Registered number: 06245017

KAPLAN OPEN LEARNING (ESSEX) LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024

KAPLAN OPEN LEARNING (ESSEX) LIMITED

COMPANY INFORMATION

DIRECTORS	D Jones A Thick N Pittman (appointed 15 March 2024)
COMPANY SECRETARY	A Edwards
REGISTERED NUMBER	06245017
REGISTERED OFFICE	Palace House 3 Cathedral Street London SE1 9DE
INDEPENDENT AUDITORS	Bishop Fleming LLP Chartered Accountant & Statutory Auditors 10 Temple Back Bristol BS1 6FL

CONTENTS

STRATEGIC REPORT
FOR THE YEAR ENDED 31 DECEMBER 2024

INTRODUCTION

The directors present their strategic report for Kaplan Open Learning (Essex) Limited ("the Company") for the year ended 31 December 2024 (“the financial year”).

The Company has an accounting reference date of 31 December and have previously prepared financial statements stating the date the accounts were prepared to, being within 7 days of this date. Last year, the financial statements were stated as prepared for the year ended 31 December 2023. This year, the financial statements are prepared for a 52-week period ended 28 December 2024, but the references to dates have been changed to 'year ended 31 December' and 'as at 31 December'.

PRINCIPAL ACTIVITY

The Company operates an affiliated college, in co-operation with the University of Essex, offering higher education programmes for students who wish to obtain a university degree via online study.

BUSINESS REVIEW

The Company’s results are a reflection of the mature partnership with the University of Essex operating in an increasingly competitive environment which has seen a significant number of new entrants post Covid. Revenue remained stable at £16.9m (2023: £16.7m). The cost base reflected the impact of inflation and greater spend on marketing in response to increased competition. Profit for the year was £2.3m (2023: £2.8m). The decrease in Operating Profit is due to a historic one off adjustment in relation to wider Group trading balances which had an adverse impact on administration expenses which depressed Operating Margin by £0.4m.

PRINCIPAL RISKS AND UNCERTAINTIES

The principal risks and uncertainties to the business are a significant change in the funding available for UK higher education, the general economic environment and increased competition.

The Covid pandemic led to a rise in competitors within the online distance learning market resulting in higher acquisition costs. The acceptance of online distance learning as a method of study also increased the overall size of the market which initially provided some offset to the impact of new competitors. However, the market has not grown significantly over the last year, posing continued challenges to recruitment.

Inflationary pressure on disposable income and currency devaluations in key markets has affected discretionary spending on higher education. As a result, management is offering targeted scholarships to maintain the attractiveness of programme costs.

KEY PERFORMANCE INDICATORS

The directors utilise a wide range of operational performance measures to monitor the Company's business activities. However, the operational performance measures are all specific to a particular target. The Company's directors do not believe that using further key performance indicators would be necessary or appropriate for an understanding of the development, performance or position of the business as a whole.

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

NPittman

N Pittman
Accountable Officer and Director

Date: 22 May 2025

DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2024

The directors present their report and the financial statements of the Company for the year ended 31 December 2024.

RESULTS AND DIVIDENDS

Turnover for the year amounted to £16.9m (2023: £16.7m). The profit for the financial year of £2.3m (2023: £2.8m) was taken to reserves. Net assets as at 31 December 2024 were £3.9m (2023: £8.6m).

A dividend of £7.0m was paid during the year (2023: £NIL). See note 9 for further details.

DIRECTORS

The directors, who held office during the year and up to the date of the signing of the financial statements, were as follows:

D Jones
A Thick
N Pittman (appointed 15 March 2024)

DIRECTORS' INDEMNITIES

As permitted by the Articles of Association, the directors have the benefit of an indemnity, which is a qualifying third-party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force. The Company also purchased and maintained throughout the financial year, via Graham Holdings Company, its ultimate parent company, Directors' and Officers' liability insurance in respect of itself and its directors.

EMPLOYEES' INDEMNITIES

The Company maintains liability insurance for all employees. The liability insurance was in force during the financial year and also at the date of approval of the financial statements.

FUTURE DEVELOPMENTS

The Company has continued to invest in the design and delivery of high quality online higher education which has been recognised by external quality audits and independent student satisfaction surveys during the year. The Company continues to recruit both UK and overseas students and has recently grown its provision with a range of online professional courses and further undergraduate courses and, as such, is looking forward to increased student enrolments in 2025.

It is anticipated that the continued launch of new courses and the growth of student enrolments in the UK and in emerging international markets will continue to ensure sustained profits in the future.

