

Company Registration No. 01322002 (England and Wales)

OISE LIMITED
REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 DECEMBER 2017

SATURDAY



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COMPANIES HOUSE

OISE LIMITED

COMPANY INFORMATION

Director	Till Gins
Secretary	Diamond College Limited
Company number	01322002
Registered office	OISE House Binsey Lane Oxford OX2 0EY
Auditor	RSM UK Audit LLP Chartered Accountants Highfield Court Tollgate Chandlers Ford Eastleigh Hampshire SO53 3TY
Bankers	HSBC Bank Plc Apex Plaza Reading Berkshire RG1 1AX

OISE LIMITED

STRATEGIC REPORT

FOR THE YEAR ENDED 31 DECEMBER 2017

The director presents the strategic report for the year ended 31 December 2017.

Business review and future developments

An overview of the OISE group business activity in the period, including future developments, can be seen in the strategic report included in the consolidated financial statements of the company's immediate and ultimate parent, OISE Holdings Limited.

Key performance indicators

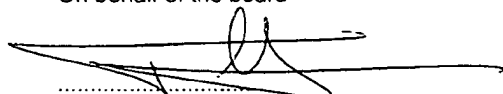
The directors of OISE Holdings Limited manage the group's operations on a divisional basis. For this reason, the company's director believes that analysis using key performance indicators for the company is not necessary or appropriate for an understanding of the development, performance and position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

Matters of strategic importance, financial risk management objectives and policies

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 company has operating procedures and financial risk management objectives and policies designed to minimise the company's exposure to these risks and price, credit, liquidity and cash flow risks. 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 use of derivative instruments is made to mitigate risks or enhance returns, subject to strict control of exposures.

On behalf of the board



Till Gins

Director

Date: 17/7/2018

OISE LIMITED

DIRECTOR'S REPORT

FOR THE YEAR ENDED 31 DECEMBER 2017

The director presents his annual report and financial statements for the year ended 31 December 2017.

Principal activities

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

Director

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

Till Gins

Results and dividends

The results for the year are set out on page 6. No ordinary dividends were paid. The director does not recommend payment of a final dividend.

Director's insurance

During the year, the group in which the company is a member maintained professional indemnity insurance in respect of its director, officers and senior management.

Auditor

RSM 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.

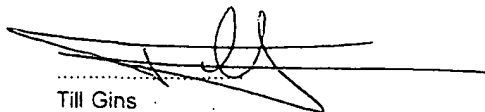
Matters included in the strategic report

As permitted by the Companies Act 2006, s. 414C(11) the company has chosen to set out in its strategic report information required by the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, Sch. 7 to be contained in the directors' report. It has done so in respect of future developments and financial risk management objectives and policies.

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, each director has taken all the necessary steps that he ought to have taken as a director in order to make himself aware of all relevant audit information and to establish that the company's auditor is aware of that information.

On behalf of the board



Till Gins
Director

Date: 17/7/2018

OISE LIMITED

DIRECTOR'S RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2017

The director is responsible for preparing the Strategic Report and 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 he is 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 these financial statements, the director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 them to ensure that the financial statements comply with the Companies Act 2006. He 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

Opinion

We have audited the financial statements of OISE Limited (the 'company') for the year ended 31 December 2017 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity 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 FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 and of its loss 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the director's use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the director has not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The director is responsible for the other information. 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.

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF OISE LIMITED (CONTINUED)

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report and the director's report.

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.

Responsibilities of director

As explained more fully in the director's responsibilities statement set out on page 3, the director is 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 director determines 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 director is responsible for assessing the 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 director either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <http://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

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

RSM UK Audit LLP

Kevin Barwick (Senior Statutory Auditor)
For and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
Highfield Court
Tollgate
Chandlers Ford
Eastleigh
Hampshire, SO53 3TY
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OISE LIMITED

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2017

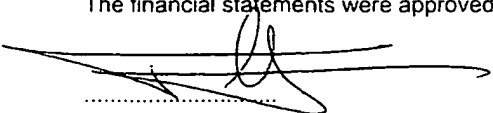
	Notes	2017 £	2016 £
Turnover	3	2,727,488	3,115,607
Administrative expenses		(2,554,966)	(4,039,687)
Operating profit/(loss)	6	172,522	(924,080)
Interest receivable and similar income	9	666	448
Interest payable and similar expenses	8	(25,495)	(12,793)
Exceptional items	10	(1,020,179)	134,000
Fair value gains and losses on foreign exchange contracts		118,460	(118,460)
Loss before taxation		(754,026)	(920,885)
Tax on loss	11	(55,045)	3,238
Loss for the financial year		(809,071)	(917,647)

The Income Statement has been prepared on the basis that all operations are continuing operations.

