FINANCIAL STATEMENTS

for the year ended

31 December 2012

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29/08/2013 COMPANIES HOUSE #89

OISE Limited OFFICERS AND PROFESSIONAL ADVISERS

DIRECTOR

T Gins

SECRETARY

Diamond College Limited

REGISTERED OFFICE

38 Binsey Lane Oxford OX2 0EY

AUDITOR

Baker Tilly UK Audit LLP Chartered Accountants Hartwell House 55-61 Victoria Street Bristol BS1 6AD

BANKERS

HSBC Bank Plc Apex Plaza Reading Berkshire RG1 1AX

OISE Limited DIRECTOR'S REPORT

The director submits his report and financial statements of OISE Limited for the year ended 31 December 2012

PRINCIPAL ACTIVITY

The principal activity of the company is the management of the OISE group

REVIEW OF THE BUSINESS

A detailed review of the OISE group business activity in the period, including future developments, can be seen in the Directors' Report of the consolidated financial statements of the company's parent, OISE Holdings Limited

RESULTS AND DIVIDENDS

The profit for the year amounted to £49,425 (2011 - profit £77,224) The director has not recommended a dividend

PRINCIPAL RISKS, UNCERTAINTIES AND RISK MANAGEMENT

There are a number of risks and uncertainties which may affect the company's performance. The company ensures that its exposure to a downturn in a particular trading sector is managed by continuing to broaden its activities both by depth of product range and geographically. The company also has a wide range of customers which limits exposure to any material loss of revenue from any one specific source.

The international nature of the company's operations creates exposure to currency risks, which are managed by financing investment in local financial instruments as appropriate

The financial risk management objectives of the company in relation to financial instruments are set by the director with a view to minimising the company's exposure to price, credit, liquidity and cash flow risks. The use of derivative instruments is made to mitigate risks or enhance returns, subject to strict control of exposures.

KEY PERFORMANCE INDICATORS

The directors of OISE Holdings Limited manage the group's operations on a divisional basis. For this reason, the company's director believes that analysis using key performance indicators for the company is not necessary or appropriate for an understanding of the development, performance and position of the business of OISE Limited. The key performance indicators of OISE Holdings Limited are discussed in the Directors' Report of the consolidated financial statements of that company.

DIRECTOR

The director who served the company during the year was as follows

T Gins

DONATIONS

During the year the company made charitable donations of £6,976 (2011 £11,727)

OISE Limited DIRECTOR'S REPORT

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITOR

The director who was in office on the date of approval of these financial statements has confirmed, as far as he is aware, that there is no relevant audit information of which the auditor is unaware. The director has confirmed that he has taken all the steps that he ought to have taken as director in order to make himself aware of any relevant audit information and to establish that it has been communicated to the auditor

AUDITOR

Nexia Smith & Williamson resigned as auditor during the year and Baker Tilly UK Audit LLP was appointed Baker Tilly UK Audit LLP has indicated its willingness to continue in office and its reappointment will be proposed in accordance with section 485 of the Companies Act 2006

Signed by

T Gins Director

27 June 2013

DIRECTOR'S RESPONSIBILITIES IN THE PREPARATION OF FINANCIAL STATEMENTS

The director is responsible for preparing the Director's Report and the financial statements in accordance with applicable law and regulations

Company law requires the director to prepare financial statements for each financial year Under that law the director has elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law)

Under company law the director must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period

In preparing those financial statements, the director is required to

- a select suitable accounting policies and then apply them consistently,
- b make judgements and accounting estimates that are reasonable and prudent,
- c prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The director is 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 enable him to ensure that the financial statements comply with the Companies Act 2006. The director is also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF OISE LIMITED

We have audited the financial statements on pages 6 to 17 The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

This report is made solely to the company's member, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's member those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's member as a body, for our audit work, for this report, or for the opinions we have formed

Respective responsibilities of director and auditor

As more fully explained in the Director's Responsibilities Statement set out on page 4, the director is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's website at www frc org uk/apb/scope/private cfm

Opinion on the financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2012 and of its profit for the year then ended.
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Director's Report for the financial year for which the financial statements are prepared is consistent with the financial statements

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of director's remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

Baker Tilly UK andt Up.