FINANCIAL RISK MANAGEMENT

The Company is exposed to financial risk including credit risk, liquidity risk, cash flow risk and foreign exchange risk arising from the Company's normal business activities. These risks and the Company's approach to dealing with them are discussed below.

Credit risk
Credit risk is the potential exposure of the Company to loss in the event of non-performance by a counterparty. The Company controls this risk by use of appropriate credit checks, limits and monitoring procedures.

Liquidity risk
Liquidity risk is the risk that insufficient working capital will be generated by the Company's business activities and that in this event, suitable sources of funding may not be available. The Company mitigates this risk by exercising effective credit management and, when required, receiving sufficient funding from its parent company for operations and long-term investment plans. There is no commercial borrowing.

Cash flow risk
Cash flow risk is the risk that there are insufficient funds to meet obligations as they fall due. The Company collects tuition fees in advance from the majority of its students and has access to group funds to cover short term cash requirements.

Foreign exchange risk
Foreign exchange risk is the risk that foreign assets or liabilities may be adversely affected by the change in the value of the foreign currencies. The majority of transactions are sterling denominated and the Company settles or seeks settlement of foreign currency denominated balances as quickly as possible to mitigate any exchange risk.

STATEMENT OF CORPORATE GOVERNANCE AND INTERNAL CONTROLS

Kaplan Open Learning (Essex) Limited (“the Company”) is a private limited company offering a range of undergraduate and postgraduate degrees through remote learning. The Company is fully owned by Graham Holdings, a company listed on the NYSE. The Company is on the Office for Students register under the Approved (Fee Cap) category.

The Company is focused on helping its students develop the knowledge, intellectual capacity and professional experience they need for their long-term careers. Courses are designed to be academically demanding, industry relevant, and to inspire students with a real interest in how their chosen discipline plays a role in their future in the current professional world.

The Company is part of Kaplan Open Learning Limited (“the Group”), the governance structure is in place for the Group and the governance structure for the Company is either provided through the Group or specifically at Company level.

The Group had the following governance bodies in place throughout the year:

- Management Board (Group level) ("The MB")
- Academic Board (Group level) ("The AB")
- Senior Management Team (Group level) (“The SMT”)
- Audit and Risk Committee (Group level) (“The ARC”)

These governing bodies were in place throughout 2024 and up to the date of the approval of these financial statements.

The **MB** is ultimately accountable for all the Company's activities. It oversees the work of the Company and ensures that the academic governance procedures are effectively managed. The MB ensures that the Company's mission reflects the needs and interests of stakeholders and is aligned to its financial plan. The MB is also the principal financial and business authority of the Company, with responsibility to endorse the annual budget and financial statements. The MB met on 4 occasions during the financial year ending 31 December 2024.

The MB develops and implements the strategic plan for the Company. Its responsibilities include leadership, strategic planning and management, risk management, financial planning, resource planning and management, managing stakeholder relationships (including industry partners) and legal obligations.

Under delegation from the MB, the Senior Management Team ("the SMT") develop and implement the strategic plan for the Company. Its responsibilities also include leadership, operational planning and management, risk management, financial planning, resource planning and management, managing stakeholder relationships (including industry partners) and legal obligations.

The **AB** has oversight of academic management, maintenance and enhancement of academic quality and standards, provision of appropriate learning opportunities for students and the encouragement of a thriving community of scholarship, professionalism and research.

The **ARC** is chaired by an independent external member, and its membership is external. The ARC examines risk management, and the control environment and governance under delegation from the MB, and provides the MB with assurance for these areas through its activity in the year, which it summarises in an annual report to the MB. The ARC is supported in its work by an internal audit function. As part of its role, the ARC also ensures the probity of the financial statements and considers the economy, efficiency and effectiveness of the Company's activities.

The Company is committed to operating in a transparent manner. Its accounts are publicly available from Companies House and are published on its website.

Appointment of Management Board

The MB members include senior management of the Company and wider Kaplan organisations, with one independent external member being appointed to the role of non-executive director. This external member has significant experience in the Higher Education sector.

Principal and Accountable Officer

Nicola Pittman holds the office of Managing Director for the Company. She is responsible for the overall management, direction and organisation of the Company. The Managing Director is the designated Accountable Officer, as defined by the Office for Students. The Managing Director is a member of the MB and the SMT.

