REGISTERED NUMBER: 06009965 (England and Wales)

Annual Report and

Consolidated Financial Statements for the Year Ended 30 June 2024

for

Navitas UK Holdings Limited

Navitas UK Holdings Limited

Contents of the Consolidated Financial Statements
for the Year Ended 30 June 2024

Navitas UK Holdings Limited

Company Information
For the Year Ended 30 June 2024

DIRECTORS:	P D Lovegrove R H Wilkinson C G Wood H E Higson
SECRETARY:	Pennsec Limited
REGISTERED OFFICE:	The Lambourn Wyndyke Furlong Abingdon OX14 1UJ
REGISTERED NUMBER:	06009965 (England and Wales)
AUDITORS:	Deloitte LLP Statutory Auditor Abbots House Abbey Street Reading Berkshire RG1 3BD

Strategic Report
For the Year Ended 30 June 2024

The Directors present their strategic report of Navitas UK Holdings UK Limited ('the Company') and its subsidiaries, together 'the Group' for the year ended 30 June 2024. The company is domiciled in the United Kingdom with its registered address at The Lambourn, Wyndyke Furlong, Abingdon, OX14 1UJ.

The statutory reporting includes twelve months of trading for the year ended 30 June 2024 and comparative year ended 30 June 2023.

PRINCIPAL ACTIVITIES AND FUTURE DEVELOPMENTS

The principal activities of Navitas UK Holdings Limited (Group) during the year were that of providing educational and training services through classroom and online courses in the United Kingdom. The directors do not currently anticipate any change in the Group's business or activities for the foreseeable future.

RESULTS AND DIVIDENDS

The trading results for the year ended 30 June 2024 and the financial position at the end of the year are shown in the attached financial statements. No dividends were paid (2023: £nil). The directors do not recommend payment of a final dividend during the year and up to the date of this report (2023: £nil).

KEY PERFORMANCE INDICATORS AND STRATEGIC REVIEW OF BUSINESS

The Group delivers Higher Education and Pathway programmes, including undergraduate Foundation, International first year, Pre-Masters and Masters programmes, in partnership with universities in the UK. These programmes are delivered to domestic and international students and provide trusted progression routes to undergraduate and postgraduate study at those universities.

The consolidated results for the year and financial position of the Group are shown in the financial statements on pages 14 - 22. Overall student numbers declined by 16% from 10,869 to 9,153 driven by changes in UK visa conditions for dependants and other market conditions affecting international students' recruitment. Revenue decreased from £71.3 million to £57.2 million in line with student volumes and reduced service charge earned. The Group's profit declined by 16% from £13.2 million in June 2023 to £10.5m in June 2024. The reduction in profit is driven by a number of factors including the reduction in revenue flowing through to profit as well as an increased tax charge. The Group reported £1.6m net assets (2023: net liabilities of £8.9m) due to the profitability of the Group.

Navitas UK Holdings Limited, a regulated group, ensures compliance with Office for Students requirements. The organization is dedicated to meeting its regulatory obligations. Our colleges are led by qualified personnel and supported by centralized compliance team.

The Group did not receive grant income from the Office for Students (OfS) or other bodies for the year ending 30 June 2024 (2023: nil). The Group did not have access and participation plan approved by the OfS director for the year ending 30 June 2024 (2023: nil).

Going forward, the directors expect the Group to continue trading as normal (primarily face to face teaching with some online optionality where appropriate) and remain profitable in the next 12 months.

The key performance indicators have been identified as student volumes, turnover, gross margin and regulatory compliance. Turnover and gross margin are discussed in the strategic review above.

Regulatory compliance
A key metric of the Group performance is holding the appropriate regulatory certification and approvals required to deliver its education courses and generate turnover. As at the date of this report the Group continues to meet the ongoing requirements for compliance with the relevant regulatory bodies.

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES
The Group's activities expose it to a number of financial risks including credit risk, cash flow risk and liquidity risk. The Group does not use derivative financial instruments for speculative purposes.

Cash flow risk
The Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates. Interest bearing assets and liabilities are held at fixed rates to ensure certainty of cash flows.

Credit risk
The Group's principal financial assets are bank balances and cash, trade and other receivables, and investments.

The Group's credit risk is primarily attributable to its trade receivables. The amounts presented in the Balance Sheet are shown net of allowances for doubtful receivables. An allowance for impairment is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows.

The credit risk on liquid funds is limited because the counterparties are banks with high credit-ratings assigned by international credit- rating agencies.

The Group has no significant concentration of credit risk, with its exposure spread over a large number of counterparties and customers.