HEATHER WHEELHOUSE (Senior Statutory Auditor)
For and on behalf of BAKER TILLY UK AUDIT LLP, Statutory Auditor
Chartered Accountants

Hartwell House 55-61 Victoria Street Bristol BS1 6AD

10 July 2013

PROFIT AND LOSS ACCOUNT

for the year ended 31 December 2012

	Madaa	2012	2011
TURNOVER	Notes 2	£ 3,010,792	£ 3,218,9 7 5
Administrative expenses		(2,797,988)	(3,003,528)
OPERATING PROFIT	3	212,804	215,447
Interest receivable		17,516	51,638
		230,320	267,085
Interest payable and similar charges	6	(181,003)	(185,597)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		49,317	81,488
Taxation	7	108	(4,264)
PROFIT FOR THE FINANCIAL YEAR	19	49,425	77,224

The profit for the year arises from the company's continuing operations

No separate Statement of Total Recognised Gains and Losses has been presented as all such gains and losses have been dealt with in the Profit and Loss Account

BALANCE SHEET

31 December 2012

		2012	2011
	Notes	£	£
FIXED ASSETS	•	2 227 124	0.054.004
Tangible assets	8	2,307,124	2,354,884
Investments	9	7,867,333	7,867,333
		10,174,457	10,222,217
CURRENT ASSETS			
Debtors	10	11,850,930	9,913,969
Cash at bank and in hand		1,012,289	793,683
		12,863,219	10,707,652
CREDITORS			
Amounts falling due within one year	12	(11,853,262)	(9,675,924)
NET CURRENT ASSETS		1,009,957	1,031,728
TOTAL ASSETS LESS CURRENT LIABILITIES		11,184,414	11,253,945
CREDITORS			
Amounts falling due after more than one year	13	(1,192,000)	(1,309,000)
PROVISIONS FOR LIABILITIES		-	(1,956)
		9,992,414	9,942,989
CAPITAL AND RESERVES			
Called up share capital	18	950,000	950,000
Profit and loss account	19	9,042,414	8,992,989
SHAREHOLDER'S FUNDS	20	9,992,414	9,942,989
		····	

The financial statements on pages 6 to 17 were approved and signed by the director and authorised for issue on 27 km. 293 0

T Gins Director

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2012

1 ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements have been prepared under the historical cost convention

CONSOLIDATION

The director has taken advantage of the exemption not to prepare group financial statements as the company is a wholly-owned subsidiary and the results of the company are included in the consolidated financial statements of its parent company. These accounts therefore present the results of the company as an individual entity.

CASH FLOW STATEMENT

The director has taken advantage of the exemption in FRS1 from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and its parent publishes a consolidated cash flow statement

TURNOVER

Turnover represents rental income from subsidiary companies and income in respect of management charges made by the company to subsidiary companies to cover group running and management costs Turnover represents income excluding Value Added Tax

FIXED ASSETS

All fixed assets are initially recorded at cost

DEPRECIATION

Depreciation is calculated so as to write off the cost of a tangible fixed asset, less its estimated residual value, over the useful economic life of that asset as follows

Freehold property

2% straight line

Fixtures and equipment

10%-25% straight line

Freehold land is not depreciated

INVESTMENTS

Investments are included at cost less any impairment in value. Profits or losses arising from disposals of fixed asset investments are treated as part of the profit/loss on ordinary activities.

OPERATING LEASE AGREEMENTS

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profit on a straight line basis over the period of the lease

PENSION COSTS

The company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the year

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2012

1 ACCOUNTING POLICIES (continued)

DEFERRED TAXATION

Deferred tax is recognised on all timing differences where the transactions or events that give the company an obligation to pay more tax in the future, or a right to pay less tax in the future, have occurred by the balance sheet date. Deferred tax assets are recognised when it is more likely than not that they will be recovered. Deferred tax is measured using rates of tax that have been enacted or substantively enacted by the balance sheet date and is not discounted. Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

FINANCIAL INSTRUMENTS

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 entity after deducting all of its financial liabilities.