Statement of Management Board's responsibilities

The MB had the following responsibilities during the year:

- Approval of the strategic goals and strategy of the Company, its long term academic and business plans and key performance indicators (KPIs).
- Ensuring that processes are in place to monitor and evaluate the performance of the Company against KPIs.
- Ensuring that there is an effective framework in place to monitor and manage academic quality and standards, student outcomes and compliance with the Office for Students Conditions of Registration.
- Holding to account the Managing Director of the Company .
- Approval of major corporate actions (e.g. new partners, acquisitions, disposals)
- Ensuring effective mechanisms are in place to maintain oversight of compliance with Statutory Data Return requirements (e.g. Student Return, Annual Financial Return)
- Ensuring effective mechanisms are in place to manage student complaints, and student code of conduct cases,
- Confirmation of authorities delegated to other Company Governance bodies
- Nomination/dismissal of the Managing Director.
- Ensuring systems are in place for meeting the Company's legal obligations, including to ensure accountability for safeguarding and Prevent Duty compliance, health, safety and security and for equality, diversity and inclusion.

Statement of Internal Control

The MB is responsible for the Company's internal controls and for reviewing the effectiveness of these controls, supported by the ARC.

The Company's system of internal control is an ongoing process designed to manage rather than eliminate the risk of failure to achieve its strategic aims and objectives. It seeks to identify the main risks to the achievement of the Company's strategic aims and objectives, and to evaluate and manage those risks effectively. This system was in place for the financial year ending 31 December 2024 and up to the date of approval of the financial statements. There are no significant internal control weaknesses or failures to report.

The following provides a summary of arrangements in place:

- The MB meets up to 4 times per annum to consider the mission and strategic plan of the Company and to monitor performance against those plans;
- The MB has responsibility for strategic planning and management, risk management, financial planning, resource planning and management, managing stakeholder relationships (including its university partners) and legal obligations;
- The Company has a risk register which is reviewed regularly, through which the MB is able to evaluate the likelihood and impact of risks becoming a reality. The risk register covers business, operational and compliance risk as well as financial risk;
- The MB has responsibility for endorsing the Company's budget and ensures regularity and propriety through regular scrutiny;
- The MB receives regular reports on performance and areas of risk, including progress reports on key projects and action plans.

OFS REPORTING

The Directors confirm that whilst the primary purpose of reporting is to meet the requirements of the Companies Act, the financial statements have been prepared in accordance with the requirements of Regulatory Advice 9 (Ref: OFS2018.26). The Directors also confirm that the person nominated to the OFS as the Accountable Officer is Nicola Pittman.

GOING CONCERN

The financial statements disclose all matters of which management is aware that are relevant to the ability of the Company and its subsidiary to continue as a going concern, including all significant conditions and events, mitigating factors and plans of the company. The Company also has the intent and ability to take actions necessary to continue as a going concern, and has obtained a letter of support from Graham Holdings Company (the ultimate parent company) which provides support for meeting its liabilities as and when they fall due, but only to the extent that money is not otherwise available to meet such liabilities. This support will take the form of cash injection or parent company guarantees where appropriate and the support has been provided for a minimum period of 12 months from the date of signing of the financial statements.

POST BALANCE SHEET EVENTS

There have been no significant events affecting the Company since the year end.

DISCLOSURE OF INFORMATION TO AUDITORS

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 auditors are unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

RE-APPOINTMENT OF AUDITORS

The auditors, Bishop Fleming LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

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

NPittman

N Pittman
Accountable Officer and Director

Date: 22 May 2025

Palace House
3 Cathedral Street
London
SE1 9DE

DIRECTORS' RESPONSIBILITIES STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2024

The directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements of the Company in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements of the Company for each financial year. Under that law the directors have elected to prepare the financial statements of the Company in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 ‘The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements of the Company 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 these financial statements of the Company, the directors are 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF KAPLAN OPEN LEARNING (ESSEX) LIMITED

OPINION

We have audited the financial statements of Kaplan Open Learning (Essex) Limited (the 'Company') for the year ended 31 December 2024, which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Cash Flows, the Analysis of Net Debt, the Statement of Changes in Equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 ‘The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2024 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.

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 Auditors' 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 United Kingdom, including the Financial Reporting Council'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

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

OTHER INFORMATION

The other information comprises the information included in the Annual Report other than the financial statements and our Auditors' Report thereon. The directors are responsible for the other information contained within the Annual Report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

OPINION 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

OPINION ON OTHER MATTERS PRESCRIBED BY THE OFFICE FOR STUDENTS' ACCOUNTS DIRECTION (OFS 2019.41)

In our opinion, in all material respects:

- funds from whatever source administered by the company for the specific purposes have been applied to those purposes and managed in accordance with the relevant legislation.

