Registered number: 02666738

OXFORD INTERNATIONAL EDUCATION & TRAVEL LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 AUGUST 2024

OXFORD INTERNATIONAL EDUCATION & TRAVEL LIMITED

COMPANY INFORMATION

Directors	D Brown L Bremermann-Richard T De Clerck C Skidmore J Smith A Palmer (resigned 3 May 2024) L Guga-Voyce (appointed 3 May 2024)
Registered number	02666738
Registered office	New Kings Court Tollgate Chandler's Ford Eastleigh Hampshire SO53 3LG
Independent auditors	BDO LLP 55 Baker Street London United Kingdom W1U 7EU

OXFORD INTERNATIONAL EDUCATION & TRAVEL LIMITED

CONTENTS

	Page
Group strategic report	1 - 6
Directors' report	7 - 9
Directors' responsibilities statement	10
Independent auditors' report	11 - 15
Consolidated statement of comprehensive income	16
Consolidated statement of financial position	17
Company statement of financial position	18 - 19
Consolidated statement of changes in equity	20
Company statement of changes in equity	21
Consolidated statement of cash flows	22
Notes to the financial statements	23 - 44

Introduction

The Directors present their Strategic Report for Oxford International Education & Travel Limited ("the Company") and its subsidiary undertakings (together "the Group") for the year ended 31 August 2024.

Principal activity

The Company is part of the Oxford International Education Group ("OIEG") which provides a range of international education services to domestic and international students. The Group comprises two principal divisions, listed below:

- Higher Education, consisting of:
  - Partnerships with UK universities to provide on-campus embedded colleges which allow international students to study academic foundation, undergraduate and postgraduate courses;
  - Independent pathways college ("OIPC"), providing remote pathways courses which allow international students to study academic foundation, undergraduate and postgraduate courses;
  - Digital services including providing potential higher education students with high quality online English Language testing and other pre-sessional courses; and year round academic language courses for adults.

- English Language:
  - Academic and vocational based English courses to juniors principally during Easter and Summer holidays across numerous centres in the UK, as well as year round English language programmes based in the UK.

Business review

During the year, the Group has executed its strategic plan to grow its capability across its range of academic activities particularly in its Higher Education division. The Group continues to invest in its global student recruitment capability which has helped significantly grow its academic student numbers.

The Group's embedded University Partnership colleges at De Montfort University, Bangor University, University of Dundee, University of Greenwich and University of Bradford, continued to provide excellent academic support to international students helping in the context of changing political circumstances, which restricted the UK international education market. This resulted in a 26.2% drop in overall revenues. Edinburgh Napier University and University of Kent are now fully launched and generating significant revenues during FY24, which has mitigated the impact of a smaller market. The Group also continued its investment in businesses providing enrolment services for universities and other educational establishments during the year. During the year significant political changes to student visas meant that most international students could no longer bring family members into the UK, which had a negative impact on the whole industry, reducing student numbers. Although this reduced student numbers and associated revenues, the Group managed to mitigate the impact on margins by flexing variable costs in order to ensure that it was still able to remain profitable and therefore sustain its provision. Applications and deposits for September 2025, however, increased 15% and 21% respectively, which compared very favourably to the wider market, where paid deposits are 54% lower.

Our independent pathways college, OIPC, saw a small reduction during the year, also due to the impact of changes to student visas. The 8.4% drop in revenue compares favourably to the wider UP performance, and therefore much more favourably compared to the wider market.

Digital services continued to grow, with revenue increasing by 9.2% in the year, due to continued investment in business development combined with increased recognition of our online English Language testing. New products have also contributed towards continued growth of the digital business. FY25 sees this trend continue, as we continue diversification of our product offerings and also branch out into overseas franchising.

English language courses saw a drop in revenues of 13.0%, due to consolidation of the business and concentration on profitable centres in order to deliver better results for our students.

There were a number of dividends paid and received during the year, including a £16m receipt, as the result of a refinance that took place in the bigger, Sparrowhawk 2 Limited Group.

Review of finanical performance

	Year ended 31 August 2024 £	Year ended 31 August 2023 £
Turnover	66,080	83,159
Gross Profit	28,156	37,185
Gross Profit %	42.6%	44.7%
Administrative expenses	(29,014)	(28,610)
Operating (loss)/profit	(857)	8,575

KPIs

	Year ended 31 August 2024 £'000	Year ended 31 August 2023 £'000
Revenue – University Partnerships	41,692	56,504
Revenue - OIPC	3,411	3,726
Revenue – Digital Services	5,077	4,648
Revenue – English Language Courses	15,900	18,281

FY24 saw an overall drop in revenue of 20.5%, predominantly driven by the impact of changes in UK student visas, which had the effect of reducing University Partnership revenue by £14.8m (26.2%). This was somewhat offset by a £0.4m increase in digital services revenue, as our product range diversified and more establishments began to recognise the ELLT qualification. Gross margin was resilient, dropping from 44.7% to 43.0% demonstrating the Group's agility and ability to adapt and react in challenging market conditions, despite the loss of certain economies of scale. Administrative expenses increased marginally, from £28.6m to £29.0m as they are not directly related to revenue.

Despite significant drops in revenue from our University Partnerships division, gross margins managed to remain fairly resilient, dropping by only 5.4% from 54.6% to only 49.2%, due to good cost management within the division and good reaction to market conditions. Despite the 26.2% drop in revenue, this compares favourably to a general market drop of 34% (source: Enroly). Whilst this has had an obvious impact on EBITDA, the market shows signs of recovery, with September 2025 applications and deposits up 15% and 21% respectively compared to FY24.

Our independent pathways college, OIPC was also impacted by changing market conditions, however saw a smaller drop in revenue of only 8.4%.Despite the drop in revenues, OIPC managed to increase EBITDA by £0.3m, reflecting it's resilience.

Digital services saw a 9.2% increase in revenue as it finished its second full year of trading. This translated into a £0.7m (61.1%) increase in EBITDA as recognition of our offerings grew, along with the success of a diversified product range. New products have been developed for launch in FY25 and beyond, which are expected to not only grow our revenue, but also our profitability.

Our English Language business saw a drop in revenues of 13.0%, due to consolidation of the business and concentration on profitable centres in order to deliver better results for our students.

The UK was at capacity during Summer 2024, across a more restricted number of centres, generating £15.9m of revenue. As a result, EBITDA saw significant improvements compared to FY24.