Liquidity risk
In order to maintain liquidity to ensure that sufficient funds are available for ongoing operations and future developments, the Group uses short-term debt finance.

SECTION 172(1) STATEMENT
The board of directors of Navitas UK Holdings Limited consider, both individually and together, that they have acted in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole (having regard to the stakeholders and matters set out in s172(1)(a-f) of the Act) in the decisions taken during the year ended 30 June 2024. In particular, by reference to the approval of our business plan ('our plan') for the period of 2024-28, supported by the board assurance statement accompanying our plan:

- Our plan was designed to have a long-term beneficial impact on the Group and to contribute to its success in creating life-changing opportunities for learners to realise their education and career ambitions. We have trusted partnerships with leading universities in the United Kingdom, Germany, France and the Netherlands, supporting their strategic goals and international ambitions with our global resources, experience, and capabilities. Our success is underpinned by the unparalleled international network, commitment to student experiences and outcomes. We work at the forefront of new learning models and understand what our partners and learners need to succeed both now and in the future.

- Our employees are fundamental to the delivery of our plan. Whether they are teachers; at the forefront of learning and teaching practices or in an enabling role, they help learners to become study-ready, work-ready, and world-ready. We are committed to promoting wellness throughout the organisation and ensuring the health and safety of everyone who works for us. Navitas aims to be a responsible employer in our approach to the pay and benefits our employees receive.

- Our duty, in accordance with the Office for Students, is to ensure that all students from all backgrounds, with the ability and desire to undertake higher education, are supported, receive a high quality academic experience and their interests are protected. All students receive value for money and can progress into employment, further study and their qualifications hold their value over time.

- As the Board of Directors, it is our intention to behave responsibly and ensure that management operate the business in a responsible manner, operating within the high standards of business conduct and good governance expected for a business such as ours and in doing so, will contribute to the delivery of our plan.

- As the Board of Directors, it is our intention to behave responsibly toward our shareholders and treat them fairly and equally, so that they too may benefit from the successful delivery of our plan.

- We aim to act responsibly and fairly in how we engage with our agents and suppliers and co-operate with our regulators; all of whom are integral to the successful delivery of our plan.

The directors do not consider there to be any further matters of strategic importance or otherwise required by regulations to be disclosed in this strategic report.

Navitas UK Holdings Limited (Registered number: 06009965)

Strategic Report
For the Year Ended 30 June 2024

GREENHOUSE GAS EMMISSIONS, ENERGY CONSUMPTION AND ENERGY EFFICIENCY ACTION

The Company has provided Scope 1(i), Scope 2(ii) and Scope 3(iii) relating to its Abingdon location, the company purchases and can identify energy/consumption use. All subsidiaries of the Group occupy premises within our partner buildings and do not purchase energy/waste disposal therefore there is no method of being able to reliably assess the energy/waste usage. We have reported on all sources of GHG emissions and energy usage as required under The Large and Medium Sized Companies and Groups (Accounts and Reports) Regulations 2008 as amended accordingly.

GHG emissions and energy usage data

	Year ended 30.06.2024	Year ended 30.06.2023
Emissions from combustion of gas (Scope 1 - tonnes of CO2e)	8.00	10.73
Emissions from electricity purchased for own use (Scope 2 - tonnes of CO2e)	0.98	1.60
Emissions from waste (Scope 3 - tonnes of CO2e)	-	-
Emissions from water supply (Scope 3 - tonnes of CO2e)	11.51	5.12
Emissions from air business travel (Scope 3 - tonnes of CO2e)	341.07	323.04
Emissions from business travel in rental cars or employee-owned vehicles (Scope 3 - tones of CO2e)	7.96	9.74
Emissions from rail business travel (Scope 3 tonnes of CO2e)	4.08	4.08
Emissions from overnight hotel stay (Scope 3 tonnes of CO2e)	21.22	26.98
Emissions from homeworking (Scope 3 tonnes of CO2e)	28.98	31.82
Total gross tCO2e based on above	**423.80**	**413.12**
Tonnes of CO2e per £m revenue	7.4	5.8

The directors recognise the risk of climate change, and the Group's values include showing respect by valuing and caring for people and the environment. To extend on our values, we have formalised the following organisation mission statement:

Navitas is committed to protecting the environments in which we operate, minimising waste and seeking sustainable energy solutions wherever possible.

