

OS AA01

Statement of details of parent law and other  
information for an overseas company

107146/20  
FC 027950



Companies House

☒ What this form is for  
You may use this form to  
accompany your accounts  
disclosed under parent law

☐ What this form is NOT for  
You cannot use this form for  
an alteration of manner  
with accounting requirements

MONDAY



LD2

\*L2CN0VG1\*

15/07/2013

COMPANIES HOUSE

#95

**Part 1 Corporate company name**

Corporate name of  
overseas company ①

PEARSON NETHERLANDS B V

UK establishment  
number

B R 0 1 3 6 0 7

→ Filling in this form  
Please complete in typescript or in  
bold black capitals.

All fields are mandatory unless  
specified or indicated by \*

① This is the name of the company in  
its home state

**Part 2 Statement of details of parent law and other  
information for an overseas company**

**A1 Legislation**

Please give the legislation under which the accounts have been prepared and,  
if applicable, the legislation under which the accounts have been audited

Legislation ②

ENGLAND & WALES

② This means the relevant rules or  
legislation which regulates the  
preparation and, if applicable, the  
audit of accounts

**A2 Accounting principles**

Accounts

Have the accounts been prepared in accordance with a set of generally accepted  
accounting principles?

Please tick the appropriate box

☒ No Go to Section A3

☐ Yes Please enter the name of the organisation or other  
body which issued those principles below, and then go to Section A3

③ Please insert the name of the  
appropriate accounting organisation  
or body

Name of organisation  
or body ③

**A3 Accounts**

Accounts

Have the accounts been audited? Please tick the appropriate box

☒ No Go to Section A5

☐ Yes Go to Section A4

**OS AA01**

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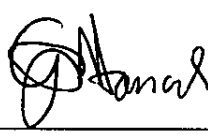
**A4****Audited accounts**

Audited accounts	Have the accounts been audited in accordance with a set of generally accepted auditing standards? Please tick the appropriate box <input type="checkbox"/> <b>No.</b> Go to <b>Part 3 'Signature'</b> <input type="checkbox"/> <b>Yes.</b> Please enter the name of the organisation or other body which issued those standards below, and then go to <b>Part 3 'Signature'</b>	<b>①</b> Please insert the name of the appropriate accounting organisation or body
Name of organisation or body <b>①</b>		

**A5****Unaudited accounts**

Unaudited accounts	Is the company required to have its accounts audited? Please tick the appropriate box <input checked="" type="checkbox"/> <b>No</b> <input type="checkbox"/> <b>Yes.</b>	
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**Part 3****Signature**

I am signing this form on behalf of the overseas company		
Signature	<div style="display: flex; align-items: center; justify-content: space-between;"><div><b>X</b> </div><div><b>X</b></div></div>	
This form may be signed by Director, Secretary, Permanent representative		

**OS.AA01**

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**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **DIANE FRIEND**Company name **PEARSON PLC**Address **80 STRAND**Post town **LONDON**

County/Region

Postcode **W C 2 R 0 R L**Country **UNITED KINGDOM**

DX

Telephone **020 7010 2000****Checklist**

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and, if appropriate, the registered number, match the information held on the public Register
- ☐ You have completed all sections of the form, if appropriate
- ☐ You have signed the form

**Important information**

Please note that all this information will appear on the public record

**Where to send**

You may return this form to any Companies House address

**England and Wales**

The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ  
DX 33050 Cardiff

**Scotland.**

The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post)

**Northern Ireland**

The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG  
DX 481 N R Belfast 1

**Further information**

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

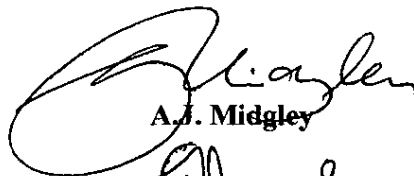
Pearson Netherlands B V  
80 Strand  
London  
WC2R 0RL

**PEARSON NETHERLANDS B.V.**

**ANNUAL ACCOUNTS**

**31 December 2012**

**Signed by the directors on:**



**A.J. Midgley**



**G.T. Hancock**



**S.K.M. Johnson**

**Adopted by the shareholder on:**

**18 June 2013**

**Registered Office:**

**80 Strand  
London  
WC2R 0RL**

**Chamber of Commerce number: 24.17 14.41  
Registered in The Netherlands**

MONDAY

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#87

**PEARSON NETHERLANDS B V.**

**Balance Sheet as at 31 December 2012**

with comparative figures as at 30 November 2011, expressed in Euro  
before proposed appropriation of the result of the year

