

OXFORD INTERNATIONAL EDUCATION & TRAVEL LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 AUGUST 2025

OXFORD INTERNATIONAL EDUCATION & TRAVEL LIMITED

COMPANY INFORMATION

Directors

D Brown
L Bremermann-Richard
T De Clerck (resigned 4 November 2025)
C Skidmore (resigned 6 January 2025)
J Smith (resigned 26 December 2024)
L Guga-Voyce
G Moran (appointed 20 December 2024, resigned 16 October 2025)
N Malcomson (appointed 6 November 2025)
G Stanfield (appointed 6 November 2025)

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
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**GROUP STRATEGIC REPORT
FOR THE YEAR ENDED 31 AUGUST 2025**

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 2025.

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.

During the year, the decision has been taken to present the Group as 2 pillars, in order to make performance clearer to both internal and external stakeholders. As a result, the Group now comprises of the following:

- Academic Partnerships:
 - o These are partnerships with UK universities to provide on-campus embedded colleges which allow international students to study academic foundation, undergraduate and postgraduate courses.
- Owned Establishments:
 - o Independent pathways college ("OIPC"), providing remote pathways courses which allow international students to study academic foundation, undergraduate and postgraduate courses;
 - o 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;
 - o 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. The Group continues to invest in its global student recruitment capability which has helped significantly grow its academic student numbers.

The Group's embedded Academic Partnership colleges at De Montfort University, Bangor University,

University of Dundee, University of Greenwich, University of Bradford, Edinburgh Napier University and University of Kent continued to provide excellent academic support to international students helping in the context of changing political circumstances, which restricted the UK international education market, resulting in a small decline in year-on-year revenues (£39.0m vs £41.7m in FY24) and delivering a consistent gross margin of 47.4%. The International College at Edinburgh Napier University has been particularly successful, generating almost 3 times the prior year levels of revenue.

Our independent pathways college, OIPC, saw significant growth of 33.9%, as student numbers increased, with a slight margin decrease from 34.4% to 29.8%. Our Juniors business also continued to grow by 5% with a stable margin of 20.9% (2024: 21.9%), demonstrating the efficiencies that the Group has managed to deliver.

Digital services revenue grew significantly during the year from £5.1m to £9.6m. Major contributors to this growth included the success of our English Language Level Test ("ELLT") product, significant revenue from Online Pre-Sessional English ("OPSE") and the launch of our digital International Year 1 ("IY1") university pathway programme, which was well received.

GROUP STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 AUGUST 2025

Review of financial performance

	Year ended 31 August 2025	Year ended 31 August 2024 (*Restated)
	£'000	£'000
Turnover	69,824	66,080
Gross Profit	29,350	27,586
Gross Profit %	42.0%	41.7%
Administrative expenses	(28,527)	(29,014)
Operating profit/(loss)	823	(1,427)

*See note 22 for further details on prior year restatement.

KPIs

	Year ended 31 August 2025	Year ended 31 August 2024
	£'000	£'000
Revenue – Academic Partnerships	39,010	41,692
Revenue - Owned Establishments: Foundation Colleges and Adults	4,567	3,411
Revenue - Owned Establishments: Juniors and Year-Round Groups	16,682	15,899
Revenue - Owned Establishments: Digital	9,565	5,078

**GROUP STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 AUGUST 2025**

FY25 saw an increase in revenue of 5.7%. This was driven by the significant growth in our Digital division (88.4% increase in revenue) and the steady growth of our Foundation Colleges (OIPC), Juniors and Year-Round Groups. This was all supported by a reliable performance from Academic Partnerships.

Academic Partnerships saw a small decrease in revenue of 6.4%, which is caused by a number of factors but still means the division is a significant contributor to the overall Group result. Gross margin for this divisions maintained itself at 47.4%, with EBITDA maintained at 16.3%, reflecting the stability of this division. This continues to be an area of focus for the Group as it aims to grow this business unit.

Our independent pathways college, OIPC recovered from last years small reduction in revenue, showing an increase of 33.9%.

Our Juniors and Year-Round Groups division saw steady growth of 4.9% (£15,899k to £16,682k), with relatively stable gross margins and remains a core part of our Group's offerings.

The Digital business unit showed significant growth in the year, representing a diverse range of products. Within our testing products, our English Language Level Test offering ("ELLT") saw significant growth of £1,699k, representing the recognition of the product by an increasing number of universities, which reflects the quality of this product. Our online pre-sessional English ("OPSE") product also delivered significant growth of £1,694k of revenue. Overall, this business unit delivered a consistent gross margin of 62.9% and is a significant area of focus for the Group.

