

Registered Number 05429410

**MARCUS EVANS BUSINESS EDUCATION CENTRES
LIMITED**

Annual Report

For the Year Ended 30 September 2017

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MARCUS EVANS BUSINESS EDUCATION CENTRES LIMITED

Company Information

For the year ended 30 September 2017

Director	Maarten Van Os
Company secretary	M P Studd
Registered number	05429410
Registered office	101 Finsbury Pavement London EC2A 1RS
Independent auditor	Mazars LLP Chartered Accountants & Statutory Auditor Tower Bridge House St Katharine's Way London E1W 1DD

MARCUS EVANS BUSINESS EDUCATION CENTRES LIMITED

Annual Report

For the Year Ended 30 September 2017

Contents

	Page(s)
Director's Report	1 - 2
Independent Auditor's Report	3 - 5
Statement of Comprehensive Income	6
Statement of Financial Position	7
Statement of Changes in Equity	8
Notes to the Financial Statements	9 - 16

MARCUS EVANS BUSINESS EDUCATION CENTRES LIMITED
Registered number: 05429410

Director's Report

For the Year Ended 30 September 2017

The director presents his report and the financial statements for the year ended 30 September 2017.

Principal activity

The principal activity of the company is to act as the holding company to a group of executive language training companies operating in Europe.

Results and dividends

The profit for the year, after taxation, amounted to £nil (2016: £384,200).

The director paid an interim dividend of £nil (2016: £384,200) during the year. The director does not propose the payment of a final dividend.

Directors

The directors who served during the year were:

Maarten Van Os
John Burkitt (resigned 30 September 2017)
David Gilmore (resigned 19 February 2018)

Director's responsibilities statement

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 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 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 for the company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent; and
- 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. 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.

MARCUS EVANS BUSINESS EDUCATION CENTRES LIMITED

Registered number: 05429410

Director's Report

For the Year Ended 30 September 2017

Disclosure of information to auditor

Each of the persons who are directors at the time when this Director's Report is approved has confirmed that:

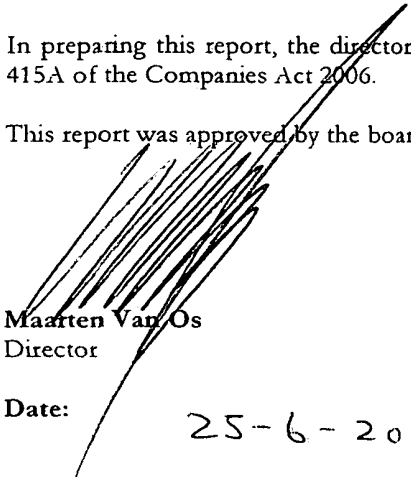
- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company's auditor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

Auditor

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

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

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


Maarten Van Os
Director

Date:

25-6-2018

MARCUS EVANS BUSINESS EDUCATION CENTRES LIMITED

Registered number: 05429410

Independent auditor's report to the members of Marcus Evans Business Education Centres Limited

Opinion

We have audited the financial statements of Marcus Evans Business Education Centres Limited (the 'company') for the year ended 30 September 2017 which comprise Statement of Comprehensive Income, 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 30 September 2017 and of its result 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 director is responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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.

MARCUS EVANS BUSINESS EDUCATION CENTRES LIMITED
Registered number: 05429410

Independent auditor's report to the members of Marcus Evans Business Education Centres Limited
(continued)

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 Director's Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Director's Report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In 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 Director's 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, 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 directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.
- the director was not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the Director's Report and from the requirement to prepare a Strategic Report.

Responsibilities of director

As explained more fully in the director's responsibilities statement set out on page 1, 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 www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

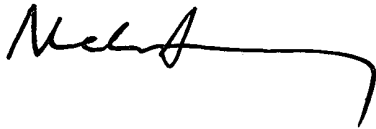
MARCUS EVANS BUSINESS EDUCATION CENTRES LIMITED

Registered number: 05429410

**Independent auditor's report to the members of Marcus Evans Business Education Centres Limited
(continued)**

Use of the audit 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.



William Neale Bussey (Senior Statutory Auditor)
for and on behalf of Mazars LLP
Chartered Accountants and Statutory Auditor
Tower Bridge House
St Katharine's Way
London
E1W 1DD

Date: 25 JUNE 2018

MARCUS EVANS BUSINESS EDUCATION CENTRES LIMITED
Registered number: 05429410

Statement of Comprehensive Income

For the Year Ended 30 September 2017

	Note	2017 £	2016 £
Income from fixed asset investments	5	-	384,200
		<hr/>	<hr/>
Profit on ordinary activities before taxation	4	-	384,200
Tax on profit on ordinary activities	7	-	-
		<hr/>	<hr/>
Profit for the year attributable to the owners of the company		-	384,200
		<hr/>	<hr/>

There was no other comprehensive income for 2017 (2016: £nil).