Under the Office for Students' Accounts Direction, we are required to report to you if we have anything to report in respect of the following matters:

- The grant and fee income, as disclosed in note 4 to the financial statements, has been materially misstated.

We have no matters to report arising from this responsibility.

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 or the Directors' Report.

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

- adequate accounting records have not been kept, 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.

RESPONSIBILITIES OF DIRECTORS

As explained more fully in the Directors' Responsibilities Statement set out on page 7, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

AUDITORS' 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 Auditors' 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, we considered the following:

- the nature of the industry and sector, control environment and business performance;
- results of our enquiries of management and the board about their own identification and assessment of the risks of irregularities;
- any matters we identified having obtained and reviewed the company's documentation of their policies and procedures relating to;
    - identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance;
    - detecting and responding to the risks of fraud and whether they have knowledge of any actual suspected or alleged fraud;
    - the internal controls established to mitigate risks of fraud or non-compliance with laws and regulations; and
- the matters discussed among the audit engagement team regarding how and where fraud might occur in the financial statements and any potential indicators of fraud.

As a result of these procedures, we considered the opportunities and incentives that may exist within the organisation for fraud, which included incorrect recognition of revenue and management override of controls using manual journal entries, and these were identified as the greatest potential area of fraud.

In common with all audits unders ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override.

We also obtained an understanding of the legal and regulatory framework that the company operates in, focusing on provisions of those laws and regulations that had a direct effect on the determination of material amounts and disclosures in the financial statements. The key laws and regulations we considered in this context included the UK Companies Act and tax legislation.

In addition, we considered provisions of other laws and regulations that do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty. These included compliance with the requirements of the Office for Students (OfS); Health and Safety regulations; UK Visa Immigration, Safeguarding and GDPR; Company law; and tax and employment legislation.

Our procedures to respond to risks identified included the following:

- reviewing the financial statement disclosures and testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- reviewing the financial statement disclosures and testing to supporting documentation to assess the recognition of revenue;

- enquiring of management and those charged with governance concerning actual and potential litigation and claims;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material mistatement due to fraud;
- reading minutes of meetings of those charged with governance; and
- in addressing the risk of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; and assessing whether the judgements made in making accounting estimates are indicative of a potential bias.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from an error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we would become aware of it.

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 Auditors' 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 Auditors' 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.

Craig Sullivan FCCA (Senior Statutory Auditor)
for and on behalf of
Bishop Fleming LLP
Chartered Accountants
Statutory Auditors
10 Temple Back
Bristol
BS1 6FL
Date: 23 May 2025

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2024

	Note	**2024 £000**	2023 £000
Turnover	4	**16,912**	16,650
Cost of sales		**(5,724)**	(5,483)
GROSS PROFIT		**11,188**	11,167
Administrative expenses		**(8,130)**	(7,258)
OPERATING PROFIT	5	**3,058**	3,909
Tax on profit	8	**(746)**	(1,095)
PROFIT FOR THE FINANCIAL YEAR		**2,312**	2,814

There was no other comprehensive income for 2024 (2023:£NIL).

The notes on pages 17 to 29 form part of these financial statements.

KAPLAN OPEN LEARNING (ESSEX) LIMITED
REGISTERED NUMBER:06245017

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2024

	Note		2024 £000		2023 £000
FIXED ASSETS					
Tangible assets	10		**41**		145
			41		145
CURRENT ASSETS					
Debtors: amounts falling due within one year	11	**14,058**		28,689	
Cash at bank and in hand	12	**1,064**		1,146	
		15,122		29,835	
Creditors: amounts falling due within one year	13	**(11,231)**		(21,360)	
NET CURRENT ASSETS			**3,891**		8,475
TOTAL ASSETS LESS CURRENT LIABILITIES			**3,932**		8,620
NET ASSETS			**3,932**		8,620
CAPITAL AND RESERVES					
Called up share capital	15		**-**		-
Profit and loss account			**3,932**		8,620
			3,932		8,620

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

N Pittman
Accountable Officer and Director

A Thick
Director

Date: 22 May 2025

The notes on pages 17 to 29 form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2024

	Called up share capital	Profit and loss account	Total equity
	£000	£000	£000
At 1 January 2024	-	8,620	8,620
COMPREHENSIVE INCOME FOR THE YEAR			
Profit for the year	-	2,312	2,312
CONTRIBUTIONS BY AND DISTRIBUTIONS TO OWNERS			
Dividends: Equity capital	-	(7,000)	(7,000)
AT 31 DECEMBER 2024	-	3,932	3,932

The notes on pages 17 to 29 form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2023

	Called up share capital	Profit and loss account	Total equity
	£000	£000	£000
At 1 January 2023	-	5,806	5,806
COMPREHENSIVE INCOME FOR THE YEAR			
Profit for the year	-	2,814	2,814
AT 31 DECEMBER 2023	-	8,620	8,620

The notes on pages 17 to 29 form part of these financial statements.

STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2024

	2024 £000	2023 £000
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit for the financial year	**2,312**	2,814
ADJUSTMENTS FOR:		
Depreciation of tangible assets	**40**	94
Taxation charge	**746**	1,095
Decrease/(increase) in debtors	**14,608**	(4,365)
(Decrease)/increase in creditors	**(9,982)**	1,575
Corporation tax (paid)	**(870)**	(885)
NET CASH GENERATED FROM OPERATING ACTIVITIES	**6,854**	328
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of tangible fixed assets	**(25)**	(86)
Sale of tangible fixed assets	**89**	-
NET CASH FROM INVESTING ACTIVITIES	**64**	(86)
CASH FLOWS FROM FINANCING ACTIVITIES		
Dividends paid	**(7,000)**	-
NET CASH USED IN FINANCING ACTIVITIES	**(7,000)**	-
(DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	**(82)**	242
Cash and cash equivalents at beginning of year	**1,146**	904
CASH AND CASH EQUIVALENTS AT THE END OF YEAR	**1,064**	1,146
CASH AND CASH EQUIVALENTS AT THE END OF YEAR COMPRISE:		
Cash at bank and in hand	**1,064**	1,146
	1,064	1,146

The notes on pages 17 to 29 form part of these financial statements.

ANALYSIS OF NET DEBT
FOR THE YEAR ENDED 31 DECEMBER 2024

	At 1 January 2023 £000	Cash flows £000	At 31 December 2024 £000
Cash at bank and in hand	**1,146**	**(82)**	**1,064**
	1,146	**(82)**	**1,064**

The notes on pages 17 to 29 form part of these financial statements.

1. GENERAL INFORMATION

The Company operates an affiliated college, in co-operation with the University of Essex, offering online higher education programmes for students who wish to obtain a university degree via online study.

The Company is a private company limited by shares and is incorporated in England. The address of its registered office is Palace House, 3 Cathedral Street, London, SE1 9DE, United Kingdom.

2. ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared in accordance with the United Kingdom Accounting Standards, including Financial Reporting Standard 102, "the Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland" (FRS 102) and the Companies Act 2006. The financial statements conform to guidance published by the Office for Students (OFS) in the Regulatory Advice 9: Accounts Direction (OFS 2019.41).

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 FINANCIAL REPORTING STANDARD 102 - REDUCED DISCLOSURE EXEMPTIONS

The Company has taken advantage of the following disclosures exemptions as part of a wholly owned Group:

- Non-disclosure of transactions or balances with entities that are part of the group or investments of the group qualifying as related parties where 100% of the Company's voting rights are controlled within the group. This is a requirement under FRS 102.33.1A;
- Non-disclosure of the reconciliation of the number of shares outstanding at the beginning and end of the period as required by paragraph 4.12 (a)(iv) of FRS 102;
- Non-disclosure of the company key management personnel compensation, as required by FRS 102 paragraph 33.7;
- The requirement to present disclosures relating to financial instruments as required by sections 11 and 12 of FRS 102.

2.3 GOING CONCERN

The financial statements disclose all matters of which management is aware that are relevant to the ability of the Company to continue as a going concern, including all significant conditions and events, mitigating factors and plans of the company. The Company also has the intent and ability to take actions necessary to continue as a going concern, and has obtained a letter of support for meeting its liabilities as and when they fall due, but only to the extent that money is not otherwise available to meet such liabilities. This support will take the form of cash injection or parent company guarantees where appropriate and the support has been provided for a minimum period of 12 months from the date of signing of the financial statements.

2. ACCOUNTING POLICIES (continued)

2.4 FOREIGN CURRENCY TRANSLATION

Functional and presentation currency

The Company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Comprehensive Income except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of Comprehensive Income within 'finance income or costs'. All other foreign exchange gains and losses are presented in the Statement of Comprehensive Income within 'other operating income'.

2.5 REVENUE

Turnover is recognised to the extent that it is possible that the economic benefits will flow to the Company and the turnover can be reliably measured. Turnover is measured as the fair value of the consideration received or receivable net of discounts and excluding value added tax.