The Group has experienced increased payroll costs of £1.4m year on year, mainly due to inflationary increases and continued investment in our support services in order to ensure we have future scalability. Recharges outside of the OIET Group increased, as the Global Recruitment Team continues to support the wider Group internationally, and contributed to a lower overall operating expense.

During FY25 the Group invested £1.4m in website and software as part of the ongoing strategy to support this growth, much of it within the Digital division, whose growth clearly supports the success of this.

It is also noted that the Group has made an operating profit for the year. This is mainly driven by increased revenue combined with improved gross margins, achieved through improved cost control.

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.

**GROUP STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 AUGUST 2025**

Going concern

The Directors have considered the going concern status of the Group for a period to 31 August 2027.

Trading post period end is forecast to be strong and demonstrate considerable growth. With this, significant cash conversion is projected. This has been tested with reference to the required covenants of Sparrowhawk 2 Limited, a parent company of this group, and significant headroom is generated. The directors have considered scenario and sensitivity analysis on these projections and when considering worst case scenarios, including a scenario whereby travel restrictions such as those experienced under Covid return. This continues to support the cash, net current assets and covenant compliance of the wider group going forward for the period under consideration.

The Directors have reviewed the balance sheet for the year ended 31 August 2025 noting that, while the net current liabilities shown on the balance sheet total £2,425k, adjusting this to take account of £3,243k deferred income and £18,008k payments on account, which are non-cash current liabilities, leaves adjusted net current assets of £18,826k. 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 profit of £681k. Adjusting this for non-cash items such as £1,292k of amortisation and £290k of depreciation, means that the Group made an underlying profit of £2,263k. This is forecast to improve going forwards as market conditions improve.

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 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.

**GROUP STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 AUGUST 2025**

Other key stakeholders

These include the following:

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

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

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.

Employee initiatives

Through the financial year Directors engage with employees through various means. There is formal engagement via quarterly all employee Town Halls, Senior Leadership Team meetings, in person visits to offices and campuses, as well as continuous feedback and action through our employee survey that is conducted twice a year.

Directors give regard to employee interests when making business decisions with investment in the learning and development for people at all levels, wellbeing initiatives, and an increased focus on Equity, Diversity, and Inclusion practices. These decisions strengthen the organisation culture and improve the overall employee experience. This year external validation of our people practices has taken place through the Great Place to Work certification.

**GROUP STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 AUGUST 2025**

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 Breermann-Richard
Director

Date: 27 January 2026

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 AUGUST 2025**

The directors present their report and the financial statements for the year ended 31 August 2025.

Results and dividends

The profit for the year, after taxation, amounted to £680,584 (2024: restated loss £1,048,414).

The Directors have paid a dividend of £8,200,000 during the year (2024: £nil).

Directors

The directors who served during the year or up to the point of signing were:

D Brown
L Bremermann-Richard
T De Clerck (resigned 4 November 2025)
C Skidmore (resigned 6 January 2025)
J Smith (resigned 26 December 2024)
L Guga-Voyce
G Moran (appointed 20 December 2024, resigned 16 October 2025)
N Malcomson (appointed 6 November 2025)
G Stanfield (appointed 6 November 2025)

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 CO₂e per student, the recommended ratio for the sector.

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 AUGUST 2025**

UK Greenhouse gas emissions and energy use data for the year 1 September 2024 to 31 August 2025

	Current reporting year 2024/25	Previous reporting year 2023/24
Energy consumption used to calculate emissions (kWh)	348,773	245,878
Energy consumption breakdown (kWh) (optional):		
- Gas	108,708	113,948
- Electricity	240,065	131,930
- Transport fuel	n/a	n/a
Scope 1 emissions in metric tonnes CO ₂ e		
Gas consumption	19.84	20.8
Scope 2 emissions in metric tonnes CO ₂ e		
Purchased electricity	46.42	25.51
Scope 3 emissions in metric tonnes CO ₂ e		
Business travel in employee owned vehicles	n/a	n/a
Total gross emissions in metric tonnes CO ₂ e	66.26	46.31
Intensity ratio (metric tonnes CO ₂ e per student)	0.07	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.

Political donations

The Company made no political donations or incurred any political expenditure during the current year (2024: £nil).

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 AUGUST 2025**

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 2025, the facility was undrawn.

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.

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

L Bremermann-Richard
Director

Date: 27 January 2026

**DIRECTORS' RESPONSIBILITIES STATEMENT
FOR THE YEAR ENDED 31 AUGUST 2025**

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 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 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 AUDITOR'S 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 2025 and of the Group's profit 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 Oxford International Education & Travel Limited (the 'Parent Company') and its subsidiaries (the 'Group') for the year ended 31 August 2025, which comprise the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Financial Position, the Company Statement of Financial Position, the Consolidated Statement of Changes in Equity, the Company Statement of Changes in Equity, 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'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.