Despite challenging market conditions, the Group managed to maintain a stable level of overhead cost. This reflects the relatively fixed cost base on which the Group operates, and also reflects the retention of certain costs in order to deal with increased levels of trading as the market recovers, which it is already starting to do.

Principal risks and uncertainties

The principal risk facing the business is around the continued recruitment of new students, which is influenced by certain external factors such as visa regulations and macro-economic conditions. Whilst the UK education market has been growing and remains strong, the Group does monitor and react to any weakness in the market to minimise its exposure. Following recent economic events which have triggered significant inflation, a recession and a fall in value of GBP, the Group's management have been closely evaluating the impact on trade. Although the cost of overseas suppliers has risen as a result of this, demand from overseas students has increased, in part due to exchange rates being favourable to them.

Given the volume of overseas trading, the Group considers foreign exchange risk to be a principal risk, however, the Group continues to monitor foreign exchange movements and has not experienced any significant impacts during the period as the result of changes in exchange rate.

Management pro-actively manages the risks associated with liquidity. These are managed by implementing effective financial policies and procedures and working capital management. In addition, and including post the balance sheet date, management continues to rigorously monitor the performance of the Group, controlling and minimising costs and preserving cashflow where possible. Were a pandemic such as, or similar to Covid-19 to arise again, this would have an impact on the Easter, Summer and Winter English Language programmes due to students being unable to travel. Management considers this not only to be remote, but also considered the Group to have sufficiently diversified its trade to minimise the impact at Group level.

Going concern

The Directors have reviewed the balance sheet for the year ended 31 August 2024 noting that, while the net current assets shown on the balance sheet total £6,159k, adjusting this to take account of £2,008k deferred income and £19,666k payments on account, which are non-cash current liabilities, leaves adjusted net current assets of £27,833k. Payments on account comprise non-refundable payments for language courses, while deferred income is reflecting the prepaid tuition and accommodation fees. The Group made a loss of £479k. Adjusting this for non-cash items such as £664k of amortisation and £303k of depreciation, means that the Group made an underlying profit of £488k. This is forecast to improve going forwards as market conditions improve.

Trading post period end is forecast to generate positive EBITDA during the year to 31 August 2025 and, with that, significant cash. Forecasting has taken place for the subsequent 2 years, continuing to forecast high levels of growth, EBITDA and cash generation. The directors have considered detailed cash flow projections, including scenario and sensitivity analysis and even when considering worst case scenarios, including a scenario whereby travel restrictions such as those experienced under Covid return, this further supports the net current assets position of the business going forward, as well as the cash and liquidity needed to support the business for at least 12 months from the date of signing. On this basis the Directors consider the Group to be a going concern.

SECTION 172 STATEMENT

Section 172(1) of the Companies Act 2006 requires the Directors to act in a way that they consider, in good faith, would be most likely to promote the success of the Group for the benefit of its shareholders, having regard to (amongst other things) the following:

- The likely long term consequences of decisions;
- The interests of employees;
- The need to foster relationships with suppliers, customers and others;
- The impact of the Group's operations on the community and the environment; and
- The desirability to maintain a reputation for high standards of business conduct.

Identity of shareholders

The Group is jointly owned by its founders, members of the senior leadership team and THI Holdings GmbH.

Aims and values

The Group is a unique accredited education provider dedicated to creating life-enhancing experiences for students worldwide. The Group's extensive portfolio covers academic short courses, university partnership programmes, English language courses for adult and junior students in the UK, Canada and USA and a comprehensive range of online academic courses through the Group's OI Digital Institute.

The Group is focussed on quality and academic outcomes, with a strong desire to lead in its chosen market sectors. The Group's workforce is dedicated, enthusiastic and like-minded, with a genuine interest in what it does.

Other key stakeholders

These include the following:

- Pupils, students and their respective fee payers;
- Employees of the Group; and
- Certain suppliers.

Key decisions during the year

The Board regularly discusses proposals for new business opportunities, capital expenditure investment and various efficiency initiatives. Whilst financial benefit and shareholder return is one of the key decision criteria, the long-term effect on the Group's going concern, the quality of the learning environment, job security and staff satisfaction, the quality of student academic outcomes, value and service for key stakeholders and fair trading terms for suppliers are also key considerations.

Maintaining a reputation for high standards of business conduct and monitoring of risk

The Group has its own internal governance processes and is also regulated by a number of external bodies including The Office for Students, Independent Schools Inspectorate and the British Council. External regulatory bodies regularly inspect the Group's activities/sites to ensure regulatory standards are, as a minimum, being met.

The Group maintains its own internal Code of Ethical and Professional Conduct with which all employees are required to affirm compliance annually.

The Board of Directors maintains a Risk Register to:

- Identify the nature and extent of significant risks facing the Group's business;
- Advise the Board on the Group's appetite and tolerance of the risks it is willing to take in achieving its strategic objectives; and
- To consider mitigation plans to address key risks and to present solutions for managing those which cannot be eliminated.

Future developments

Subsequent to the year end, the Group obtained Office For Students registration. This demonstrates our commitment to providing quality outcomes to our students and our compliance with regulatory standards.

The Group continues to invest in its infrastructure, innovate its programme content and streamline operations to ensure it provides both a comprehensive as well as a quality driven educational experience to its students.

Equality and diversity policy

The Group is firmly committed to equality and diversity in all areas of its activities. As part of its responsibilities under the Equality Act 2010, the Company has a duty to promote equality of opportunity as well as tackling unlawful discrimination (whether direct and/or indirect and this also incorporates victimisation).

Under the Equality Act 2010, the Company ensures that characteristics such as age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex and sexual orientation are protected. Recruitment is carried out on the sole basis of the applicant's abilities and suitability for the job not taking into account any of the above mentioned characteristics. The Company recognises that all employees have equal rights to training, promotion, and other aspects of career development based purely on their abilities. Promotion and training will be made accessible to disabled employees by such adjustments as are reasonable. The Group seeks to involve all employees through regular internal communication.

This report was approved by the board and signed on its behalf:

L Bremermann-Richard
Director

Date: 16/12/2024

DIRECTORS' REPORT
FOR THE YEAR ENDED 31 AUGUST 2024

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

Results and dividends

The loss for the year, after taxation, amounted to £478,594 *(2023 - profit £7,602,545)*.

The Directors do not recommend the payment of a dividend (2023: nil).