2012

2011

2 TURNOVER

The turnover and profit before tax are attributable to the one principal activity of the company

An analysis of turnover is given below

		2012 £	2011
	United Kingdom	3,010,792	3,218,975
3	OPERATING PROFIT		
	Operating profit is stated after charging		
		2012	2011
		£	£
	Depreciation of owned fixed assets	89,493	85,549
	Auditor's remuneration		
	- as auditor	60,000	64,830
	- for other services	18,000	32,400
	Operating lease rentals - land and buildings	107,000	129,150
	· · ·		

The audit fee is in respect of the audit of the group accounts and each of the trading UK subsidiaries

NOTES TO THE FINANCIAL STATEMENTS

Origination and reversal of timing differences

Tax on profit on ordinary activities

4	PARTICULARS OF EMPLOYEES		
	The average number of staff employed by the company during the final	ncial year was	
		2012	2011
	Administration	No 29	No 26
	The aggregate payroll costs of the above were		
		2012	2011
	Wages and salaries	£ 1,141,296	£ 1,127,411
	Social security costs	128,753	121,499
	Other pension costs	46,019	49,396
		1,316,068	1,298,306
5	DIRECTOR'S REMUNERATION		
	The director's aggregate remuneration in respect of qualifying services	were	
		2012	2011
	Remuneration receivable	£ 109,600	£ 109,600
	In addition, during the year the non-executive directors of OISE Hold £15,870 (2011 £15,840) in respect of services provided during the year contributions of £17,000 (2011 £17,000) One director (2011 one contribution pension arrangement	ear, and the company	made pension
6	INTEREST PAYABLE AND SIMILAR CHARGES		
		2012	2011
	On bank loans and overdrafts	£ 181,003	185,597
7	TAXATION ON ORDINARY ACTIVITIES		
	(a) Analysis of charge in the year		
		2012	2011
	Current tax	£	£
	In respect of the year		
	UK Corporation tax based on the results for the year at 24% (2011 - 26%)	2,609	2,761
	Total current tax	2,609	2,761
	Deferred tax		

1,503

4,264

(2,717) (108)

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2012

7 TAXATION ON ORDINARY ACTIVITIES (continued)

(b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 24% (2011 - 26%), as explained below

	2012	2011
	£	£
Profit on ordinary activities before taxation	49,317	81,488
Profit on ordinary activities by rate of tax	12,082	21,594
Effects of		
Expenses not deductible for tax purposes	20,194	32,157
Depreciation in excess of/(less than) capital allowances	788	(1,629)
Group relief	(29,868)	(48,509)
Profits taxed at the small companies rate	(587)	_
Other differences	•	(852)
Total current tax (note 7(a))	2,609	2,761

(c) Factors that may affect future tax charges

Finance Act 2012 included legislation to reduce the main rate of corporation tax from 26% to 24% from 1 April 2012 and to 23% from 1 April 2013, and its impact is reflected above

Finance Bill 2013 proposes further reductions to a rate of 21% on 1 April 2014 and 20% on 1 April 2015. The full anticipated effect of the proposed changes combined with any reductions in the rates of capital allowances is not considered material.

8 TANGIBLE FIXED ASSETS

	Freehold	Fixtures and	T-4-1
	property £	equipment £	Total £
Cost At 1 January 2012	3,079,313	158,331	3,237,644
Additions	9,678	32,055	41,733
At 31 December 2012	3,088,991	190,386	3,279,377
Depreciation			
At 1 January 2012 Charge for the year	792,916 67,193	89,844 22,300	882,760 89,493
•	 _		
At 31 December 2012	860,109	112,144	972,253
Net book value			
At 31 December 2012	2,228,882	78,242	2,307,124
At 31 December 2011	2,286,397	68,487	2,354,884
			=

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2012

9 INVESTMENTS

	Shares in unlisted group undertakings £
Cost At 1 January 2012 and 31 December 2012	7,867,333
Net book value At 31 December 2012 and 31 December 2011	7,867,333

At 31 December 2012 the company held 20% or more of the issued share capital of the following trading companies

Held directly

пеш инеспу	Country of incorporation	Class of share	Holding	Nature of business
Instill Education Limited (formerly The	United			Language
Language School Company Limited)	Kingdom	Ordinary	100%	tuition
S E S Tutors Limited	United	•		Language
	Kıngdom	Ordinary	100%	tuition
The Education and Training Company Limited	United	Limited by		Language
	Kingdom	guarantee	100%	tuition
Eckersley Oxford Limited	United			Language
	Kıngdom	Ordinary	100%	tuition
OISE @ Sherbourne Priors Limited	United			Language
	Kıngdom	Ordinary	100%	tuition
L'Européenne de Sejours Linguistique SA				Language
	Switzerland	Ordinary	100%	tuition