	<b><u>31 December 2012</u></b>	<b><u>30 November 2011</u></b>
	<b>€'000</b>	<b>€'000</b>
<b>FIXED ASSETS</b>		
Financial Fixed Assets (3)	5,455,909	5,453,809
	<u>5,455,909</u>	<u>5,453,809</u>
<b>CURRENT ASSETS</b>		
Receivables from group companies	6	8,971
Bank accounts	28	28
Total current assets	<u>34</u>	<u>8,999</u>
<b>CURRENT LIABILITIES</b>		
Group and Related companies payables	(9,203)	-
Tax	(37)	(154)
Deferred income	(104,526)	(104,526)
Total current liabilities	<u>(113,766)</u>	<u>(104,680)</u>
Current Assets less Current Liabilities	<u>(113,732)</u>	<u>(95,681)</u>
<b>TOTAL ASSETS LESS NET CURRENT LIABILITIES</b>	<u><u>5,342,177</u></u>	<u><u>5,358,128</u></u>
<b>CAPITAL AND RESERVES (4)</b>		
Share capital	5,983	5,983
Share Premium	5,342,716	5,342,716
	<u>5,348,699</u>	<u>5,348,699</u>
Retained Earnings	9,429	21,467
Result for the year	394,727	580,962
Dividends	(410,678)	(593,000)
	<u>(6,522)</u>	<u>9,429</u>
<b>SHAREHOLDER'S EQUITY</b>	<u><u>5,342,177</u></u>	<u><u>5,358,128</u></u>

## **PEARSON NETHERLANDS B.V**

### **Notes to the accounts for the period ending 31 December 2012**

#### **1) Group affiliation and principal activity**

Pearson Netherlands B V ("the Company"), which was incorporated on 7 September 1988 in Rotterdam, the Netherlands, is a wholly owned subsidiary of Pearson Overseas Holdings Ltd, a UK company. Its principal activity is to act as a holding and finance company.

#### **2) Summary of significant accounting policies**

Statutory consolidated accounts are not presented as the company applies the exemption provided by Article 408, Title 9, Book 2 of the Dutch Civil Code.

##### **a) Assets and Liabilities**

Except where indicated otherwise, all assets and liabilities are stated at historical cost.

##### **b) Financial Fixed Assets**

All Financial Fixed Assets are carried at cost less provision for permanent impairment (if applicable). Where investments are acquired at fair value, this value represents the carrying value.

Subsidiaries and affiliates are carried at lower of cost less provision for permanent impairment (if applicable) and not at net equity value since the company applies the exemption provided under by Article 408, Title 9, Book 2 of the Dutch Civil Code.

##### **c) Foreign currencies**

Monetary Assets and Liabilities expressed in foreign currencies are translated into Euro at rates of exchange prevailing at the balance sheet date. Transactions in foreign currencies are converted at approximate rates in effect on the dates of the transactions. All exchange differences have been reflected in the operating result.

##### **d) Receivables**

Receivables are recognised at fair value of the consideration, usually the nominal value, less a provision for possible uncollectible accounts when considered necessary.

##### **e) Bank accounts**

Bank accounts consist of cash in hand, cash at banks and deposits with a maturity of less than twelve months.

##### **f) Deferred income**

Deferred income relates to the unrealised part of the fair market value of assets acquired on liquidation of subsidiaries. Deferred income is realised on ultimate disposal of the assets outside the Pearson Netherlands B V group.

##### **g) Profit and Loss recognition**

Dividends are recorded on dividend receivable.

Liquidation distributions are treated as dividend in kind. The valuation is based on the market value (i.e. fair value) upon receipt of the assets. Liquidation results are recorded in the profit and loss account to the extent they are considered realised, any excess is recorded as deferred income until realisation.

Interest income and expense and all other expenses are recorded on an accrual basis.

## **b) Taxation**

With effect from July 25, 2007, the Company became tax resident in the United Kingdom and the Company has recognised its current tax position based on the tax laws applicable in the United Kingdom

### **1) Deferred tax assets and liabilities**

Deferred tax assets and liabilities are recognised to provide for timing differences between the value of the assets and liabilities for financial reporting purposes and for tax purposes. The deferred tax assets and liabilities are stated based on the tax rates prevailing at year end or at the rates prevalent in the next few years, where laid down by law. Deferred tax assets, including those resulting from tax loss carry-forwards, are recognised if it is likely that profit for tax purposes will be available for loss offsetting. Deferred taxes are stated at face value.

### **3) Fixed assets**

As at 31 December 2012 the Financial Fixed Assets of Pearson Netherlands B V are

<u>Name</u>
Pearson Luxembourg Holdings No 2 Limited
Pearson Loan Finance Unlimited
Pearson Amsterdam B V
Pearson Australia Holdings Pty Ltd
Pearson Educacion de Mexico S A de C V
Pearson Kiriara KK
Pearson Education Deutschland GmbH
Pearson Education (Singapore) Pte Ltd
Addison Wesley (Singapore) Pte Ltd
Pearson Education Korea Ltd
Financial Times Electronic Publishing (Hong Kong) Ltd
Addison Wesley Longman Editoriale Spa
Pearson New Zealand Limited

All Financial Fixed Assets are 100% owned by Pearson Netherlands B V, with the exception of Pearson Educacion de Mexico S A de C V (99.99%), Pearson Loan Finance Unlimited (27%) and Addison Wesley Longman Editoriale Spa (95%).

### **4) Share capital / Share premium / Retained earnings**

Authorised share capital

The authorised share capital is stated at Euro 25,000,000 represented by 250,000 shares of Euro 100 each, of which 59,834 are issued and fully paid.

### **5) Directors**

The directors of the Company who served throughout the year were

A J Midgley  
G T Hancock  
S K M Johnson