Directors

The directors who served during the year were:

D Brown
L Bremermann-Richard
T De Clerck
C Skidmore
J Smith
A Palmer (resigned 3 May 2024)
L Guga-Voyce (appointed 3 May 2024)

Political contributions

The Company made no political donations or incurred any political expenditure during the current year (2023: £nil).

Financial risk management

Price risk
Future turnover remains sensitive to changes in overall market dynamics within the education sector. The group performs periodic market reviews to ensure that all rates remain competitive.

Credit risk
The Group ensures that appropriate credit checks are made on potential customers before sales are made. Management regularly reviews outstanding receivables and debtor recovery plans, together with credit limits across most of our largest customers. The Group’s policy is to deposit surplus cash with internally approved banks. These banks are reviewed at least annually to ensure that appropriate credit ratings are maintained.

Cash flow/liquidity risk
The Group has sufficient funds to service the annual cost of its financing. The Group has access to a £5m revolving credit facility. As at 31 August 2024, the facility was undrawn.

SECR reporting

Quantification and reporting methodology

We have followed the 2019 HM Government Environmental Reporting Guidelines. We have also used the GHG Reporting Protocol – Corporate Standard and have used the 2022 UK Government's Conversion Factors for Company Reporting.

Intensity measurement

The chosen intensity measurement ratio is total gross emissions in metric tonnes CO_2e per student, the recommended ratio for the sector

UK Greenhouse gas emissions and energy use data

	Current reporting year 2023/24	Previous reporting year 2022/23
Energy consumption used to calculate emissions (kWh)	245,878	285,899
Energy consumption breakdown (kWh) (optional):		
- Gas	113,948	114,565
- Electricity	131,930	171,334
- Transport fuel	n/a	n/a
Scope 1 emissions in metric tonnes CO2e Gas consumption	20.8	20.91
Scope 2 emissions in metric tonnes CO2e Purchased electricity	25.51	33.13
Scope 3 emissions in metrictonnes CO2e Business travel in employee owned vehicles	n/a	n/a
Total gross emissions in metric tonnes CO2e	46.31	54.05
Intensity ratio (metric tonnes CO2e per student)	0.04	0.04

Measures taken to improve energy efficiency

We are continuing to encourage staff behaviour to increase awareness of turning off air-conditioning units when leaving the office. Most meetings are conducted by video-conferencing thus reducing the need to travel and, since the Covid pandemic, most staff are permitted to work flexibly only having to travel into the office two days a week, thus, reducing commuting into the office.

The Grosvenor Street office has bike racks and showers available for employees and we offer the Cycle to Work scheme to encourage reduced reliance on driving. Additionally, there is no parking and our Grosvenor Street office is within the congestion charge zone so all staff use public transport, walking/running or cycling to reach this office.

We run a largely digital office: our Admissions team do not use paper files and our finance team do not use paper invoices. Same for our HR teams. We encourage tutors to use online only materials and avoid printing handouts unless absolutely essential. Our digital division is providing the majority of the teaching materials for face-to-face teaching as well as online in a digital format.

Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company and the Group's auditors are unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company and the Group's auditors are aware of that information.

Auditors

The auditors, BDO LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 AUGUST 2024

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

L Bremermann-Richard
Director

Date: 16/12/2024

DIRECTORS' RESPONSIBILITIES STATEMENT
FOR THE YEAR ENDED 31 AUGUST 2024

The directors are responsible for preparing the Group strategic report, the Directors' report and the consolidated financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and 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 for the Group's financial statements and then apply them consistently;
- make judgments 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group will continue in business.

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

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF OXFORD INTERNATIONAL EDUCATION & TRAVEL LIMITED

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 August 2024 and of the Group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Oxford International Education & Travel Limited (the 'parent Company') and its subsidiaries (the 'Group') for the year ended 31 August 2024, which comprise the Consolidated statement of comprehensive income, the Consolidated Statement of Financial Position, the Company Statement of Financial Position, the Consolidated Statement of Cash Flows, the Consolidated Statement of Changes in Equity, the Company Statement of Changes in Equity and the related notes, 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 Auditors' 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's or the Parent Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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

Other information

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

The other information comprises the information included in the Annual Report other than the financial statements and our Auditors' report thereon. The Directors are responsible for the other information contained within the Annual Report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Other Companies Act 2006 reporting

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

- the information given in the Group 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 Group 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 Group 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 Group and Parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Group and 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 set out on page 10, 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.

Auditors' 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 Auditors' 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 Group 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: and
- Obtaining and understanding of the Group’s policies and procedures regarding compliance with laws and regulations;

We considered the significant laws and regulations to be the compliance with Companies Act 2006, UK Accounting standards and UK tax legislation.

The Company 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 health, safety and environmental laws as well as the UK Bribery Act.

Our procedures in repect of the above included:

- Review of minutes of meeting of those charged with governance for any instances of non-compliance with laws and regulations;
- Review of correspondence with tax authorities for any instances of non-compliance with laws and regulations;
- Review of financial statement disclosures and agreeing to supporting documentation;
- Involvement of tax specialists in the audit; and
- Review of legal expenditure accounts to understand the nature of expenditure incurred.

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;
- 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; and
- Considering remuneration incentive schemes and performance targets and the related financial statement areas impacted by these.

Based on our risk assessment, we considered the areas most susceptible to fraud to be the existence of revenue and completeness of deferred income and management override of controls.

Our procedures in respect of the existence of revenue and completeness of deferred income included:

- We performed a review of the Group's revenue recognition policy to confirm that it was in line with applicable standards.
- Where applicable, we recalculated expected recognisable and deferred tuition fee income based on published fee rates and student number data extracted from the internal systems. A sample of students were traced to registration and attendance supporting records to confirm existence. We compared our expectation of revenue to revenue recognised and deferred at year end in the financial statements.
- We substantively tested a sample of tuition fees and other income to registration and attendance to confirm existence and examined supporting evidence of revenue value and point of recognition.
- To address the risk of fraud relating to revenue recognition, through our journal testing we obtained a list of journal entries to revenue and reviewed postings which we considered to be unusual or outside of normal course of business.