Turnover is recognised based on the average duration of study of the course, between 8 to 48 months. The release of deferred revenue is estimated by management at each reporting date on an individual student basis. Management considers the length of the course, the average time it takes to complete the course, adjusted by the speed of study for each individual student. The Company temporarily suspends recognition of turnover for students who pause their studies.

Any receipts in advance of a course starting date are held on the Statement of Financial Position as deferred income. Where tuition has been provided to students but invoices are yet to be raised, such amounts are recognised as accrued income.

Grant funding is recognised within revenue over the period in which the Group recognises related costs.

2.6 OPERATING LEASES: THE COMPANY AS LESSEE

Rentals paid under operating leases are charged to the Statement of Comprehensive Income on a straight-line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight-line basis over the lease term, unless another systematic basis is representative of the time pattern of the lessee's benefit from the use of the leased asset.

2. ACCOUNTING POLICIES (continued)

2.7 PENSIONS

DEFINED CONTRIBUTION PENSION PLAN

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in the Statement of Comprehensive Income when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of Financial Position. The assets of the plan are held separately from the Company in independently administered funds.

2.8 CURRENT AND DEFERRED TAXATION

Tax expense for the year comprises current and deferred tax recognised in the financial year. Tax is recognised in the profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current tax is the amount of income tax payable or receivable in respect of the taxable profit or loss for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the year end.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax arises from timing differences between the taxable profits/losses and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements.

Deferred tax is recognised on all timing differences at the reporting date. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and are expected to apply to the reversal of the timing difference.

2.9 TANGIBLE FIXED ASSETS

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

The Company adds to the carrying amount of an item of fixed assets the cost of replacing part of such an item when that cost is incurred, if the replacement part is expected to provide incremental future benefits to the Company. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to profit or loss during the period in which they are incurred.

2. ACCOUNTING POLICIES (continued)

2.9 TANGIBLE FIXED ASSETS (CONTINUED)

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Computer equipment and software	- 3 years

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of Comprehensive Income.

At each reporting date, the Company assesses whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is determined which is the higher of its fair value less cost to sell and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount. A review is carried out annually by the directors to assess if any indications of impairment exist.

2.10 DEBTORS

Short-term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.11 CASH AND CASH EQUIVALENTS

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.12 CREDITORS

Short-term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2. ACCOUNTING POLICIES (continued)

2.13 FINANCIAL INSTRUMENTS

Financial instruments are recognised in the Company's Statement of Financial Position 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.

Basic financial assets

Basic financial assets, which include trade and other debtors, cash and bank balances, are initially measured at their transaction price (adjusted for transaction costs except in the initial measurement of financial assets that are subsequently measured at fair value through profit and loss) and are subsequently carried at their amortised cost using the effective interest method, less any provision for impairment, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Discounting is omitted where the effect of discounting is immaterial. The Company's cash and cash equivalents, trade and most other debtors due with the operating cycle fall into this category of financial instruments.

Impairment of financial assets

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

Financial assets are impaired when events, subsequent to their initial recognition, indicate the estimated future cash flows derived from the financial asset(s) have been adversely impacted. The impairment loss will be the difference between the current carrying amount and the present value of the future cash flows at the asset(s) original effective interest rate.

If there is a favourable change in relation to the events surrounding the impairment loss then the impairment can be reviewed for possible reversal. The reversal will not cause the current carrying amount to exceed the original carrying amount had the impairment not been recognised. The impairment reversal is recognised in the profit or loss.

Financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after the deduction of all its liabilities.

Basic financial liabilities, which include trade and other creditors, bank loans and other loans are initially measured at their transaction price (adjusting for transaction costs except in the initial measurement of financial liabilities that are subsequently measured at fair value through profit and loss). When this constitutes a financing transaction, whereby the debt instrument is measured at the present value of the future payments discounted at a market rate of interest, discounting is omitted where the effect of discounting is immaterial.

Debt instruments are subsequently carried at their amortised cost using the effective interest rate method.

Trade creditors are obligations to pay for goods and services that have been acquired in the ordinary course of business from suppliers. Trade creditors are classified as current liabilities if the payment is

2. ACCOUNTING POLICIES (continued)

2.13 FINANCIAL INSTRUMENTS (CONTINUED)

due within one year. If not, they represent non-current liabilities. Trade creditors are initially recognised at their transaction price and subsequently are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial.

2.14 DIVIDENDS

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

3. JUDGEMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION UNCERTAINTY

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are set out below.

