsidiary of Transforming Training and Technology Limited acquired the entire issued share capital of Gulf Technical & Safety Training Centre LLC & its subsidiaries.

In calculating the goodwill arising on acquisition, the fair value of net assets have been assessed and adjustments from book value have been made where necessary. Management have estimated the useful life of the goodwill to be 10 years and it will be amortised over this period

The following table summarises the consideration paid by the group, the fair value of assets acquired and the liabilities assumed:

	Book value £	Fair value adjustments £	Fair value £
Fixed assets	954,328	-	954,328
	954,328	**-**	**954,328**
Current assets			
Debtors	6,209,459	-	6,209,459
Cash and bank balances	1,302,433	-	1,302,433
	7,511,892	**-**	**7,511,892**
Total assets	**8,466,219**	**-**	**8,466,219**
Creditors			
Due within one year	(1,627,951)	-	(1,627,951)
Provision for liabilities	(1,468,539)	-	(1,468,539)
Total identifiable net assets	**5,369,729**	**-**	**5,369,729**
Goodwill			**20,771,315**
Total purchase consideration			**26,141,045**
Consideration			
Cash			24,495,424
Acquisition costs			1,645,621
Total purchase consideration			26,141,045

The results of Gulf Technical & Safety Training Centre LLC and its subsidiaries since acquisition are included in the Consolidated Income Statement as follows:

	Current period since acquisition
Turnover	3,598,000
Result for the year	1,182,037

The directors do not consider there to be any intangible assets arising on the acquisition that are both contractual and separable. Therefore, no intangible asset has been recognised as part of the business combination.