Our procedures in respect of management override of controls:

- We tested a sample of journal entries throughout the year, which met a defined risk criterion to supporting documentation;
- We performed analytical procedures to identify any unusual or unexpected relationships that may indicate a risk of material misstatements due to fraud; and
- Testing a sample of journal entries throughout the year that do not meet a defined risk criteria (i.e. non risky journals);

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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF OXFORD INTERNATIONAL EDUCATION & TRAVEL LIMITED (CONTINUED)

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 Auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Parent Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

DocuSigned by:

David Wildey

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David Wildey (Senior Statutory Auditor)
for and on behalf of
BDO LLP
Statutory Auditors
London, UK
Date: 16 December 2024

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

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 AUGUST 2024

	Note	2024 £	*2023 £*
Turnover	4	66,079,680	*83,158,529*
Cost of sales		(37,923,579)	*(45,973,720)*
Gross profit		28,156,101	*37,184,809*
Administrative expenses		(29,013,551)	*(28,610,263)*
Operating (loss)/profit	5	(857,450)	*8,574,546*
Loss on sale of tangible assets		-	*(15,302)*
(Loss)/profit on ordinary activities before interest		(857,450)	*8,559,244*
Interest receivable and similar income	9	165,909	*418,292*
(Loss)/profit before taxation		(691,541)	*8,977,536*
Tax on (loss)/profit	10	212,947	*(1,374,991)*
(Loss)/profit for the financial year		(478,594)	*7,602,545*
(Loss)/profit for the year attributable to:			
Owners of the parent Company		(478,594)	*7,602,545*

There were no recognised gains and losses for 2024 or 2023 other than those included in the consolidated statement of comprehensive income.

The notes on pages 23 to 44 form part of these financial statements.

OXFORD INTERNATIONAL EDUCATION & TRAVEL LIMITED
REGISTERED NUMBER: 02666738

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 AUGUST 2024

	Note		2024 £		2023 £
Fixed assets					
Intangible assets	11		3,790,707		*2,983,852*
Tangible assets	12		767,077		*646,387*
Investments	13		1,876		*1,876*
			4,559,660		*3,632,115*
Current assets					
Stocks	15	346,931		*231,216*	
Debtors: amounts falling due within one year	16	37,726,629		*17,749,551*	
Cash at bank and in hand	17	4,628,472		*27,644,881*	
		42,702,032		*45,625,648*	
Creditors: amounts falling due within one year	18	(36,542,702)		*(38,353,044)*	
Net current assets			6,159,330		*7,272,604*
Total assets less current liabilities			10,718,990		*10,904,719*
Provisions for liabilities					
Deferred taxation	20	(229,959)		*(432,227)*	
Other provisions	21	(720,275)		*(220,275)*	
			(950,234)		*(652,502)*
Net assets			9,768,756		*10,252,217*
Capital and reserves					
Called up share capital	22		100		*100*
Foreign exchange reserve			1,961		*6,828*
Profit and loss account			9,766,695		*10,245,289*
Equity attributable to owners of the parent Company			9,768,756		*10,252,217*

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

T De Clerck

Director

Date: 16/12/2024

The notes on pages 23 to 44 form part of these financial statements.

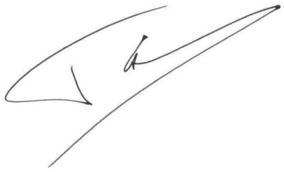
COMPANY STATEMENT OF FINANCIAL POSITION
AS AT 31 AUGUST 2024

	Note		2024 £		2023 £
Fixed assets					
Intangible assets	11		752,476		403,508
Tangible assets	12		744,914		626,750
Investments	13		2,777		2,777
			1,500,167		1,033,035
Current assets					
Stocks	15	346,931		231,216	
Debtors: amounts falling due within one year	16	28,070,932		18,315,124	
Cash at bank and in hand	17	1,093,991		1,376,447	
		29,511,854		19,922,787	
Creditors: amounts falling due within one year	18	(34,073,989)		(34,596,960)	
Net current liabilities			(4,562,135)		(14,674,173)
Total assets less current liabilities			(3,061,968)		(13,641,138)
Provisions for liabilities					
Deferred taxation	20	-		(68,006)	
Other provisions	21	(220,275)		(220,275)	
			(220,275)		(288,281)
Net liabilities			(3,282,243)		(13,929,419)
Capital and reserves					
Called up share capital	22		100		100
Foreign exchange reserve			(6,012)		-
Profit and loss account			(3,276,331)		(13,929,519)
			(3,282,243)		(13,929,419)

COMPANY STATEMENT OF FINANCIAL POSITION (CONTINUED)
AS AT 31 AUGUST 2024

As permitted by Section 408 of the Companies Act 2006, the income statement of the parent company is not presented as part of these financial statements. The loss in the financial statements of the parent company for the year ended 31 August 2024 was £6,318,509 (2023: £7,885,705 loss).

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



T De Clerck

Director

Date: 16/12/2024

The notes on pages 23 to 44 form part of these financial statements.

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

	Called up share capital	Foreign exchange reserve	Profit and loss account	Total equity
	£	£	£	£
At 1 September 2022	100	(673)	2,642,744	2,642,171
Profit for the year	-	-	7,602,545	7,602,545
Foreign exchange	-	7,501	-	7,501
Total comprehensive income for the year	-	7,501	7,602,545	7,610,046
At 1 September 2023	100	6,828	10,245,289	10,252,217
Loss for the year	-	-	(478,594)	(478,594)
Foreign exchange	-	(4,867)	-	(4,867)
At 31 August 2024	100	1,961	9,766,695	9,768,756

The notes on pages 23 to 44 form part of these financial statements.

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

	Called up share capital	Foreign exchange reserve	Profit and loss account	Total equity
	£	£	£	£
At 1 September 2022	100	-	(6,043,814)	(6,043,714)
Comprehensive income for the year				
Loss for the year	-	-	(7,885,705)	(7,885,705)
At 1 September 2023	100	-	(13,929,519)	(13,929,419)
Comprehensive income for the year				
Loss for the year	-	-	(6,318,509)	(6,318,509)
Foreign Exchange	-	(6,012)	-	(6,012)
Contributions by and distributions to owners				
Dividends: Equity capital	-	-	16,971,697	16,971,697
At 31 August 2024	100	(6,012)	(3,276,331)	(3,282,243)

The notes on pages 23 to 44 form part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 AUGUST 2024