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

Other information

The Directors are responsible for the other information. The other information comprises the information included in the Annual 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 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.

Matters on which we are required to report by exception

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

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

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.

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 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 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, UK Accounting standards, UK tax legislation, and Office for Students (OfS) 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 education, child protection, and data protection legislation.

Our procedures in respect of the above included:

- Review of minutes of meetings 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.

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

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 meetings 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 fraudulent journal postings to revenue and management override of controls.

Our procedures in respect of the above included:

- Obtaining a list of journal entries to revenue and testing postings considered to be unusual or outside of normal course of business;
- Performing analytical procedures to identify unusual or unexpected relationships in journals posted that may indicate a risk of material misstatements due to fraud; and
- Testing a sample of journal entries throughout the year, which met a defined risk criteria, by agreeing to supporting documentation. We have also selected a sample of journals on an unpredictability basis which are not meeting the defined risk criteria and agreed these back to supporting documentation.

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: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditor's report.

INDEPENDENT AUDITOR'S 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 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.

David Wildey (Senior Statutory Auditor)

for and on behalf of

BDO LLP

Statutory Auditors

London, UK

28 January 2026

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 2025**

	Note	2025 £	*As restated 2024 £
Turnover	4	69,823,796	66,079,680
Cost of sales		(40,473,545)	(38,493,399)
Gross profit		<u>29,350,251</u>	<u>27,586,281</u>
Administrative expenses		(28,527,296)	(29,013,551)
Operating profit/(loss)	5	822,955	(1,427,270)
Interest receivable and similar income	9	184	165,909
Profit/(loss) before taxation		<u>823,139</u>	<u>(1,261,361)</u>
Tax on (profit)/loss	10	(142,555)	212,947
Profit/(loss) for the financial year		<u>680,584</u>	<u>(1,048,414)</u>
Profit/(loss) for the year attributable to:			
Owners of the parent		<u>680,584</u>	<u>(1,048,414)</u>

There were no recognised gains and losses from 2025 or 2024 other than those included in the consolidated statement of comprehensive income.

The notes on pages 24 to 48 form part of these financial statements.

*See note 22 for further details on prior year restatement.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 AUGUST 2025

	Note	2025 £	*As restated 2024 £
Fixed assets			
Intangible assets	11	3,990,459	3,790,707
Tangible assets	12	820,106	767,077
Investments	13	1,876	1,876
		4,812,441	4,559,660
Current assets			
Stocks	15	354,921	346,931
Debtors: amounts falling due within one year	16	28,514,064	37,726,629
Cash at bank and in hand	17	7,200,558	4,628,472
		36,069,543	42,702,032
Creditors: amounts falling due within one year	18	(38,494,536)	(37,112,522)
Net current (liabilities)/assets		(2,424,993)	5,589,510
Total assets less current liabilities		2,387,448	10,149,170
Provisions for liabilities			
Deferred taxation	19	(387,060)	(229,959)
Other provisions	20	(320,275)	(720,275)
		(707,335)	(950,234)
Net assets		1,680,113	9,198,936
Capital and reserves			
Called up share capital	21	100	100
Foreign exchange reserve		2,554	1,961
Profit and loss account		1,677,459	9,196,875
Equity attributable to owners of the parent Company		1,680,113	9,198,936

OXFORD INTERNATIONAL EDUCATION & TRAVEL LIMITED
REGISTERED NUMBER: 02666738

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)
AS AT 31 AUGUST 2025

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

N Malcomson
Director

Date: 27 January 2026

The notes on pages 24 to 48 form part of these financial statements.

*See note 22 for further details on prior year restatement.

COMPANY STATEMENT OF FINANCIAL POSITION
AS AT 31 AUGUST 2025

	Note	2025 £	*As restated 2024 £
Fixed assets			
Intangible assets	11	1,196,645	752,476
Tangible assets	12	781,057	744,914
Investments	13	2,877	2,777
		<u>1,980,579</u>	<u>1,500,167</u>
Current assets			
Stocks	15	354,921	346,931
Debtors: amounts falling due within one year	16	18,678,404	28,070,932
Cash at bank and in hand	17	1,647,712	1,093,991
		<u>20,681,037</u>	<u>29,511,854</u>
Creditors: amounts falling due within one year	18	(28,645,458)	(34,643,809)
Net current liabilities		<u>(7,964,421)</u>	<u>(5,131,955)</u>
Total assets less current liabilities		<u>(5,983,842)</u>	<u>(3,631,788)</u>
Provisions for liabilities			
Deferred taxation	19	(2,659)	-
Other provisions	20	(220,275)	(220,275)
		<u>(222,934)</u>	<u>(220,275)</u>
Net liabilities		<u><u>(6,206,776)</u></u>	<u><u>(3,852,063)</u></u>
Capital and reserves			
Called up share capital	21	100	100
Foreign exchange reserve		(6,012)	(6,012)
Profit and loss account		(6,200,864)	(3,846,151)
		<u>(6,206,776)</u>	<u>(3,852,063)</u>