The notes on pages 9 to 16 form an integral part of these financial statements.

MARCUS EVANS BUSINESS EDUCATION CENTRES LIMITED

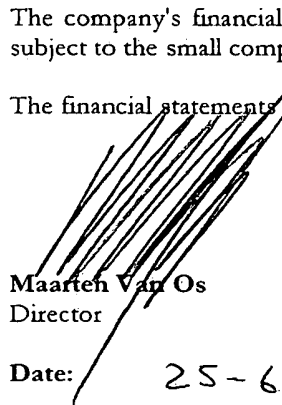
Registered number: 05429410
Statement of Financial Position

As at 30 September 2017

	Note	2017 £	2017 £	2016 £	2016 £
Fixed assets					
Investments	8		3,500,000		3,500,000
Creditors: amounts falling due within one year	9	(3,304,999)		(3,304,999)	
Net current liabilities			(3,304,999)		(3,304,999)
Net assets			195,001		195,001
Capital and reserves					
Called up share capital	10		1		1
Profit and loss account			195,000		195,000
			195,001		195,001

The company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

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


Maarten Van Os
Director

Date: 25-6-2018

The notes on pages 9 to 16 form an integral part of these financial statements.

MARCUS EVANS BUSINESS EDUCATION CENTRES LIMITED

Registered number: 05429410
Statement of Changes in Equity

For the Year Ended 30 September 2017

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 October 2015 (unaudited)	1	195,000	195,001
Comprehensive income for the year			
Profit for the year	-	384,200	384,200
Total comprehensive income for the year	-	384,200	384,200
Dividends	-	(384,200)	(384,200)
Total transactions with owners	-	(384,200)	(384,200)
At 1 October 2016	1	195,000	195,001
Comprehensive income for the year			
Profit for the year	-	-	-
Total comprehensive income for the year	-	-	-
Dividends	-	-	-
Total transactions with owners	-	-	-
At 30 September 2017	<u>1</u>	<u>195,000</u>	<u>195,001</u>

Reserves

Profit and loss account

The reserve represents cumulative profit and losses of the company.

The notes on pages 9 to 16 form an integral part of these financial statements.

MARCUS EVANS BUSINESS EDUCATION CENTRES LIMITED

Notes to the Financial Statements

For the Year Ended 30 September 2017

1. General information

Marcus Evans Business Education Centres Limited ('the company') is a private company limited by shares, registered in England and Wales. The address of its registered office and principal place of business is 101 Finsbury Pavement, London, EC2A 1RS.

The company's functional and presentational currency is the Pound Sterling, being the currency of the primary economic environment in which the company operates.

2. Accounting policies

2.1 Basis of preparation of financial statements

These financial statements have been prepared in accordance with FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' ("FRS 102") and applicable legislation, as set out in the Companies Act 2006. These financial statements have been prepared under the historical cost convention. The comparative numbers at 30 September 2015 are unaudited as the company was entitled to exemption from audit.

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to certain conditions, which have been complied with, including notification of, and no objection to, the use of exemptions by the company's shareholders. The company is included in the consolidated financial statements of its immediate parent undertaking, Marcus Evans (UK Holdings) Limited. Note 12 provides details of where those consolidated financial statements may be obtained.

In preparing the financial statements, the company has taken advantage of the exemptions from the following:

- the disclosure of key management personnel compensation, as required by paragraph 7 of Section 33 *Related Party Disclosures*;
- the presentation of a reconciliation of the number of shares outstanding at the beginning and end of the year, as required by paragraph 12 of Section 4 *Statement of Financial Position*; and
- the presentation of a statement of cash flows, as required by Section 7 *Statement of Cash Flows*.

On the basis that equivalent disclosures are given in the consolidated financial statements, the company has also taken advantage of the exemption not to provide certain disclosures as required by Section 11 *Basic Financial Instruments* and Section 12 *Other Financial Instrument Issues*.

The company is itself a subsidiary undertaking and therefore has taken an advantage of the exemption under Section 400 of the Companies Act 2006 from preparing consolidated financial statements. These financial statements therefore present information about the company as an individual undertaking only.