Throughout FY24 we continued to focus on progressing the twelve impact topics identified in our ESG strategy. Highlights include:

• Developed and executed IMPACT framework for ESG data collection and reporting.
• Established divisional reporting systems to enhance transparency across divisions.
• Established 5 working groups on various ESG subjects for establishing and implementing systems across divisions.
• Engaged with external bodies on sustainability topics including CANIE and CABIE (founding member).
• Improved reporting of scope 1, 2 and 3 emissions at a business unit level.
• Consideration of decarbonisation strategies including energy efficiency and supply.
• Identified climate risks at a group and divisional level.
• Developed a new reporting mechanism for incidents of suspected Modern Slavery.
• Implemented company-wide training to raise awareness on Modern Slavery.

(i) Scope 1 (direct emissions) emissions are those from activities owned or controlled by your organisation. Examples of Scope 1 emissions include emissions from combustion in owned or controlled boilers, furnaces and vehicles; and emissions from chemical production in owned or controlled process equipment.

(ii) Scope 2 (energy indirect) emissions are those released into the atmosphere that are associated with your consumption of purchased electricity, heat, steam and cooling. These indirect emissions are a consequence of your organisation's energy use, but occur at sources you do not own or control.

(iii) Scope 3 (other indirect) emissions are a consequence of your actions that occur at sources you do not own or control and are not classed as Scope 2 emissions. Examples of Scope 3 emissions are business travel by means not owned or controlled by your organisation, waste disposal, materials or fuels your organisation purchases. Deciding if emissions from your vehicle, office, or factory are Scope 1 (direct from your operations) or Scope 3 (indirect from your value chain) depends on how you define your company's consolidation control boundaries (financial, operational, or shared equity). Clear guidance exists in the GHG Protocol to help you define these boundaries. However, accurately accounting for emissions hinges on understanding the intended use of your greenhouse gas inventory (as outlined in ISO 14064-1) and consistently applying those boundaries. Scope 3 emissions can be from activities that are upstream or downstream of your organisation.

Approved by the Board of Directors and signed on its behalf by:

H. E. Higson

....

P D Lovegrove – Director H E Higson - Director

Date: 28/11/2024................... Date: 28/11/2024..........................

Report of the Directors
For the Year Ended 30 June 2024

The directors present their report with the financial statements and the auditor's of the company and the group for the year ended 30 June 2024.

DIRECTORS
The directors who held office during the year and to the date of this report were as follows:

P D Lovegrove
R H Wilkinson
C G Wood
H E Higson

DIRECTORS' INDEMNITIES
During the year, the Group executed no new qualifying third-party indemnity provisions for the benefit of its directors, and none remains in force from prior years at the date of this report.

RESEARCH AND DEVELOPMENT
No material research and development activities have taken place during the year (2023: £nil).

CHARITABLE DONATIONS
During the year the Group made no charitable contributions (2023: £nil).

POLITICAL CONTRIBUTIONS
During the year the Group made no political contributions (2023: £nil).

GOING CONCERN
The directors have acknowledged the latest guidance regarding going concern. The directors have a reasonable expectation that the Group has adequate resources to continue in operational existence and accordingly they continue to adopt the going concern basis in preparing the financial statements. The Group is expected to continue to generate positive operating cash flows and holds a significant cash balance. Accordingly, the financial statements have been prepared on a going concern basis, which assumes the continuity of normal operations.

The directors have considered the net current assets position of £1,378,116 (2023: net current liabilities of £9,664,723) and the profit generated in the year of £10,527,134 (2023: £13,179,083).

The immediate controlling party is Marron Group UK Holdings Limited ("Parent"). The ultimate parent company is Marron Group Holdings Pty Ltd. Marron Group Holdings Pty Ltd and its subsidiaries (referred to as 'Group') is a globally diversified business focused on the provision of educational services to domestic and overseas students.

Marron Group Holdings Pty Ltd has considerable financial resources together with significant revenue streams across different geographic areas and industries and has expressed its willingness to continue to provide support to the Company for the foreseeable future and, in particular, for a period of at least twelve months from the date of these financial statements. The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence. Thus, they continue to adopt the going concern basis in preparing the Annual Report and financial statements.

ENVIRONMENT
The Navitas Group is a socially responsible organisation and recognises the influence that environmental, social and governance (ESG) factors have on the Group's performance, reputation, and sustainability of its operations, as well as the significance of ESG factors in their own right.

Navitas is committed to protecting the environments in which the Group operate, minimising waste and seeking sustainable energy solutions wherever possible.

The Navitas Group is committed to operate its business in accordance with the Navitas ESG policy globally subject to applicable locallaws and regulations. All staff have an obligation to comply with the Navitas policy and share responsibility for the integration of ESGprinciples into their decision making. The Executive Leadership Team has ultimate responsibility for compliance with the policy across the business and appropriate reporting to the Board.