	2024 £	2023 £
Cash flows from operating activities		
Profit for the financial year	(478,594)	7,602,545
Adjustments for:		
Amortisation of intangible assets	664,086	198,865
Depreciation of tangible assets	302,798	275,450
Interest received	(165,909)	(418,292)
Taxation charge	(212,953)	1,374,991
(Increase) in stocks	(115,715)	(88,434)
(Increase) in debtors	(18,272,084)	(2,326,643)
Increase/(decrease) in creditors and provisions	(1,996,242)	(5,362,865)
Corporation tax (paid)	(1,014,338)	(952,753)
Loss on disposal of intangible assets	-	15,303
Net cash generated from operating activities	(21,288,951)	318,167
Cash flows from investing activities		
Purchase of intangible fixed assets	(1,470,941)	(2,312,422)
Purchase of tangible fixed assets	(423,591)	(215,080)
Interest received	165,909	418,292
Net cash from investing activities	(1,728,623)	(2,109,210)
Dividends received	16,971,697	-
Dividends paid	(16,970,000)	-
Net cash used in financing activities	1,697	-
Net (decrease) in cash and cash equivalents	(23,015,877)	(1,791,043)
Cash and cash equivalents at beginning of year	27,644,881	29,442,784
Foreign exchange gains and losses	(532)	(6,860)
Cash and cash equivalents at the end of year	4,628,472	27,644,881
Cash at bank and in hand	4,628,472	27,644,881

The notes on pages 23 to 44 form part of these financial statements.

1. General information

Oxford International Education & Travel Limited ("the Company") is a private company limited by shares, incorporated, domiciled and registered in England and Wales in the United Kingdom. The registered number is 02666738 and the registered address is New Kings Court Tollgate, Chandler's Ford, Eastleigh, Hampshire, SO53 3LG.

2. Statement of compliance

The financial statements of the Company have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, 'The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland' ('FRS 102') and the Companies Act 2006.

3. Accounting policies

3.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires Group management to exercise judgment in applying the Group's accounting policies.

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 following principal accounting policies have been applied:

3.2 Judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported. These estimates and judgements are continually reviewed and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Key sources of estimation uncertainty

Accounting estimates and assumptions are made concerning the future and, by their nature, will rarely equal the related actual outcome. The key assumptions and other sources of estimation uncertainty that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are as follows:

Debtor recoverability

Debtors are reviewed regularly by management based on value, age and other qualitative metrics in order to ascertain the risk of bad debt and therefore the level of provision required. As a result, this is considered to be an area of significant judgement.

3. Accounting policies (continued)

3.3 Basis of consolidation

The consolidated financial statements present the results of the Company and its own subsidiaries ("the Group") as if they form a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the Statement of financial position, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the Consolidated statement of comprehensive income from the date on which control is obtained. They are deconsolidated from the date control ceases.

3.4 Going concern

The Directors have reviewed the balance sheet for the year ended 31 August 2024 noting that, while the net current assets shown on the balance sheet total £6,159k, adjusting this to take account of £2,008k deferred income and £19,666k payments on account, which are non-cash current liabilities, leaves adjusted net current assets of £27,833k. Payments on account comprise non-refundable payments for language courses, while deferred income is reflecting the prepaid tuition and accommodation fees. The Group made a loss of £479k. Adjusting this for non-cash items such as £664k of amortisation and £303k of depreciation, means that the Group made an underlying profit of £488k. This is forecast to continue going forwards.

Trading post period end is forecast to generate positive EBITDA during the year to 31 August 2025 and, with that, significant cash. Forecasting has taken place for the subsequent 2 years, continuing to forecast high levels of growth, EBITDA and cash generation. The directors have considered detailed cash flow projections, including scenario and sensitivity analysis and even when considering worst case scenarios, including a scenario whereby travel restrictions such as those experienced under Covid return, this further supports the net current assets position of the business going forward, as well as the cash and liquidity needed to support the business for at least 12 months from the date of signing. On this basis the Directors consider the Group to be a going concern.

3.5 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP, rounded to the nearest pound.

Transactions and balances

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

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

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

3. Accounting policies (continued)

3.5 Foreign currency translation (continued)

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

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

3.6 Revenue

Revenue represents the invoiced value of services supplied net of discounts and is recognised in the profit and loss when these services are delivered as follows:

- University Partnerships and Independent Pathways - revenue recognised over the period these courses are provided to the students

- Digital Services - revenue recognised over the period these courses are provided to the students.

- Other English Language Courses - revenue recognised over the period these courses are provided to the students.

3.7 Operating leases: the Group as lessee

Rentals paid under operating leases are charged to profit or loss on a straight-line basis over the lease term.

3.8 Pensions

Defined contribution pension plan

The Group operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Once the contributions have been paid the Group has no further payment obligations.

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of financial position. The assets of the plan are held separately from the Group in independently administered funds.

3. Accounting policies (continued)

3.9 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income 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 Company and the Group operate and generate income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the reporting date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met; and
- Where they relate to timing differences in respect of interests in subsidiaries, associates, branches and joint ventures and the Group can control the reversal of the timing differences and such reversal is not considered probable in the foreseeable future.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

3.10 Intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed ten years.

The estimated useful lives range as follows:

Capitalised software	-	4 years

Internally generated software costs are capitalised if it can be determined that:

- It is technically feasible to develop the software;
- The software will generate future economic benefits;
- Expenditure on the software can be measured reliably.

3. Accounting policies (continued)

3.11 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Long-term leasehold property	- 4-15 years
Fixtures and fittings	- 25% straight line
Office equipment	- 25% straight line
Teaching equipment	- 25% straight line

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

3.12 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

Unlisted investments which are equity investments in another group entity are also measured at cost less impairment.

3.13 Impairment of fixed assets

The Group and Company considers annually whether fixed assets have suffered any impairment, in accordance with the Group and Company’s accounting policy. Management uses judgment to assess whether any indicators of impairment exist as at year and whether an impairment review is required. Management reviews both internal and external impairment triggers as per the requirements of FRS 102.

3.14 Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a first in, first out basis.

At each reporting date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in profit or loss.

3. Accounting policies (continued)

3.15 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

In the Consolidated statement of cash flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the Group's cash management.

3.16 Provisions for liabilities

Provisions are recognised when an event has taken place that gives rise to a legal or constructive obligation, a transfer of economic benefits is probable and a reliable estimate can be made.

Provisions are measured as the best estimate of the amount required to settle the obligation, taking into account the related risks and uncertainties.

Increases in provisions are generally charged as an expense to profit or loss.