OISE LIMITED**STATEMENT OF FINANCIAL POSITION****AS AT 31 DECEMBER 2017**

	Notes	2017		2016	
		£	£	£	£
Fixed assets					
Tangible assets	12	105,790		103,935	
Investment properties	13	3,120,000		3,120,000	
Investments	14	6,505,089		7,525,268	
		<u>9,730,879</u>		<u>10,749,203</u>	
Current assets					
Debtors	15	9,099,468		12,811,991	
Cash at bank and in hand		<u>3,321,292</u>		<u>17,000</u>	
		12,420,760		12,828,991	
Creditors: amounts falling due within one year	16	<u>(13,274,970)</u>		<u>(13,862,237)</u>	
Net current liabilities			<u>(854,210)</u>		<u>(1,033,246)</u>
Total assets less current liabilities			8,876,669		9,715,957
Creditors: amounts falling due after more than one year	17		(75,000)		(116,000)
Provisions for liabilities	19		<u>(210,887)</u>		<u>(200,104)</u>
Net assets			<u>8,590,782</u>		<u>9,399,853</u>
Capital and reserves					
Called up share capital	21	950,000		950,000	
Fair value reserve	22	744,962		626,502	
Profit and loss reserves	22	6,895,820		7,823,351	
Total equity			<u>8,590,782</u>		<u>9,399,853</u>

The financial statements were approved and signed by the director and authorised for issue on 17/7/2018



 Till Gins
 Director

OISE LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2017

	Share capital	Fair value reserve	Profit and loss reserves	Total
	£	£	£	£
Balance at 1 January 2016	950,000	744,962	8,622,538	10,317,500
Year ended 31 December 2016:				
Loss and total comprehensive income for the year	-	-	(917,647)	(917,647)
Transfers	-	(118,460)	118,460	-
Balance at 31 December 2016	950,000	626,502	7,823,351	9,399,853
Year ended 31 December 2017:				
Loss and total comprehensive income for the year	-	-	(809,071)	(809,071)
Transfers	-	118,460	(118,460)	-
Balance at 31 December 2017	950,000	744,962	6,895,820	8,590,782

OISE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

1 Accounting policies

Company information

OISE Limited is a private company limited by shares and is registered and incorporated in England and Wales. The registered office is OISE House, Binsey Lane, Oxford, OX2 0EY.

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

Accounting convention

The financial statements are prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared on the historical cost convention. The principal accounting policies adopted are set out below.

Reduced disclosures

This company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements:

- Section 7 'Statement of Cash Flows' – Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues' – Carrying amounts, interest income/expense and net gains/losses for each category of financial instrument; basis of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive income; and
- Section 33 'Related Party Disclosures' – Compensation for key management personnel.

The financial statements of the company are consolidated in the financial statements of OISE Holdings Limited. These consolidated financial statements are available from its registered office, OISE House, Binsey Lane, Oxford, OX2 0EY.

Group accounts

The company has taken advantage of the exemption under section 400 of the Companies Act 2006 not to prepare consolidated accounts. The financial statements present information about the company as an individual entity and not about its group.

Going concern

At the time of approving the financial statements, the director has a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the director continues to adopt the going concern basis of accounting in preparing the financial statements.

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, and is stated net of Value Added Tax. Income is recognised on an accruals basis reflecting the month in which the property was occupied or the services were provided.

OISE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

1 Accounting policies (Continued)

Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Fixtures and equipment	10%-25% straight line
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The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

Investment properties

Investment property, which is property held to earn rentals and/or for capital appreciation, is initially recognised at cost, which includes the purchase cost and any directly attributable expenditure. Subsequently it is measured at fair value at the reporting end date. The surplus or deficit on revaluation is recognised in profit or loss.

Where fair value cannot be achieved without undue cost or effort, investment property is accounted for as tangible fixed assets.

Fixed asset investments

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

Impairment of fixed assets

At each reporting end date, the company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all its financial instruments. Financial instruments are recognised when the company 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.