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2012

9 INVESTMENTS (continued)

Held indirectly				
	Country of	Class of		Nature of
	incorporation	share	Holding	business
Swissoise SA				Language
Swissuise SA	Switzerland	Ordinary	100%	tuition
OISE Etudos Languatiques SAS	Switzerialiu	Ofulliary	10076	_
OISE Etudes Linguistiques SAS	France	Ordinami	100%	Language tuition
OISE Formation SARL	France	Ordinary	10076	
OISE FORMATION SARL	France	Ordenome	99 8%	Language tuition
OICE Compatence (Davidschland) Combil	France	Ordinary	99 0%	
OISE Sprachtraining (Deutschland) GmbH	C	0-4	100%	Language tuition
OICE Is-la CRI	Germany	Ordinary	100%	-
OISE Italy SRL	ta-1.	0-1	1000/	Language
OTOP A A L DA E A L	Italy	Ordinary	100%	tuition
OISE Australia Pty Limited		0.1	1000/	Language
OLOR B I	Australia	Ordinary	100%	tuition
OISE Boston Inc	***		1000/	Language
	USA	Ordinary	100%	tuition
ACE Consultores de Idiomas SA	_			Language
	Spain	Ordinary	100%	tuition
Canadoise Inc		_		Language
	Canada	Common	100%	tuition
OISE USA Inc				Holding
	USA	Ordinary	100%	company
Converse International School of Languages San				Language
Francisco LLC	USA	Ordinary	58 88%	tuition

The financial positions and results of the above subsidiaries are included in the consolidated financial statements of the parent company, OISE Holdings Limited

10 DEBTORS

2012 £	2011 £
11,723,808	9,775,109
2,232	5,831
124,129	133,029
761	_
11,850,930	9,913,969
	£ 11,723,808 2,232 124,129 761

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2012

11	DEFERRED TAXATION	ſ
11	DEFERRED TAXATION	

The deferred taxation included in the balance sheet is as follows

	£	£
Included in debtors (note 10)	7 61	-
Included in provisions	-	(1,956)
	761	(1,956)
The movement in the deferred taxation account during the year was		
	2012	2011
	£	£
Balance brought forward	(1,956)	(453)
Profit and loss account movement arising during the year	2,717	(1,503)
Balance carried forward	761	(1,956)

The balance of the deferred taxation account consists of the tax effect of timing differences in respect of

	2012	2011
	£	£
Excess of depreciation over taxation allowances	761	(1,956)
	761	(1,956)

12 CREDITORS Amounts falling due within one year

	2012	2011
	£	£
Bank loans and overdrafts	1,642,380	117,000
Trade creditors	93,368	106,446
Amounts owed to group undertakings	9,750,914	8,866,275
Corporation tax	2,609	2,762
PAYE and social security	166,651	197,104
VAT	473	372
Other creditors	66,674	158,686
Accruals and deferred income	130,193	227,279
	11,853,262	9,675,924

Bank loans and overdrafts are secured by fixed charges over the property of group companies in the United Kingdom

2011

2012

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2012

13 CREDITORS Amounts falling due after more than one year

	2012	2011
	£	£
Bank loans	1,192,000	1,309,000

The Fortis loan of £321,000 (2011 £362,000) is repayable in annual instalments and will be fully repaid in July 2020. The loan bears interest at a floating rate of 1% above the Fortis Bank base rate.

The Dunfermline loan of £988,000 (2011 £1,064,000) is repayable in annual instalments and will be fully repaid in June 2025. The loan bears interest at a variable rate of 1% above LIBOR.