3.17 Financial instruments

The Group has elected to apply the provisions of Section 11 “Basic Financial Instruments” of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the Group's Statement of financial position when the Group becomes party to the contractual provisions of the instrument.

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

Basic financial assets

Basic financial assets, which include trade and other receivables, cash and bank balances, are initially measured at their transaction price including transaction costs and are subsequently carried at their amortised cost using the effective interest method, less any provision for impairment, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Discounting is omitted where the effect of discounting is immaterial. The Group's cash and cash equivalents, trade and most other receivables due within the operating cycle fall into this category of financial instruments.

Other financial assets

Other financial assets, which includes investments in equity instruments which are not classified as subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the recognised transaction price. Such assets are subsequently measured at fair value with the changes in fair value being recognised in the profit or loss. Where other financial assets are not publicly traded, hence their fair value cannot be measured reliably, they are measured at cost less impairment.

3. Accounting policies (continued)

3.17 Financial instruments (continued)

Impairment of financial assets

Financial assets are assessed for indicators of impairment at each reporting date.

Financial assets are impaired when events, subsequent to their initial recognition, indicate the estimated future cash flows derived from the financial asset(s) have been adversely impacted. The impairment loss will be the difference between the current carrying amount and the present value of the future cash flows at the asset(s) original effective interest rate.

If there is a favourable change in relation to the events surrounding the impairment loss then the impairment can be reviewed for possible reversal. The reversal will not cause the current carrying amount to exceed the original carrying amount had the impairment not been recognised. The impairment reversal is recognised in the profit or loss.

Financial liabilities

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

Basic financial liabilities, which include trade and other payables, bank loans, other loans and loans due to fellow group companies are initially measured at their transaction price after transaction costs. When this constitutes a financing transaction, whereby the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Discounting is omitted where the effect of discounting is immaterial.

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

Trade payables are obligations to pay for goods and services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if the payment is due within one year. If not, they represent non-current liabilities. Trade payables are initially recognised at their transaction price and subsequently are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial.

Derecognition of financial instruments

Derecognition of financial assets

Financial assets are derecognised when their contractual right to future cash flow expire, or are settled, or when the Group transfers the asset and substantially all the risks and rewards of ownership to another party. If significant risks and rewards of ownership are retained after the transfer to another party, then the Group will continue to recognise the value of the portion of the risks and rewards retained.

Derecognition of financial liabilities

Financial liabilities are derecognised when the Group's contractual obligations expire or are discharged or cancelled.

4. Turnover

An analysis of turnover by class of business is as follows:

	2024 £	2023 £
University Partnerships and Independent Pathways	45,103,209	*60,229,704*
Digital Services	5,077,246	*4,647,673*
Other English Language Courses	15,899,225	*18,281,152*
	66,079,680	*83,158,529*

All turnover arose within the United Kingdom.

5. Operating (loss)/profit

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

	2024 £	2023 £
Amortisation of intangible assets	664,086	*198,865*
Depreciation of tangible assets	302,798	*275,450*
Foreign exchange gain/(loss)	51,572	*158,892*
Operating lease expenditure	496,495	*346,267*

6. Auditors' remuneration

During the year, the Group obtained the following services from the Company's auditors:

	2024 £	2023 £
Fees payable to the Company's auditors for the audit of the consolidated and parent Company's financial statements	100,000	*86,688*
Fees payable to the Group's auditors in respect of other advisory services	5,040	*8,560*

7. Employees

Staff costs, including directors' remuneration, were as follows:

	Group 2024 £	*Group 2023 £*	**Company 2024 £**	*Company 2023 £*
Wages and salaries	26,530,406	*24,535,681*	7,706,103	*8,166,311*
Social security costs	1,432,218	*1,176,104*	648,225	*551,218*
Cost of defined contribution scheme	247,818	*212,585*	117,198	*107,433*
	28,210,442	*25,924,370*	8,471,526	*8,824,962*

The average monthly number of employees, including the directors, during the year was as follows:

	2024 No.	*2023 No.*
Directors	6	*6*
Human Resources and Finance	34	*30*
Marketing	20	*22*
Sales	23	*26*
Operations staff	232	*161*
Teaching staff	406	*403*
	721	*648*

8. Directors' remuneration

	2024 £	*2023 £*
Directors' emoluments	782,515	*929,880*
Group contributions to defined contribution pension schemes	18,573	*3,239*
	801,088	*933,119*

The highest paid director received remuneration of £261,131 (2023: £351,022).

9. Interest receivable and similar income

	2024 £	*2023* *£*
Bank interest receivable	165,909	*418,292*

10. Taxation

	2024 £	*2023* *£*
Corporation tax		
Current tax on (losses)/profits for the year	(10,678)	*765,434*
Deferred tax		
Origination and reversal of timing differences	(202,269)	*609,557*
Total deferred tax	(202,269)	*609,557*
Tax on (loss)/profit	(212,947)	*1,374,991*

Factors affecting tax charge for the year

The tax assessed for the year is lower than *(2023 - lower than)* the standard rate of corporation tax in the UK of 25% *(2023 - 21.4%)*. The differences are explained below:

	2024 £	*2023* *£*
(Loss)/profit on ordinary activities before tax	(691,541)	*8,977,536*
(Loss)/profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 25% (2023 - 21.4%)	(172,885)	*1,924,145*
Effects of:		
Expenses not deductible for tax purposes	534,383	*(395,736)*
DTA not provided due to uncertainty of reversal	(10,824)	*-*
Change in tax rate	-	*229,763*
Group relief	(294,890)	*(464,440)*
(Over)/under provision in prior year	(271,976)	*79,498*
Higher rate taxes on overseas earnings	3,245	*1,761*
Total tax charge for the year	(212,947)	*1,374,991*

10. Taxation (continued)

Factors that may affect future tax charges

The Group operates in a number of jurisdictions and its future tax charge is subject to various factors outside of the Group's control as outlined above with changes in statutory tax rates and legislative alterations.

11. Intangible assets

Group

	Capitalised software £
Cost	
At 1 September 2023	3,636,936
Additions	1,470,941
At 31 August 2024	5,107,877
Amortisation	
At 1 September 2023	653,084
Charge for the year	664,086
At 31 August 2024	1,317,170
Net book value	
At 31 August 2024	3,790,707
At 31 August 2023	*2,983,852*

Included in Capitalised software and website costs are £815,971 (2023: £2,159,889) of assets under construction, which have not been amortised.