OISE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

1 Accounting policies (Continued)

Basic financial assets

Basic financial assets, which include trade and other receivables and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the financial asset is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Basic financial liabilities

Basic financial liabilities, including trade and other payables, bank loans, loans from fellow group companies and preference shares that are classified as debt are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Financial liabilities are derecognised when, and only when, the company's contractual obligations are discharged, cancelled, or they expire.

Equity 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. Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

Derivatives

Derivatives, including forward foreign exchange contracts, are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to fair value at each reporting end date. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship. A derivative with a positive fair value is recognised as a financial asset. A derivative with a negative fair value is recognised as a financial liability.

Taxation

The tax expense represents the sum of the current tax expense and deferred tax expense. Current and deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited to other comprehensive income or equity, when the tax follows the transaction or event it relates to and is also charged or credited to other comprehensive income or equity.

Current tax is based on taxable profit for the year. Taxable profit differs from total comprehensive income because it excludes items of income or expense that are not taxable or deductible, or that are taxable or deductible in other periods. Current tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax liabilities are recognised in respect of all timing differences that exist at the reporting date. Timing differences are differences between taxable profits and total comprehensive income that arise from the inclusion of income and expenses in tax assessments in different periods from their recognition in the financial statements. Deferred tax assets are recognised only to the extent that it is probable that they will be recovered by the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates that have been enacted or substantively enacted by the reporting date. Deferred tax is not discounted.

OISE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

1 Accounting policies (Continued)

Current tax assets and current tax liabilities and deferred tax assets and deferred tax liabilities are offset if, and only if, there is a legally enforceable right to set off the amounts and the entity intends either to settle on the net basis or to realise the asset and settle the liability simultaneously.

Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets. The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received. Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

Retirement benefits

The company operates a defined contribution pension scheme for employees. The assets of the scheme are held separately from those of the company. The annual contributions payable are charged to the statement of comprehensive income.

Leases

Rentals payable under operating leases, including any lease incentives received, are charged to income on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the director is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are outlined below.

Useful economic lives of tangible assets

The annual depreciation charge is sensitive to any changes in the estimated useful life and residual values of tangible assets. The useful economic lives and residual value is assessed on an annual basis and are amended only when evidence shows a change in the estimated economic lives or residual life. Criteria used to assess the economic life and residual value includes technological advancement, economic utilisation, physical condition of the asset and future investments.

Impairment of debtors

On an annual basis, management makes an estimate of the recoverability of debtors and provides against overdue amounts where recovery is considered doubtful, taking into account the ageing profile, credit ratings (where available) and historical experience.

OISE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

3 Turnover and other revenue

An analysis of the company's turnover is as follows:

	2017 £	2016 £
Turnover analysed by class of business		
Rents received	187,100	187,100
Management charge income	2,540,388	2,928,507
	<u>2,727,488</u>	<u>3,115,607</u>
	2017 £	2016 £
Turnover analysed by geographical market		
United Kingdom	<u>2,727,488</u>	<u>3,115,607</u>

4 Employees

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

	2017 Number	2016 Number
Administrative	<u>24</u>	<u>28</u>

Their aggregate remuneration comprised:

	2017 £	2016 £
Wages and salaries	838,049	949,408
Social security costs	94,690	92,738
Pension costs	43,563	45,706
	<u>976,302</u>	<u>1,087,852</u>

5 Director's remuneration

	2017 £	2016 £
Remuneration for qualifying services	<u>59,600</u>	<u>59,600</u>

No company contributions were made during the current or previous financial year in respect of any money purchase pension arrangements for the benefit of the director.

OISE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

6 Operating profit/(loss)	2017	2016
	£	£
Operating profit/(loss) for the year is stated after charging:		
Depreciation of owned tangible fixed assets	28,043	28,408
Operating lease charges	116,923	121,780
	<u> </u>	<u> </u>
7 Auditor's remuneration	2017	2016
	£	£
Fees payable to the company's auditor and its associates:		
For audit services		
Audit of the financial statements of the company	54,000	54,000
	<u> </u>	<u> </u>
For other services		
Taxation compliance services	18,000	9,500
Other taxation services	-	5,600
All other non-audit services	6,000	4,600
	<u> </u>	<u> </u>
	24,000	19,700
	<u> </u>	<u> </u>
Fees payable to the company's auditors for the audit of the company's financial statements reflect audit fees for the company, its parent company and its fellow subsidiaries in the United Kingdom.		
8 Interest payable and similar expenses	2017	2016
	£	£
Interest on bank overdrafts and loans	25,495	12,793
	<u> </u>	<u> </u>
9 Interest receivable and similar income	2017	2016
	£	£
Interest income		
Interest on bank deposits	666	448
	<u> </u>	<u> </u>
10 Exceptional items	2017	2016
	£	£
Amounts written off investments	(1,020,179)	-
Amounts released on settlement of a bank loan facility	-	134,000
	<u> </u>	<u> </u>
	(1,020,179)	134,000
	<u> </u>	<u> </u>