Allowance for doubtful short-term debtor balances is accounted for based on whether the amounts owed in relation to students are at risk of non-payment. The review of doubtful debt is conducted during the year and at year-end. Allowance for doubtful debtor balances are based on historic trends as well as specific cases.

The release of deferred revenue is estimated by management at each reporting date on an individual student basis. Management considers the length of the course, the average time it takes to complete the course, adjusted by the speed of study for each individual student.

4. TURNOVER

Turnover relates solely to the principal activity of the Company which is considered to be one class of business and relates to services delivered from the UK.

The following table shows the sources of turnover:

	2024 **£000**	2023 £000
Fee income for taught awards (exclusive of VAT)	**16,412**	15,802
Grant income from the OfS	**500**	848
	16,912	16,650

5. OPERATING PROFIT

The operating profit is stated after charging/(crediting):

	2024 £000	2023 £000
Staff costs (note 6)	**4,600**	4,035
Exchange differences	**(24)**	67
Depreciation (note 10)	**40**	94
Other operating leases	**105**	66
Fees payable to the Company's auditors for the audit of the financial statements	**23**	27

6. EMPLOYEES

Staff costs were as follows:

	2024 £000	2023 £000
Wages and salaries	**4,043**	3,535
Social security costs	**408**	370
Cost of defined contribution scheme	**149**	130
	4,600	4,035

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

	2024 No.	2023 No.
Programme management & student services	**23**	24
Administration	**96**	93
	119	117

6. EMPLOYEES (CONTINUED)

The number of persons employed by the Company (including directors) during the year, analysed by the following pay bands, was as follows:

	2024	2023
£150,000 to £154,999	-	1
£155,000 to 159,999	-	-
£160,000 to 164,999	**1**	-

The Company is registered with the Office for Students. As part of its ongoing requirements of registration, the following disclosures are required in respect of the head of provider.

The head of provider's remuneration package is based on a number of factors. As well as having executive responsibilities over the online partnership with an established UK University, the head of provider plays a key role in working closely with regulatory bodies and industry leaders, helping to shape the future of Higher Education in the UK and beyond for all students. The remuneration includes compensation typical of that for an equivalent senior role in the private sector in which Kaplan Open Learning (Essex) Limited operates. The wider Group operates a remuneration committee which reviews and approves compensation levels for senior members of staff, including the head of provider. The head of provider's remuneration package consists of basic salary of £162.5k (2023: £154.5k), bonus of £90k (2023: £117k), and pension of £8.1k (2023: £7.7k).

The head of provider's basic salary is 4.9 (2023: 4.2) times the mean pay of staff, where the mean pay is calculated on an absolute headcount basis for the salaries paid by the Company to its staff. The head of provider's total remuneration is 8.1 (2023: 7.3) times the mean total remuneration of staff, where the mean total remuneration is calculated on an absolute basis for the total remuneration by the Company to its staff. It is not possible for the Company to report on median pay basis by reference to full time pay as the Company does not record information at this level of detail.

The total amount of compensation paid for loss of office was as follows:

	2024	2023
	£000	£000
Total amount paid across the Company for loss of office	**7**	2
No. of employees to which this note relates	**2**	2

None of the amounts paid in respect of compensation of loss of office relate to the head of provider.

The head of provider's remuneration, disclosed above, includes the remuneration for their role as director in Kaplan Open Learning Limited, the immediate parent undertaking, and Kaplan Open Learning (Liverpool) Limited, a fellow subsidiary undertaking. It is not possible to make an appropriate apportionment for the element relating to Kaplan Open Learning (Essex) Limited.

7. DIRECTORS' REMUNERATION

Kaplan Open Learning Limited, the immediate parent undertaking, bears the costs of remuneration for one director (2023: Nil). Kaplan International Colleges U.K. Limited, a fellow subsidiary undertaking, bears the cost of remuneration for one director (2023: one). Aspect Education Limited, a fellow subsidiary undertaking, also bears the cost of remuneration for one director (2023: one). Details of their remuneration can be found in those companies' consolidated financial statements. It is not possible to make an appropriate apportionment for the element of remuneration which relates to the Company.