OXFORD INTERNATIONAL EDUCATION & TRAVEL LIMITED
REGISTERED NUMBER: 02666738

COMPANY STATEMENT OF FINANCIAL POSITION (CONTINUED)
AS AT 31 AUGUST 2025

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 2025 was £10,406,900 (2024: £6,318,509 loss).

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

N Malcomson
Director

Date: 27 January 2026

The notes on pages 24 to 48 form part of these financial statements.

*See note 22 for further details on prior year restatement.

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 AUGUST 2025**

	Called up share capital £	Foreign exchange reserve £	Profit and loss account £	Total equity £
At 1 September 2023	100	6,828	10,245,289	10,252,217
Loss for the year (restated)*	-	-	(1,048,414)	(1,048,414)
Foreign exchange	-	(4,867)	-	(4,867)
Total comprehensive loss for the year	-	(4,867)	(1,048,414)	(1,053,281)
At 1 September 2024 (as restated)	100	1,961	9,196,875	9,198,936
Profit for the year	-	-	680,584	680,584
Foreign exchange	-	593	-	593
Dividends paid	-	-	(8,200,000)	(8,200,000)
At 31 August 2025	<u>100</u>	<u>2,554</u>	<u>1,677,459</u>	<u>1,680,113</u>

The notes on pages 24 to 48 form part of these financial statements.

*See note 22 for further details on prior year restatement.

COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 AUGUST 2025

	Called up share capital £	Foreign exchange reserve £	Profit and loss account £	Total equity £
At 1 September 2023	100	-	(13,929,519)	(13,929,419)
Comprehensive income for the year				
Loss for the year (restated)*	-	-	(6,888,329)	(6,888,329)
Foreign exchange	-	(6,012)	-	(6,012)
Contributions by and distributions to owners				
Dividends: Equity capital	-	-	16,971,697	16,971,697
At 1 September 2024 (as restated)	100	(6,012)	(3,846,151)	(3,852,063)
Comprehensive income for the year				
Loss for the year	-	-	(10,406,908)	(10,406,908)
Dividends paid	-	-	(8,200,000)	(8,200,000)
Contributions by and distributions to owners				
Dividends received	-	-	16,252,195	16,252,195
At 31 August 2025	100	(6,012)	(6,200,864)	(6,206,776)

The notes on pages 24 to 48 form part of these financial statements.

*See note 22 for further details on prior year restatement.

**CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 AUGUST 2025**

	2025	<i>*As restated</i>
	£	2024
		£
Cash flows from operating activities		
Profit/(loss) for the financial year	680,584	(1,048,414)
Adjustments for:		
Amortisation of intangible assets	1,291,834	664,086
Depreciation of tangible assets	290,026	302,798
Interest received	(184)	(165,909)
Taxation charge	142,555	(212,953)
(Increase) in stocks	(8,116)	(115,715)
(Increase) in debtors	(6,283,098)	(18,272,084)
Decrease in amounts owed by groups	12,172,856	-
Increase/(decrease) in creditors and provisions	3,337,343	(1,426,422)
Corporation tax received/(paid)	982,166	(1,014,338)
Net cash generated from operating activities	<u>12,605,966</u>	<u>(21,288,951)</u>
Cash flows from investing activities		
Purchase of intangible fixed assets	(1,434,583)	(1,470,941)
Purchase of tangible fixed assets	(399,150)	(423,591)
Interest received	184	165,909
Net cash from investing activities	<u>(1,833,549)</u>	<u>(1,728,623)</u>
Dividends received	-	16,971,697
Dividends paid	(8,200,000)	(16,970,000)
Net cash used in financing activities	<u>(8,200,000)</u>	<u>1,697</u>
Net increase/(decrease) in cash and cash equivalents	<u>2,572,417</u>	<u>(23,015,877)</u>
Cash and cash equivalents at beginning of year	4,628,472	27,644,881
Foreign exchange gains and losses	(331)	(532)
Cash and cash equivalents at the end of year	<u><u>7,200,558</u></u>	<u><u>4,628,472</u></u>
Cash at bank and in hand	<u><u>7,200,558</u></u>	<u><u>4,628,472</u></u>

The notes on pages 24 to 48 form part of these financial statements.