MARCUS EVANS BUSINESS EDUCATION CENTRES LIMITED

Notes to the Financial Statements

For the Year Ended 30 September 2017

2. Accounting policies (continued)

2.2 Going concern

The financial statements have been prepared on a going concern basis. The company has net current liabilities and is dependent upon its ultimate parent company and/or controlling shareholder for funding. The ultimate parent company and controlling shareholder have each confirmed to the director their current intention to provide funding to enable the company to meet its liabilities as they fall due for the foreseeable future. The director has therefore prepared the financial statements on a going concern basis.

Should such funding from the ultimate parent company and/or controlling shareholder not be forthcoming, the going concern basis of preparation may no longer be appropriate, and significant adjustments may be required to these financial statements.

2.3 Revenue

Dividend income

Dividend income receivable is recognised when the rights to receive the distributions have been established.

2.4 Investment in subsidiary undertakings

Investments in subsidiary undertakings are stated at cost less any provision for impairment.

2.5 Impairment of assets

At each reporting date, the company reviews the carrying value of its 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.

The recoverable amount of an asset is the higher of fair value less costs to sell and value in use. Value in use is the present value of the future cash flows expected to be derived from the asset. The present value calculation involves estimating the future cash inflows and outflows to be derived from continuing use of the asset, and from its ultimate disposal, applying an appropriate discount rate to those future cash flows.

Where the recoverable amount of an asset is less than the carrying amount, an impairment loss is recognised immediately in profit or loss. An impairment loss recognised for all assets is reversed in a subsequent year if, and only if, the reasons for the impairment loss have ceased to apply.

2.6 Taxation

The tax expense comprises current and deferred tax. Tax currently payable, relating to corporation tax, is calculated on the basis of the tax rates and laws that have been enacted or substantively enacted as at the reporting date.

MARCUS EVANS BUSINESS EDUCATION CENTRES LIMITED

Notes to the Financial Statements

For the Year Ended 30 September 2017

2. Accounting policies (continued)

Deferred tax is recognised on all timing differences that have originated but not reversed at the reporting date. Transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future give rise to a deferred tax liability or asset. Timing differences are differences between taxable profits and total comprehensive income as stated in the financial statements that arise from the inclusion of income and expenses in tax assessments in years different from those in which they are recognised in the financial statements.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted as at the reporting date, that are expected to apply to the reversal of the timing difference. The tax expense is recognised in the same component of comprehensive income or equity as the transaction, or other event, that resulted in the tax expense.

Deferred income tax assets are recognised only to the extent that, on the basis of all available evidence, it is deemed probable that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

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

2.7 Financial instruments

Financial assets and liabilities are recognised when the company becomes party to the contractual provisions of the financial instrument. The company holds only basic financial instruments, which comprise amounts payable to group undertakings. The company has chosen to apply the measurement and recognition provisions of Section 11 *Basic Financial Instruments* and Section 12 *Other Financial Instrument Issues* in full.

Financial liabilities – classified as basic financial instruments

Amounts payable to group undertakings

Amounts payable to group undertakings are initially measured at the transaction price, including any transaction costs, and are subsequently measured at amortised cost using the effective interest method.

Amounts that are payable within one year are measured at the undiscounted amount expected to be payable.

Where a financial liability constitutes a financing transaction it is initially and subsequently measured at the present value of the future payments, discounted at a market rate of interest.

MARCUS EVANS BUSINESS EDUCATION CENTRES LIMITED

Notes to the Financial Statements

For the Year Ended 30 September 2017

3. Judgments in applying accounting policies and key sources of estimation uncertainty

In applying the company's accounting policies, the directors are required to make judgements, estimates and assumptions in determining the carrying amounts of assets and liabilities. The directors' judgements, estimates and assumptions are based on the best and most reliable evidence available at the time the decisions are made, and are based on historical experience and other factors that are considered to be applicable. Due to the inherent subjectivity involved in making such judgements, estimates and assumptions, the actual results and outcomes may differ.

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

3.1 Critical judgements in applying the company's accounting policies

The critical judgements that the director has made in the process of applying the company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements are discussed below.

(i) Assessing indicators of impairment

In assessing whether there have been any indicators of impairment of assets, the director has considered both external and internal sources of information such as market conditions, counterparty credit ratings and experience of recoverability and where applicable, the ability of the asset to be operated as planned. There have been no indicators of impairments identified during the current financial year.

3.2 Key sources of estimation uncertainty

The key assumptions concerning the future, and other key 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 discussed below.