OISE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

11 Taxation

	2017 £	2016 £
Current tax		
UK corporation tax on profits for the current period	45,775	-
Adjustments in respect of prior periods	(1,513)	-
Total current tax	<u>44,262</u>	<u>-</u>
Deferred tax		
Origination and reversal of timing differences	4,862	8,058
Changes in tax rates	-	(11,296)
Adjustment in respect of prior periods	5,921	-
Total deferred tax	<u>10,783</u>	<u>(3,238)</u>
Total tax charge/(credit)	<u>55,045</u>	<u>(3,238)</u>

The credit for the year can be reconciled to the loss per the income statement as follows:

	2017 £	2016 £
Loss before taxation	<u>(754,026)</u>	<u>(920,885)</u>
Expected tax credit based on the standard rate of corporation tax in the UK of 19.25% (2016: 20.00%)	(145,124)	(184,177)
Tax effect of expenses that are not deductible in determining taxable profit	196,403	245,343
Adjustments in respect of prior years	(1,513)	-
Group relief	-	(51,685)
Deferred tax adjustments in respect of prior years	5,921	-
Adjust deferred tax to reconciliation rate	(642)	(12,719)
Taxation charge/(credit) for the year	<u>55,045</u>	<u>(3,238)</u>

Factors that may affect future tax charges

The main rate of corporation tax will be reduced to 17% from 1 April 2020.

OISE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

12 Tangible fixed assets

	Fixtures and equipment £
Cost	
At 1 January 2017	254,073
Additions	29,641
Disposals	(90,292)
Intercompany transfers	881
	<u>194,303</u>
At 31 December 2017	
Depreciation and impairment	
At 1 January 2017	150,138
Depreciation charged in the year	28,043
Eliminated in respect of disposals	(90,292)
Intercompany transfers	624
	<u>88,513</u>
At 31 December 2017	
Carrying amount	
At 31 December 2017	<u>105,790</u>
At 31 December 2016	<u>103,935</u>

The company's investment properties and related fixtures and equipment are let to other group companies under operating leases for which rental income is received as disclosed in note 3.

13 Investment property

	2017 £
Fair value	
At 1 January 2017 and 31 December 2017	<u>3,120,000</u>

The fair value of the investment property reflects the director's valuation, on an open market value basis, taking into account market evidence of transaction prices for similar properties.

If investment properties were stated on an historical cost basis rather than a fair value basis, the amounts would have been included as follows:

	2017 £	2016 £
Cost	3,117,817	3,117,817
Accumulated depreciation	(999,758)	(999,758)
	<u>2,118,059</u>	<u>2,118,059</u>
Carrying amount		
	<u>2,118,059</u>	<u>2,118,059</u>

OISE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

14 Fixed asset investments

	2017	2016
	£	£
Investments in subsidiaries	6,505,089	7,525,268

At the year end the company held 20% or more of the issued share capital of the following trading companies:

Company	Country of registration or incorporation	Holding
Held directly:		
Instill Education Limited 38 Binsey Lane, Oxford, OX2 0EY	United Kingdom	100.00%
The Education and Training Company Limited (by guarantee)* 38 Binsey Lane, Oxford, OX2 0EY	United Kingdom	100.00%
L'Europeene de Sejours Linguistique SA Avenue de beauregard 1, C/O BfB Fiduciaire SA, 1700 Fribourg	Switzerland	100.00%

*With effect from 1 January 2018 the business and assets of The Education and Training Company Limited have been hived up to Instill Education Limited, and the company has not traded since that date.