8. TAXATION

	2024 £000	2023 £000
CORPORATION TAX		
Group taxation relief	**849**	1,098
Adjustments in respect of previous periods	**(127)**	-
	722	1,098
TOTAL CURRENT TAX	**722**	1,098
DEFERRED TAX		
Origination and reversal of timing differences	**25**	(3)
Adjustments in respect of prior periods	**(1)**	-
TOTAL DEFERRED TAX	**24**	(3)
TAX ON PROFIT	**746**	1,095

8. TAXATION (CONTINUED)

FACTORS AFFECTING TAX CHARGE FOR THE YEAR

The tax assessed for the year is lower than (2023: higher than) the standard rate of corporation tax in the UK of 25% (2023: 23.52%). The differences are explained below:

	2024 £000	2023 £000
Profit on ordinary activities before tax	**3,058**	3,909
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 25% (2023: 23.52%)	**765**	919
EFFECTS OF:		
Fixed asset differences	**-**	(1)
Income not taxable for tax purposes	**-**	(18)
Other tax adjustments, reliefs and transfers	**9**	-
Net payment/(receipt) for group relief	**-**	131
Expenses not deductible for tax purposes	**100**	-
Adjustments to tax charge in respect of prior periods	**(127)**	99
Adjustment to tax charge in respect of prior periods - deferred tax	**(1)**	(37)
Remeasurement of deferred tax for changes in tax rates	**-**	2
TOTAL TAX CHARGE FOR THE YEAR	**746**	1,095

FACTORS THAT MAY AFFECT FUTURE TAX CHARGES

There were no factors that may affect future tax charges.

9. DIVIDENDS

	2024 £000	2023 £000
Dividends Paid	**7,000**	-
	7,000	-

10. TANGIBLE FIXED ASSETS

	Computer equipment and software £000
COST	
At 1 January 2024	**549**
Additions	**25**
Transfers intra group	**(343)**
At 31 December 2024	**231**
DEPRECIATION	
At 1 January 2024	**404**
Charge for the year on owned assets	**40**
Transfers intra group	**(254)**
At 31 December 2024	**190**
NET BOOK VALUE	
At 31 December 2024	**41**
At 31 December 2023	145

11. DEBTORS

	2024 £000	2023 £000
Trade debtors	**1,326**	1,113
Amounts owed by group undertakings	**11,299**	26,791
Other debtors	**-**	4
Prepayments and accrued income	**1,421**	745
Deferred taxation (note 12)	**12**	36
	14,058	28,689

Amounts owed by group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

Trade debtors are stated after provisions for impairment of £341k (2023: £626k).

12. CASH AND CASH EQUIVALENTS

	2024 £000	2023 £000
Cash at bank and in hand	**1,064**	1,146
	1,064	1,146

13. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2024 £000	2023 £000
Amounts owed to group undertakings	**1,178**	10,353
Corporation tax	**850**	998
Other taxation and social security	**61**	21
Other creditors	**109**	143
Accruals	**2,182**	2,819
Deferred income	**6,851**	7,026
	11,231	21,360

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

14. DEFERRED TAXATION

	2024 £000
At beginning of year	**36**
Charged to profit or loss	**(24)**
AT END OF YEAR	**12**

The deferred tax asset is made up as follows:

	2024 £000	2023 £000
Fixed asset timing differences	**6**	15
Short term timing difference	**6**	21
	12	36

15. SHARE CAPITAL

	2024 £000	2023 £000
ALLOTTED, CALLED UP AND FULLY PAID		
1 (2023: 1) Ordinary share of £1.00	**-**	-

The is a single class of ordinary share. There are no restrictions on the distribution of dividends and the repayment of capital.

16. PENSION COMMITMENTS

The Company contributes to the group personal plan administered by Aviva Insurance. The pension charge for the year amounted to £149k (2023: £130k). NIL contributions were outstanding at the end of the year (2023: £NIL).

17. COMMITMENTS UNDER OPERATING LEASES

At 31 December 2024 the Company had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	2024 £000	2023 £000
Not later than 1 year	**24**	74
Later than 1 year and not later than 5 years	**-**	32
	24	106

18. RELATED PARTY TRANSACTIONS

The Company has taken advantage of the FRS102, Section 33, exemption not to disclose related party transactions with wholly owned subsidiaries within the group as consolidated financial statements are publicly available.

19. CONTROLLING PARTY

Throughout the year the Company was a wholly owned subsidiary of the immediate parent undertaking company Kaplan Open Learning Limited. The results of the Company are consolidated by its immediate parent company, copies of its consolidated financial statements can be found at Companies House website. Its registered address is Palace House, 3 Cathedral Street, London, SE1 9DE. The ultimate controlling party is Graham Holdings, which is incorporated in the USA, details of which can be found on the Graham Holdings company website (www.ghco.com). Its registered address is 1300 North 17th Street, Suite1700, Arlington V A 22209, United Sates.