11. Intangible assets (continued)

Company

	Computer software £
Cost	
At 1 September 2023	867,880
Additions	492,224
At 31 August 2024	1,360,104
Amortisation	
At 1 September 2023	464,374
Charge for the year	143,254
At 31 August 2024	607,628
Net book value	
At 31 August 2024	752,476
At 31 August 2023	*403,506*

12. Tangible fixed assets

Group

	Long-term leasehold property £	Fixtures and fittings £	Office equipment £	Teaching equipment £	Total £
Cost or valuation					
At 1 September 2023	1,786,309	300,539	823,935	91,797	3,002,580
Additions	300,096	14,018	109,477	-	423,591
Exchange adjustments	-	-	(196)	-	(196)
At 31 August 2024	2,086,405	314,557	933,216	91,797	3,425,975
Depreciation					
At 1 September 2023	1,516,075	260,874	497,024	82,220	2,356,193
Charge for the year	137,460	14,680	146,422	4,236	302,798
Exchange adjustments	-	-	(93)	-	(93)
At 31 August 2024	1,653,535	275,554	643,353	86,456	2,658,898
Net book value					
At 31 August 2024	432,870	39,003	289,863	5,341	767,077
At 31 August 2023	*270,234*	*39,665*	*326,911*	*9,577*	*646,387*

12. Tangible fixed assets (continued)

Company

	Long-term leasehold property £	Fixtures and fittings £	Office equipment £	Teaching equipment £	Total £
Cost or valuation					
At 1 September 2023	1,786,309	298,943	769,652	91,797	2,946,701
Additions	300,094	14,018	97,475	-	411,587
At 31 August 2024	2,086,403	312,961	867,127	91,797	3,358,288
Depreciation					
At 1 September 2023	1,516,075	259,279	462,377	82,220	2,319,951
Charge for the year	137,460	14,680	137,047	4,236	293,423
At 31 August 2024	1,653,535	273,959	599,424	86,456	2,613,374
Net book value					
At 31 August 2024	432,868	39,002	267,703	5,341	744,914
At 31 August 2023	*270,234*	*39,664*	*307,275*	*9,577*	*626,750*

13. Fixed asset investments

Group

	Unlisted investments £
Cost	
At 1 September 2023	1,876
At 31 August 2024	1,876

Company

	Investments in subsidiary companies £	Unlisted investments £	Total £
Cost			
At 1 September 2023	901	1,876	2,777
At 31 August 2024	901	1,876	2,777

13. Fixed asset investments (continued)

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Registered office	Class of shares	Holding
LIPC Partnership Limited	New Kings Court Tollgate, Chandler's Ford, Eastleigh, Hampshire, SO53 3LG	Ordinary	100%
OIDI Limited	New Kings Court Tollgate, Chandler's Ford, Eastleigh, Hampshire, SO53 3LG	Ordinary	100%
BIC Partnership Limited	New Kings Court Tollgate, Chandler's Ford, Eastleigh, Hampshire, SO53 3LG	Ordinary	100%
JIC Partnership Limited	New Kings Court Tollgate, Chandler's Ford, Eastleigh, Hampshire, SO53 3LG	Ordinary	100%
ICD Partnership Limited	New Kings Court Tollgate, Chandler's Ford, Eastleigh, Hampshire, SO53 3LG	Ordinary	100%
Greenwich International College Limited	New Kings Court Tollgate, Chandler's Ford, Eastleigh, Hampshire, SO53 3LG	Ordinary	100%
Bradford International College Limited	New Kings Court Tollgate, Chandler's Ford, Eastleigh, Hampshire, SO53 3LG	Ordinary	100%
Oxford International Education Group Services Limited	New Kings Court Tollgate, Chandler's Ford, Eastleigh, Hampshire, SO53 3LG	Ordinary	100%
Edinburgh Napier International College Limited	New Kings Court Tollgate, Chandler's Ford, Eastleigh, Hampshire, SO53 3LG	Ordinary	100%
Kent International College Limited	New Kings Court Tollgate, Chandler's Ford, Eastleigh, Hampshire, SO53 3LG	Ordinary	100%
Bejing Pathways Education Consulting Company Limited	7f-126, 101, floor 7, No. 219, Wangfujing Street, Dongcheng District, Beijing	Ordinary	100%

13. Fixed asset investments (continued)

Subsidiary undertakings (continued)

The aggregate of the share capital and reserves as at 31 August 2024 and the profit or loss for the year ended on that date for the subsidiary undertakings were as follows:

Name	Aggregate of share capital and reserves £	Profit/(Loss) £
LIPC Partnership Limited	5,822,549	5,080,441
OIDI Limited	(66,273)	(1,508,070)
BIC Partnership Limited	3,071,368	974,012
JIC Partnership Limited	(356,490)	(1,919)
ICD Partnership Limited	(334,474)	(583,894)
Greenwich International College Limited	2,759,738	1,137,766
Bradford International College Limited	2,601,195	965,292
Oxford International Education Group Services Limited	(87,510)	(38,827)
Edinburgh Napier International College Limited	119,223	154,454
Kent International College Limited	(387,755)	(382,750)
Bejing Pathways Education Consulting Company Limited	(89,570)	45,177

14. Unlisted Investments

The company has the following investments in group undertakings:

	Country of incorporation £	*Class of shares £*	*Holding £*
Mohit Gambir Education Pvt Ltd	India	*Ordinary*	*1%*
EXIMMG Educational Consultants Private	India	*Ordinary*	*1%*
OIEG Education Services LLP	India	*Ordinary*	*1%*

The registered offices of these associated companies is A-1103/04, Lake Lucerne, Adi Shankaracha, Rya Marg, Gopal Sharma School, Powai, Mumbai., except for OIEG Education Services LLP, whose registered address is A-004A Boomerang, Chandivali Farm Road, Powai, Mumbai - 400 072.

The fair value of investment in associated companies is considered to approximate cost of £1,876 (2023: £1,876).

15. Stocks

	Group 2024 £	*Group 2023 £*	Company 2024 £	*Company 2023 £*
Travel cards, bus tickets and luncheon vouchers	346,931	*231,216*	346,931	*231,216*

The difference between purchase price or production cost of stocks and their replacement cost is not material.

The amount included in cost of sales in the period amounted to £151,596 (2023: £399,978).