*See note 22 for further details on prior year restatement.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2025**

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 judgement 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 Profit and loss account in these financial statements.

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 Company has taken the exemption not to prepare and present a cash flow statement or net debt reconciliation for the parent company.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2025

3. Accounting policies (continued)

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.

3.3 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.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2025**

3. Accounting policies (continued)

3.4 Adoption of amendments to FRS 102

At the date of approval of these financial statements, there are a number of amendments to FRS 102 that have been published but which are not yet effective. These include:

- a new model for revenue recognition which is broadly aligned to IFRS 15: Revenue from contracts with customers
- on balance sheet accounting for leases which is broadly aligned to IFRS 16: Leases
- other amendments including to fair value measurement, business combinations and intangible assets

These amendments will become mandatory for the Group's accounting period beginning 1 September 2026 as the Group has not adopted any of these amendments early.

The Group has started an assessment of the impact on the Group of the revisions to the standard. With regards to revenue recognition, we expect that the standard may impact the timing of recognition of certain revenue streams, although this will not affect the Group's cash flows. With regard to leases, we expect that the majority of the Group's operating lease commitments which were £3,329,175 at 31 August 2025, (see note 24 to the accounts for further information) will be brought onto the balance sheet, with a lease liability based on the discounted value of future commitments and corresponding right of use assets. This will impact the profit and loss account by reducing operating lease expenses and adding depreciation charges in respect of the right of use assets and an interest charge on lease liabilities.

3.5 Going concern

The Directors have considered the going concern status of the Group for a period to 31 August 2027.

Trading post period end is forecast to be strong and demonstrate considerable growth. With this, significant cash conversion is projected. This has been tested with reference to the required covenants of Sparrowhawk 2 Limited, a parent company of this group, and significant headroom is generated. The directors have considered scenario and sensitivity analysis on these projections and when considering worst case scenarios, including a scenario whereby travel restrictions such as those experienced under Covid return. This continues to support the cash, net current assets and covenant compliance of the wider group going forward for the period under consideration.

The Directors have reviewed the balance sheet for the year ended 31 August 2025 noting that, while the net current liabilities shown on the balance sheet total £2,425k, adjusting this to take account of £3,243k deferred income and £18,008k payments on account, which are non-cash current liabilities, leaves adjusted net current assets of £18,826k. 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 profit of £681k. Adjusting this for non-cash items such as £1,292k of amortisation and £290k of depreciation, means that the Group made an underlying profit of £2,263k. This is forecast to improve going forwards as market conditions improve.

On this basis the Directors consider the Group to be a going concern.

3.6 Foreign currency translation

Functional and presentation currency

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

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2025

3. Accounting policies (continued)

3.6 Foreign currency translation (continued)

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.

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.

3.7 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:

- Academic Partnerships - revenue recognised over the period these courses are provided to the students

- Owned Establishments - revenue recognised over the period these courses are provided to the students.

3.8 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.

3.9 Interest income

Interest income is recognised in profit or loss using the effective interest method.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2025

3. Accounting policies (continued)

3.10 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.

3.11 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.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2025

3. Accounting policies (continued)

3.12 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:

Computer software	-	4 years
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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.

3.13 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.

3.14 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.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2025

3. Accounting policies (continued)

3.15 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 judgement to assess whether any indicators of impairment exist as at year end and whether an impairment review is required. Management reviews both internal and external impairment triggers as per the requirements of FRS 102.

3.16 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.

3.17 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.

3.18 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.

3.19 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.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2025

3. Accounting policies (continued)

3.19 Financial instruments (continued)

Basic financial assets

Basic financial assets, which include trade and other debtors, cash and bank balances, are initially measured at their transaction price (adjusted for transaction costs except in the initial measurement of financial assets that are subsequently measured at fair value through profit and loss) 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 debtors due with 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.

Impairment of financial assets

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in the statement of comprehensive income.

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.

Basic 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 creditors, bank loans, other loans and loans due to fellow group companies are initially measured at their transaction price (adjusting for transaction costs except in the initial measurement of financial liabilities that are subsequently measured at fair value through profit and loss). When this constitutes a financing transaction, whereby the debt instrument is measured at the present value of the future payments discounted at a

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2025

3. Accounting policies (continued)

3.19 Financial instruments (continued)

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 creditors are obligations to pay for goods and services that have been acquired in the ordinary course of business from suppliers. Trade creditors are classified as current liabilities if the payment is due within one year. If not, they represent non-current liabilities. Trade creditors 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.