Held indirectly:

Swissoise SA Avenue de Frontenex 6, Geneve	Switzerland	100.00%
OISE Etude Linguistiques SAS 95, Rue Seine, 75006 Paris	France	100.00%
OISE Formation SARL 71bis, Avenue de Vaugirard, 75006 Paris	France	99.80%
OISE Sprachtraining (Deutschland) GmbH Poststrasse 48, 69115 Heidelberg	Germany	100.00%
OISE Italy SRL Via Molino delle Armi 25, 20123 Milan	Italy	100.00%
Intensywna Nauka Języków Za Granicą sp. z o.o. Ul. W. Hermana 7/32, 02-496 Warszawa	Poland	100.00%
OISE Australia Pty Limited 6 Lilly Pilly Way, Kiama NSW 2533	Australia	100.00%
OISE Boston Inc 31, St James Avenue, Boston, MA 02116	USA	100.00%
ACE Consultores de Idiomas SA Calle Zurbano no. 45, 1a, 28010 Madrid	Spain	100.00%
Canadoise Inc Bureau 1610, 999 Blvd de Maisonneuve Ouest, Montréal, H3A3L4	Canada	100.00%
OISE-USA Inc Corporation Trust Center, 1209 Orange St, City of Wilmington, New Castle, Delaware	USA	100.00%
Converse International School of Languages San Francisco LLC 605 Market Street, Suite 1400, San Francisco, CA 94105	USA	58.88%
OISE - Agência de Intercâmbio e Educação Intercacional Av. Cândido de Abreu, 776 - conj. 2202 sala 1, Centro Cívico, Curitiba - Paraná CEP 80530-000	Brazil	100.00%

OISE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

14 Fixed asset investments (Continued)

The principal activity of all these companies is language tuition with the exception of OISE-USA Inc which is a holding company. The financial positions and results of the above subsidiaries are included in the consolidated financial statements of the parent company, OISE Holdings Limited.

In addition, at the year end the company held 20% or more of the issued share capital of the following dormant companies:

Company	Country of registration or incorporation	Holding
Held directly:		
Quaives Securities Limited	United Kingdom	100.00%
Regent Education Group Limited	United Kingdom	100.00%
S.E.S. Tutors Limited	United Kingdom	100.00%
Central School of English Limited	United Kingdom	100.00%
Basil Paterson Limited	United Kingdom	100.00%
Actorial Limited	United Kingdom	100.00%
Dugdales Limited	United Kingdom	100.00%
The Language School Company Limited	United Kingdom	100.00%
OISE Education Limited	United Kingdom	100.00%
Diamond College Limited	United Kingdom	100.00%
OISE @ Sherbourne Priors Limited	United Kingdom	100.00%
Eckersley Oxford Limited	United Kingdom	100.00%
Held indirectly:		
Pilgrims Limited	United Kingdom	100.00%
Fitzroy College Limited	United Kingdom	100.00%
Instill Limited	United Kingdom	100.00%
Regent Language Training Limited	United Kingdom	100.00%
Irlandoise Limited	Ireland	100.00%
The Edinburgh School of English Limited	United Kingdom	100.00%
The Gins Language Centre Inc	Canada	100.00%

The registered offices of all these companies is 38 Binsey Lane, Oxford, OX2 0EY with the exception of Irlandoise Limited which is at 2 Park Place, City Park Gate, Mahon Point, Cork and The Gins Language Centre Inc which is at Bureau 1610, 999 Blvd de Maisonneuve Ouest, Montréal, H3A3L4.

OISE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

14 Fixed asset investments (Continued)

Movements in fixed asset investments

	Shares £
Cost or valuation	
At 1 January 2017 & 31 December 2017	7,525,268
Impairment	
At 1 January 2017	-
Impairment losses	1,020,179
At 31 December 2017	1,020,179
Carrying amount	
At 31 December 2017	6,505,089
At 31 December 2016	7,525,268

15 Debtors

	2017 £	2016 £
Amounts falling due within one year:		
Corporation tax recoverable	57,324	116,237
Amounts owed by group undertakings	8,893,462	12,516,049
Other debtors	20,334	1,767
Prepayments and accrued income	128,348	177,938
	<u>9,099,468</u>	<u>12,811,991</u>

Derivative financial instruments reflect the fair value of forward foreign exchange contracts which the company enters to manage the currency risks arising from the group's operations, and are measured at fair value through profit or loss. At the reporting date, the company was contracted to sell up to €1,229,963 at €/£ rates of between 1.1175 and 1.1650. Fair value is determined by comparing the contracted rates with forward rates available as at the reporting date for similar contracts.