(i) Estimating value in use

Where an indication of an impairment exists the director will carry out an impairment review to determine the recoverable amount, which is the higher of fair value less cost to sell and value in use. The value in use calculation requires the director to estimate the future cash flows expected to arise from the asset or cash generating unit and a suitable discount rate in order to calculate present value.

MARCUS EVANS BUSINESS EDUCATION CENTRES LIMITED

Notes to the Financial Statements

For the Year Ended 30 September 2017

4. Profit on ordinary activities before taxation

During the year, no director received any emoluments in respect of services to the company (2016: £ nil).

The remuneration of the auditor is borne by the group company, Marcus Evans Limited, a company registered in England and Wales.

5. Income from fixed asset investments

	2017 £	2016 £
Income from fixed asset investments	-	384,200

6. Dividends

	2017 £	2016 £
Interim dividend paid £nil (2016: £384,200)	-	384,200

MARCUS EVANS BUSINESS EDUCATION CENTRES LIMITED

Notes to the Financial Statements

For the Year Ended 30 September 2017

7. Taxation

	2017 £	2016 £
Total tax	<u>-</u>	<u>-</u>

Factors affecting tax charge for the year

The tax assessed for the year is equal to (2016: lower than) the standard rate of corporation tax in the UK of 19.5% (2016: 20%). The differences are explained below:

	2017 £	2016 £
Profit on ordinary activities before tax	<u>-</u>	<u>384,200</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.5% (2016 - 20%)	-	76,840
Effects of:		
Dividends from UK companies not taxable	-	(76,840)
Total tax charge for the year	<u>-</u>	<u>-</u>

Factors that may affect future tax charges

The corporation tax rate for the year ended 30 September 2017 was 19.5%.

There was a reductions in the main corporation tax rate to 19% from 1 April 2017, and will be a further reduction to 17% from 1 April 2020.

MARCUS EVANS BUSINESS EDUCATION CENTRES LIMITED

Notes to the Financial Statements

For the Year Ended 30 September 2017

8. Fixed asset investments

<i>Cost and net book value</i>	£
At 1 October 2016 and 30 September 2017	3,500,000

Subsidiary undertaking

At the year end the company had the following subsidiary undertakings

Name	Holding	Class of shares	Country of incorporation
Linguarama International Group Limited	100%	Ordinary	England & Wales
Linguarama Limited	100%	Ordinary	England & Wales
Linguarama Holland Limited	100%	Ordinary	England & Wales

The principal activity of Linguarama Limited and Linguarama Holland Limited is the organisation of executive language training courses and the investments are held indirectly via the ownership of Linguarama International Group Limited. Linguarama International Group Limited's principal activity is as a holding company.

The registered address for each of the companies listed above is 101 Finsbury Pavement, London, EC2A 1RS.

	Aggregate of share capital and reserves £	Profit / (loss) £
Linguarama international Group Limited	419,455	-
Linguarama Limited	1,410,322	297,224
Linguarama Holland Limited	(184,792)	60,767
	<u>1,644,985</u>	<u>357,991</u>

9. Creditors: amounts falling due within one year

	2017 £	2016 £
Amounts owed to group undertakings	3,304,999	3,304,999

Amounts owed to group companies are unsecured, interest free and repayable on demand.

MARCUS EVANS BUSINESS EDUCATION CENTRES LIMITED

Notes to the Financial Statements

For the Year Ended 30 September 2017

10. Share capital Allotted, called up and fully paid

	2017 £	2016 £
1 ordinary share of £1 each	1	1

The company has one class of ordinary share; each share carries one voting right per share, but no right to fixed income.

11. Related party transactions

The company is part of an international network of companies under common control of Mr M P B Evans, organising hospitality and conference events.

The company is a wholly owned subsidiary of Marcus Evans Worldwide Holdings (IOM) Limited, and utilises the exemptions contained in Financial Reporting Standard 102 Section 33, *Related Party Disclosures*, not to disclose any transactions or balances with entities which are wholly owned members of that group.

12. Control

The company's immediate parent company at the year end is Marcus Evans (UK Holdings) Limited, a company registered in England and Wales.

The company's ultimate parent company at the year end is Marcus Evans Worldwide Holdings (IOM) Limited, a company registered in the Isle of Man.

The ultimate controlling party is Mr M P B Evans by virtue of his interest in the entire issued share capital of Marcus Evans Worldwide Holdings (IOM) Limited from that date.

The parent company of the smallest and largest group of which the company is a member and for which group accounts are prepared is Marcus Evans (UK Holdings) Limited. Copies of its consolidated accounts are available to the public and may be obtained from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ, Wales.