3.20 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

4. Turnover

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

	2025	2024
	£	£
Academic Partnerships	39,010,385	41,691,815
Owned Establishments: Foundation Colleges and Adults	4,566,611	3,411,394
Owned Establishments: Juniors and Year-Round Groups	16,681,693	15,899,225
Owned Establishments: Digital	9,565,107	5,077,246
	<u>69,823,796</u>	<u>66,079,680</u>

All turnover arose within the United Kingdom.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2025

5. **Operating profit/(loss)**

The operating profit is stated after charging:

	2025	2024
	£	£
Amortisation of intangible assets	1,291,834	664,086
Depreciation of tangible assets	290,025	302,798
Exchange differences	160,439	51,572
Other operating lease rentals	<u>602,519</u>	<u>496,495</u>

6. **Auditors' remuneration**

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

	2025	2024
	£	£
Fees payable to the Group's auditors for the audit of the Group's annual financial statements	<u>98,499</u>	<u>94,645</u>

7. **Employees**

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

	Group	<i>Group</i>
	2025	2024
	£	£
Wages and salaries	26,580,146	26,530,406
Social security costs	2,586,775	1,432,218
Cost of defined contribution scheme	447,553	247,818
	<u>29,614,474</u>	<u>28,210,442</u>

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2025

7. Employees (continued)

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

	2025	2024
	No.	No.
Directors	5	6
Human Resources and Finance	34	34
Marketing	29	20
Sales	23	23
Operations staff	320	232
Teaching staff	371	406
	<u>782</u>	<u>721</u>

8. Directors' remuneration

	2025	2024
	£	£
Directors' emoluments	681,918	782,515
Group contributions to defined contribution pension schemes	26,303	18,573
	<u>708,221</u>	<u>801,088</u>

The highest paid director received remuneration of £269,960 (2024: £261,131).

9. Interest receivable and similar income

	2025	2024
	£	£
Bank interest receivable	<u>184</u>	<u>165,909</u>

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2025

10. Taxation

	2025 £	2024 £
Corporation tax		
Current tax on profits/(losses) for the year	<u>2,329</u>	<u>(10,678)</u>
Deferred tax		
Origination and reversal of timing differences	<u>140,226</u>	<u>(202,269)</u>
Total deferred tax	<u>140,226</u>	<u>(202,269)</u>
Tax on profit	<u>142,555</u>	<u>(212,947)</u>

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2024 : lower than) the standard rate of corporation tax in the UK of 25% (2024 : 25%). The differences are explained below:

	2025 £	*Restated 2024 £
Profit/(loss) on ordinary activities before tax	<u>823,139</u>	<u>(1,261,361)</u>
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 25% (2024 - 25%)	205,777	(315,340)
Effects of:		
Expenses not deductible for tax purposes	135,946	676,838
Capital allowances for year in excess of depreciation	-	(10,824)
Group relief	(48,578)	(294,890)
Over provision in prior year	(158,883)	(271,976)
Higher rate taxes on overseas earnings	8,293	3,245
Total tax charge/(credit) for the year	<u>142,555</u>	<u>(212,947)</u>

* See note 22 for further details on prior year restatement.

Factors that may affect future tax charges

There were no factors that may affect future tax charges.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2025

11. Intangible assets

Group

	Capitalised software £
Cost	
At 1 September 2024	5,107,877
Additions	1,435,569
Transfers between classes	57,009
Foreign exchange movement	(992)
At 31 August 2025	<u>6,599,463</u>
Amortisation	
At 1 September 2024	1,317,170
Charge for the year on owned assets	1,291,834
At 31 August 2025	<u>2,609,004</u>
Net book value	
At 31 August 2025	<u>3,990,459</u>
At 31 August 2024	<u>3,790,707</u>

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2025

11. Intangible assets (continued)

Company

	Computer software £
Cost	
At 1 September 2024	1,360,104
Additions	704,789
Transfers between classes	57,009
Foreign exchange movement	(992)
At 31 August 2025	<u>2,120,910</u>
Amortisation	
At 1 September 2024	607,628
Charge for the year	316,639
At 31 August 2025	<u>924,267</u>
Net book value	
At 31 August 2025	<u><u>1,196,643</u></u>
At 31 August 2024	<u><u>752,476</u></u>