OISE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

16 Creditors: amounts falling due within one year

	Notes	2017 £	2016 £
Bank loans and overdrafts	18	41,000	2,318,938
Trade creditors		71,880	169,415
Amounts due to group undertakings		12,802,958	10,654,398
Other taxation and social security		112,597	121,215
Derivative financial instruments		-	118,460
Other creditors		93,858	328,655
Accruals and deferred income		152,677	151,156
		<u>13,274,970</u>	<u>13,862,237</u>

17 Creditors: amounts falling due after more than one year

	Notes	2017 £	2016 £
Bank loans and overdrafts	18	<u>75,000</u>	<u>116,000</u>

18 Borrowings

	2017 £	2016 £
Bank loans	116,000	157,000
Bank overdrafts	-	2,277,938
	<u>116,000</u>	<u>2,434,938</u>
Payable within one year	41,000	2,318,938
Payable after one year	<u>75,000</u>	<u>116,000</u>

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

The Fortis loan of £116,000 (2016 - £157,000) is repayable in annual instalments and bears interest at a floating rate of 1% above the Fortis Bank base rate. The loan was due for repayment by July 2020 but was fully repaid after the year end on 23 March 2018.

OISE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

19 Deferred taxation

Deferred tax assets and liabilities are offset where the company has a legally enforceable right to do so. The following is the analysis of the deferred tax balances (after offset) for financial reporting purposes:

	Liabilities 2017 £	Liabilities 2016 £
Balances:		
Fixed asset timing differences	44,794	32,677
Assets held at fair value	158,304	158,304
Short term timing differences	7,789	9,123
	<u>210,887</u>	<u>200,104</u>
		2017 £
Movements in the year:		
Liability at 1 January 2017		200,104
Charge to profit or loss		10,783
		<u>210,887</u>
Liability at 31 December 2017		<u>210,887</u>

It is not possible to estimate reliably the extent to which the deferred tax liabilities shown above will reverse within the next 12 months.

20 Retirement benefit schemes

	2017 £	2016 £
Defined contribution schemes		
Charge to profit or loss in respect of defined contribution schemes	43,563	45,706

The company operates a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the company in an independently administered fund.

Contributions of £3,974 (2016 - £1,946) were outstanding at the year end and are included in other creditors. The contributions were paid after the year end in accordance with the agreed timetable.

OISE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

21 Share capital

	2017 £	2016 £
Ordinary share capital		
Issued and fully paid		
19,000,000 Ordinary shares of 5p each	950,000	950,000
	<u>950,000</u>	<u>950,000</u>

The company's ordinary shares, which carry no right to fixed income, carry the right to one vote at general meetings of the company.

22 Reserves

Fair value reserve

The fair value reserve reflects cumulative gains and losses in respect of investment properties and certain financial instruments held at fair value.

Profit and loss reserves

Profit and loss reserves reflect cumulative profits and losses net of distributions to owners.

23 Financial commitments, guarantees and 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 2017 the amount outstanding was £nil (2016 - £nil).

The company had no other contingent liabilities at 31 December 2017.

24 Operating lease commitments

Lessee

Operating lease payments reflect rentals payable by the company for the leasehold land and buildings from which it undertakes its principal activity.

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

	2017 £	2016 £
Within one year	86,400	80,000
Between one and five years	129,600	200,000
	<u>216,000</u>	<u>280,000</u>

OISE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

25 Related party transactions

During the year, the company maintained a loan account with Till Gins, a director of OISE Limited, who settled various expenses on behalf of the company. At the year end, the company owed Till Gins £89,593 (2016 - £326,710).

During the year, the company paid rent of £86,400 (2016 - £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. No amounts were outstanding at the end of the current or previous year.

During the year, the company was charged £30,523 (2016 - £41,780) 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. No amounts were outstanding at the end of the current or previous year.

During the year, the company paid emoluments of £85,553 (2016 - £82,791) to, and paid pension contributions of £21,152 (2016 - £21,152) on behalf of, directors of OISE Holdings Limited. No amounts were outstanding at the end of the current or previous year.

26 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 financial statements of OISE Holdings Limited are available from its registered office, OISE House, Binsey Lane, Oxford, OX2 0EY. The ultimate controlling party is Till Gins who owns 70% of the issued share capital of OISE Holdings Limited.