Bank loans are secured by fixed charges over the property of group companies in the United Kingdom

14 MATURITY OF LOANS

Bank loans due after more than one year are due for repayment as follows

	2012	2011
	£	£
Amounts repayable		
In more than one year but not more than two years	117,000	117,000
In more than two years but not more than five years	351,000	351,000
In more than five years	724,000	841,000
	1,192,000	1,309,000

15 COMMITMENTS UNDER OPERATING LEASES

At 31 December 2012 the company had annual commitments under non-cancellable operating leases as set out below

	Land and buildings	
	2012	2011
	£	£
Operating leases which expire		
Within I year	-	91,800
Within 2 to 5 years	27,000	139,150
After more than 5 years	80,000	537,036
	107,000	767,986

16 CONTINGENT LIABILITIES

In the normal course of business, the company has provided an unlimited guarantee as valuable security in connection with the banking facilities of the parent undertaking OISE Holdings Limited and other group companies At 31 December 2012 the amount outstanding was £nil (2011 £nil)

The company is a member of a group VAT registration under which the members are jointly and severally liable for the group's VAT liabilities. At 31 December the group liability was £473 (2011 £372)

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2012

17 RELATED PARTY TRANSACTIONS

As a wholly-owned subsidiary in the group headed by OISE Holdings Limited the company has taken advantage of the exemption in Financial Reporting Standard 8 'Related Party Disclosures' and has not disclosed details of transactions with other wholly-owned subsidiaries in that group

At 31 December 2012 the company owed £66,505 (2011 £158,686) to Till Gins, a director of OISE Limited

During the year the company paid rent of £80,000 (2011 £80,000) to Till Gins and James Hay Pension Trustees Limited (company number 01435887) who are the trustees of the pension fund of Till Gins, a director of OISE Limited

During the year the company was charged £27,000 (2011 £27,000) by Lanleya Limited, a company owned by the shareholders of OISE Holdings Limited This charge related to the lease of a property from Lanleya Limited

During the year the company paid emoluments of £18,000 (2011 £18,000) to, and paid pension contributions of £17,000 (2011 £17,000) on behalf of, directors of OISE Holdings Limited The company was also invoiced £15,870 (2011 £15,840) for the services of non-executive directors

18 SHARE CAPITAL

		2012 £	2011 £
	Allotted, called up and fully paid	~	~
	19,000,000 Ordinary shares of £0 05 each	950,000	950,000
19	PROFIT AND LOSS ACCOUNT		
		2012	2011
		£	£
	At the beginning of the year	8,992,989	8,915,765
	Profit for the financial year	49,425	77,224
	At the end of the year	9,042,414	8,992,989
20	RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS		
		2012	2011
		£	£
	Profit for the financial year	49,425	77,224
	Opening shareholder's funds	9,942,989	9,865,765
	Closing shareholder's funds	9,992,414	9,942,989

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2012

21 FINANCIAL INSTRUMENTS

The company's financial instruments, other than derivatives, comprise borrowings, cash at bank and various items including trade debtors and trade creditors that arise directly from its operations. The main purpose of these financial instruments is to fund the company's operations.

The company also enters into derivative transactions. These are forward foreign currency contracts, the purpose of which is to manage the currency risks arising from the company's operations. It is, and has been throughout the period under review, the company's policy that no trading in financial instruments shall be undertaken.

Foreign exchange contracts

During the year ended 31 December 2012 the company entered several forward foreign exchange contracts. As at the year end the company was contracted to sell up to $\[Engine{\epsilon}\]$ 920,000 at 1 1500 $\[Engine{\epsilon}\]$ 460,000 at 1 2399 $\[Engine{\epsilon}\]$ 61,797,750 at 1 1985 $\[Engine{\epsilon}\]$ 75. The future obligation will depend on the future spot rate in relation to contracted forward rates

The fair value of these derivatives at 31 December 2012 was a gain of £162,314 Given the level of uncertainty attributable to future exchange rate movements the gain has not been recognised in the financial statements

22 INTEREST RATE RISK

Due to the seasonal nature of its business the company's exposure to interest rate risk is limited. At different times in the year the company finances its operations through a mixture of retained profits and bank borrowings or surplus cash.

For the financing of freehold property the company borrows at floating rates of interest

23 ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

The immediate and ultimate parent company is OISE Holdings Limited, a company incorporated in the United Kingdom and registered in England and Wales

OISE Holdings Limited heads the largest and smallest group for which consolidated financial statements are drawn up. The consolidated accounts of OISE Holdings Limited are available from Companies House

The ultimate controlling party is T Gins who owns 70% of the issued share capital of OISE Holdings Limited