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2025

12. Tangible fixed assets

Group

	Long-term leasehold property £	Fixtures and fittings £	Office equipment £	Teaching equipment £	Total £
Cost or valuation					
At 1 September 2024	2,086,405	314,557	933,216	91,797	3,425,975
Additions	105,419	6,875	136,431	150,426	399,151
Transfers between classes	-	-	(57,009)	-	(57,009)
Exchange adjustments	-	-	701	-	701
At 31 August 2025	2,191,824	321,432	1,013,339	242,223	3,768,818
Depreciation					
At 1 September 2024	1,653,535	275,554	643,353	86,456	2,658,898
Charge for the year on owned assets	108,056	21,650	133,608	26,711	290,025
Exchange adjustments	-	-	(211)	-	(211)
At 31 August 2025	1,761,591	297,204	776,750	113,167	2,948,712
Net book value					
At 31 August 2025	430,233	24,228	236,589	129,056	820,106
At 31 August 2024	432,870	39,003	289,863	5,341	767,077

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2025

12. Tangible fixed assets (continued)

Company

	Long-term leasehold property £	Fixtures and fittings £	Office equipment £	Teaching equipment £	Total £
Cost or valuation					
At 1 September 2024	2,086,403	312,961	867,127	91,797	3,358,288
Additions	105,419	6,875	105,077	150,426	367,797
Transfers between classes	-	-	(57,009)	-	(57,009)
Exchange adjustments	-	-	992	-	992
At 31 August 2025	2,191,822	319,836	916,187	242,223	3,670,068
Depreciation					
At 1 September 2024	1,653,535	273,959	599,424	86,456	2,613,374
Charge for the year on owned assets	108,056	21,650	119,218	26,711	275,635
At 31 August 2025	1,761,591	295,609	718,642	113,167	2,889,009
Net book value					
At 31 August 2025	430,231	24,227	197,545	129,056	781,059
At 31 August 2024	432,868	39,002	267,703	5,341	744,914

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2025

13. Fixed asset investments

Group

	Unlisted investments £
Cost	
At 1 September 2024	1,876
At 31 August 2025	<u>1,876</u>

Company

	Investments in subsidiary companies £	Unlisted investments £	Total £
Cost			
At 1 September 2024	901	1,876	2,777
Additions	100	-	100
At 31 August 2025	<u>1,001</u>	<u>1,876</u>	<u>2,877</u>

The addition in the year of £100 relates to share capital in Universal HE UK Limited.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2025

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%
Beijing Pathways Education Consulting Company Limited	7f-126, 101, floor 7, No. 219, Wangfujing Street, Dongcheng District, Beijing	Ordinary	100%
Universal HE UK Limited	New Kings Court Tollgate, Chandler's Ford, Eastleigh, Hampshire, SO53 3LG	Ordinary	100%

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2025

14. Unlisted Investments

The company has the following investments in group undertakings:

	Country of	Class of shares	Holding
	incorporation		
	£	£	%
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.

15. Stocks

	Group	Group	Company	Company
	2025	2024	2025	2024
	£	£	£	£
Travel cards, bus tickets and luncheon vouchers	<u>354,921</u>	<u>346,931</u>	<u>354,921</u>	<u>346,931</u>

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 £79,285 (2024: £151,596).

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2025

16. Debtors

	Group 2025	<i>Group 2024</i>	Company 2025	<i>Company 2024</i>
	£	£	£	£
Trade debtors	5,284,533	2,541,243	2,012,905	1,359,613
Amounts owed by group undertakings	18,708,782	30,731,446	14,681,481	25,709,631
Other debtors	772,004	225,302	638,452	72,650
Prepayments and accrued income	3,504,065	3,016,333	1,329,155	738,131
Corporation tax	227,799	1,212,305	-	-
Deferred taxation	16,881	-	16,411	190,907
	<u>28,514,064</u>	<u>37,726,629</u>	<u>18,678,404</u>	<u>28,070,932</u>

Amounts owed by group undertakings are non-interest bearing and repayable on demand.

17. Cash and cash equivalents

	Group 2025	<i>Group 2024</i>	Company 2025	<i>Company 2024</i>
	£	£	£	£
Cash at bank and in hand	<u>7,200,558</u>	<u>4,628,472</u>	<u>1,647,712</u>	<u>1,093,991</u>

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

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2025

18. Creditors: Amounts falling due within one year

	Group	<i>Group</i>	Company	<i>Company</i>
	2025	<i>As restated</i>	2025	<i>As restated</i>
	£	<i>2024</i>	£	<i>2024</i>
		£		£
Payments received on account	18,008,942	19,667,363	2,440,672	1,463,898
Trade creditors	5,685,031	3,768,727	2,531,796	1,376,748
Amounts owed to group undertakings	1,905,522	1,750,000	18,346,783	28,417,833
Other taxation and social security	636,682	770,809	814,752	664,314
Other creditors	282,303	19,282	128,568	2,490
Accruals and deferred income	11,976,056	11,136,341	4,382,887	2,718,526
	<u>38,494,536</u>	<u>37,112,522</u>	<u>28,645,458</u>	<u>34,643,809</u>

Payments on account comprise non refundable payments and deferred income reflects prepaid tuition and accomodation fees.