16. Debtors

	Group 2024 £	*Group 2023 £*	Company 2024 £	*Company 2023 £*
Trade debtors	2,541,243	*5,201,645*	1,359,613	*3,421,348*
Amounts owed by group undertakings	30,731,446	*9,535,582*	25,709,631	*14,189,108*
Other debtors	225,302	*155,825*	72,650	*70,001*
Prepayments and accrued income	3,016,333	*2,669,194*	738,131	*634,667*
Corporation tax	1,212,305	*187,305*	-	-
Deferred taxation	-	-	190,907	-
	37,726,629	*17,749,551*	28,070,932	*18,315,124*

17. Cash and cash equivalents

	Group 2024 £	*Group 2023 £*	Company 2024 £	*Company 2023 £*
Cash at bank and in hand	4,628,472	*27,644,881*	1,093,991	*1,376,447*

Some bank accounts are subject to an intercompany guarantee secured on the assets of UK based Group companies.

18. Creditors: Amounts falling due within one year

	Group 2024 £	*Group 2023 £*	**Company 2024 £**	*Company 2023 £*
Payments received on account	19,667,363	*18,582,582*	1,463,898	*1,257,029*
Trade creditors	3,768,727	*4,930,140*	1,376,748	*2,265,925*
Amounts owed to group undertakings	1,750,000	-	28,417,833	*26,541,636*
Other taxation and social security	770,809	*898,450*	664,314	*743,839*
Other creditors	19,282	*70,392*	2,490	-
Accruals and deferred income	10,566,521	*13,871,480*	2,148,706	*3,788,531*
	36,542,702	*38,353,044*	34,073,989	*34,596,960*

Payments on account relates to cash received for future courses not invoiced yet and deferred income reflects invoiced tuition and accommodation fees relating to future courses.

Amounts owed to related parties are non-interest bearing and repayable on demand.

19. Financial instruments

	Group 2024 £	*Group 2023 £*	**Company 2024 £**	*Company 2023 £*
Financial assets				
Trade debtors	2,541,243	*5,201,646*	1,359,614	*3,421,348*
Amounts owed by related parties	30,731,446	*9,535,582*	25,709,631	*14,189,108*
Other debtors	225,302	*155,821*	72,650	*70,001*
Cash at bank and in hand	4,628,472	*27,644,881*	1,093,990	*1,376,447*
	38,126,463	*42,537,930*	28,235,885	*19,056,904*
Financial liabilities				
Trade creditors	(3,768,727)	*(4,930,140)*	(1,376,748)	*(2,265,925)*
Amounts owed to related parties	(1,750,000)	-	(28,417,833)	*(26,541,636)*
Other creditors	(19,285)	*(70,393)*	(2,490)	*776*
	(5,538,012)	*(5,000,533)*	(29,797,071)	*(28,806,785)*

Fair value of financial instruments approximates to carrying value.

20. Deferred taxation

Group

	2024 £	*2023 £*
At beginning of year	(432,227)	*177,502*
Credited/(charged) to profit or loss	280,802	*(609,729)*
Utilised in year	(78,530)	*-*
At end of year	(229,955)	*(432,227)*

Company

	2024 £	*2023 £*
At beginning of year	(68,006)	*361,418*
Credited/(charged) to profit or loss	258,912	*(429,424)*
At end of year	190,906	*(68,006)*

	Group 2024 £	*Group 2023 £*	Company 2024 £	*Company 2023 £*
Accelerated capital allowances	(757,739)	*(432,227)*	(258,350)	*(68,006)*
Tax losses carried forward	527,784	*-*	449,256	*-*
	(229,955)	*(432,227)*	190,906	*(68,006)*
Comprising:				
Asset - due within one year	-	*-*	190,906	*-*
Liability	(229,955)	*(432,227)*	-	*(68,006)*
	(229,955)	*(432,227)*	190,906	*(68,006)*

Deferred tax is measured at 25%, being the rate substantively enacted on 22 July 2020, taking effect from 1 April 2023, and being the rate at which deferred tax is expected to crystallise.

21. Provisions

Group

	Other provisions £
At 1 September 2023	220,275
Charged to profit or loss	500,000
At 31 August 2024	720,275

Provision for dilapidations

At 31 August 2024 the Group and Company held current provisions of £220K in respect of dilapidations. These reflect the economic outflow expected as a result of restoring leased properties to their original condition on termination of the relevant lease agreements. A further provision of £500K was made during the year in respect of certain tax liabilities.

Company

	Other provisions £	Total £
At 1 September 2023	220,275	220,275
At 31 August 2024	220,275	220,275

22. Share capital

	2024 £	*2023* £
Allotted, called up and fully paid		
100 *(2023 - 100)* Ordinary shares shares of £1.00 each	100	*100*

23. Pension commitments

The Group operates a defined contribution pension scheme for the benefit of all employees. The assets of the scheme are administered by the trustees in a fund independent from those of the Group.

The total contributions payable in the year amounted to £236,763 (2023: £212,585). The amount unpaid at 31 August 2024 was £Nil (2023: £Nil).

24. Commitments under operating leases

At 31 August 2024 the Group had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	Group 2024 £	*Group 2023 £*
Not later than 1 year	892,238	*1,130,124*
Later than 1 year and not later than 5 years	1,316,143	*1,517,440*
Later than 5 years	1,239,798	*1,475,488*
	3,448,179	*4,123,052*

During the year, £496,495 was recognised as an expense in the profit and loss account in respect of operating leases (2023: £346,267).

Where a lease agreement includes a rent-free period or other lease incentives, these are accounted for by spreading the total cost of the lease payments over the term of the lease. The rent-free period benefit is therefore allocated over the term of the lease.

25. Related party transactions

The company has taken advantage of the exemption permitted by Section 33 'Related party disclosures' not to provide disclosures of transactions entered into with other wholly owned members of the Group.

The land and buildings at Brighton are leased, at arm's length, from a director on a 15 year period starting 25 March 2011. During the year the company paid rent amounting to £48,000 (2023: £48,000) to D Brown, a director of the company with no amount owing as at the balance sheet date.

26. Controlling party

The Directors consider THI Holdings GmbH to be the ultimate controlling party by virtue of the fact they are the majority shareholder of the Company's ultimate parent company, Sparrowhawk 1 Limited.

The largest group in which the results of the Company are consolidated is THI Holdings GmbH. Copies of financial statements are available on request from THI Investments, Eberhardstraße 65, 70173 Stuttgart Germany.