Amounts owed to group undertakings are non-interest bearing and repayable on demand.

In the prior year, the group and company underaccrued for £569,820 of costs. As a result accruals has been restated, reflecting an increase by that amount. See note 22 for further details on prior year restatement.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2025

19. Deferred taxation

Group

	2025 £	2024 £
At beginning of year	(229,955)	(432,227)
(Charged)/credited to profit or loss	(287,918)	280,802
Utilised in year	147,694	(78,530)
At end of year	<u><u>(370,179)</u></u>	<u><u>(229,955)</u></u>

Company

	2025 £	2024 £
At beginning of year	190,906	(68,006)
(Charged)/credited to profit or loss	(181,737)	258,912
Utilised in year	4,585	-
At end of year	<u><u>13,754</u></u>	<u><u>190,906</u></u>

	Group 2025 £	<i>Group</i> 2024 £	Company 2025 £	<i>Company</i> 2024 £
Accelerated capital allowances	(546,334)	(757,739)	(162,404)	(258,350)
Tax losses carried forward	176,155	527,784	176,158	449,256
	<u><u>(370,179)</u></u>	<u><u>(229,955)</u></u>	<u><u>13,754</u></u>	<u><u>190,906</u></u>
Comprising:				
Asset - due within one year	16,881	-	16,411	190,906
Liability	(387,060)	(229,955)	(2,657)	-
	<u><u>(370,179)</u></u>	<u><u>(229,955)</u></u>	<u><u>13,754</u></u>	<u><u>190,906</u></u>

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.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2025

20. Provisions

Group

	Other provisions £
At 1 September 2024	720,275
Credited to profit or loss	(400,000)
At 31 August 2025	<u><u>320,275</u></u>
Provision for dilapidations	

At 31 August 2025 the Group held current provisions of £220k in respect of dilapidations, reflecting the economic outflow expected as a result of restoring leased properties to their original condition on termination of the relevant lease agreements.

In 2024, a further provision of £500k was made in respect of certain tax liabilities, which now stands at £100k.

Company

	Other provisions £	Total £
At 1 September 2024	220,275	220,275
At 31 August 2025	<u><u>220,275</u></u>	<u><u>220,275</u></u>

21. Share capital

	2025 £	2024 £
Allotted, called up and fully paid		
100 (2024: 100) Ordinary shares of £1.00 each	<u><u>100</u></u>	<u><u>100</u></u>

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2025

22. Prior year adjustment

	Profit and loss reserves as at 1 September 2023 £	Profit and loss reserves as at 31 August 2024 £	Loss for year ended 31 August 2024 £	Accruals and deferred income as at 31 August 2024 £
Group				
As previously stated	10,245,289	9,766,695	(478,594)	11,136,341
Prior year adjustment	-	(569,820)	(569,820)	569,820
	<u>10,245,289</u>	<u>9,196,875</u>	<u>(1,048,414)</u>	<u>11,706,161</u>

	Profit and loss reserves as at 1 September 2023 £	Profit and loss reserves as at 31 August 2024 £	Loss for year ended 31 August 2024 £	Accruals and deferred income as at 31 August 2024 £
Company				
As previously stated	(13,929,519)	(3,276,331)	(6,318,509)	2,148,706
Prior year adjustment	-	(569,820)	(569,820)	569,820
	<u>(13,929,519)</u>	<u>(3,846,151)</u>	<u>(6,888,329)</u>	<u>2,718,526</u>

In the prior year, the group and company underaccrued for £569,820 of costs. As a result this impacted cost of sales and creditors: amounts falling due within one year and all subsequent subtotals and totals have been restated, reflecting an increase by that amount in both financial statement areas.

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 £447,553 (2024: £236,763). The amount unpaid at 31 August 2025 was £101,724 (2024: £Nil).

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2025

24. Commitments under operating leases

At 31 August 2025 the Group had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	Group 2025 £	<i>Group 2024 £</i>
Not later than 1 year	1,028,283	892,238
Later than 1 year and not later than 5 years	1,262,528	1,316,143
Later than 5 years	1,038,364	1,239,798
	<u>3,329,175</u>	<u>3,448,179</u>

During the year, £602,519 was recognised as an expense in the profit and loss account in respect of operating leases (2024: £496,495).

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 Greenwich 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 (2024: £48,000) to 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.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.