EMPLOYMENT POLICIES
The Company seeks to ensure that every employee, without exception, is treated equally and fairly and that all employees are aware oftheir responsibilities.

Our policies and procedures fully support our disabled colleagues. We take active measures to do so via a robust reasonable adjustment policy and processes to ensure colleagues are fully supported.

The Group is responsive to the needs of its employees. As such, should any employee of the Group become disabled during their time with us, we will actively retrain that employee and make reasonable adjustments to their working environment where possible, in order to keep the employee with the Group. It is the policy of the Group that the recruitment, training, career development and promotion of disabled persons should, as far as possible, be identical to that of other employees.

EMPLOYEE ENGAGEMENT

The directors recognise that our people are fundamental and core to our business and delivery of our strategic objectives. The success of our business depends on attracting, retaining and motivating employees. Personal development of our employees is a key strategic pillar and to this end the Group invests in appropriate training and development. Ensuring that we remain a responsible employer, frompay and benefits to our health, safety and workplace environment, the directors factor the implications of decisions on employees and the wider workforce.

We strive to maintain a robust dialogue between management and our employees. Directors and management regularly engage with our employees through a range of formal and informal channels, including via emails from the Group CEO and Divisional CEO and other senior executives, webcasts, roadshows, townhalls, team meetings and online publications via our intranet. This range of channels enables directors to consult with employees and take their views into account on a regular basis. In addition, the Group undertakes group-wide employee surveys and consults with employees on the actions and outcomes arising from these.

The Board considers the current workforce engagement approach effective.

BOARD CONSIDERATION OF EMPLOYEEE-RELATED ISSUES

The Board of Navitas UK Holdings Limited receives updates on employee-related issues at each meeting. Matters are generally considered for Board discussion at the decision of Human Resource Management, although directors and other Board attendees may raise any issues or particular concerns.

ENGAGEMENT WITH SUPPLIERS, CUSTOMERS AND OTHERS

Details of engagement with suppliers, customers and others are contained in the S172 statement in the Strategic Report.

EVENTS AFTER THE BALANCE SHEET DATE

In July 2023, The University of Northampton decided not to renew the agreement with Northampton IC Limited (UNIC). The college was closed in September 2024.

In August 2023, The University of Leicester decided not to renew the agreement with Leicester Global Study Centre Limited (LGSC). The college was closed in September 2024.

There are no other matters or circumstances which have arisen since the end of the financial period that have significantly affected or may significantly affect the operations of the Group, the results of those operations and the state of affairs of the Group in subsequent financial periods.

DISCLOSURE IN THE STRATEGIC REPORT

See the Strategic Report for principal activity of the Group, results and dividends, details of the review of the business, key performance indicators, financial risk management objectives and policies, principal risks and uncertainties, future developments and greenhouse gas and other emission which form part of this report by cross-reference.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the Group's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the Group's auditors are aware of that information.

AUDITORS

The auditors, Deloitte LLP, will be proposed for re-appointment at the forthcoming Annual General Meeting.

Approved by the Board of Directors and signed on its behalf by:

	H. E. Higson
....	....
P D Lovegrove – Director	H E Higson – Director
Date: 28/11/2024................	Date: 28/11/2024.....................

Navitas UK Holdings Limited (Registered number: 06009965)

Statement of Directors’ Responsibilities
For the Year Ended 30 June 2024

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 102 'The Financial Reporting Standard applicable in the UK and Republicof Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and the group and of the profit or loss of the group for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- 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 and the group's transactions and disclose with reasonable accuracy at any time the financial position of the company and the group and 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company’s website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Governance Statement
for the Year Ended 30 June 2024

Navitas UK Holdings Limited (NUKH) is committed to the highest standards of governance and probity.

NUKH's Board of Directors (the Board / Governing Body) is unambiguously responsible for the affairs of NUKH and corporate governance reporting. The Board is chaired by a non-executive Director alongside a second non-executive Director acting as deputy chair and chair of the Risk and Audit Committee. The Board works with the Chief Executive Officer and the Executive Leadership Team (ELT) of NUKH to identify and set priorities, manage risk and maintain financial sustainability. The Board's decision is final; however, the Board works with Marron Group Holdings Pty Limited (the ultimate parent company of NUKH) to determine the final budget and strategic plan. A clear protocol for approving the budget and strategic plan is place.

The Board has adopted the Higher Education Code of Governance (2020) and adheres to the public interest governance principles. There are aspects that do not apply to NUKH, and these have been explained, and where relevant alternative mechanisms of suitable governance have been put in place after an extensive review against the Code.

The Board has delegated some responsibilities to the ELT which has representation from Colleges through the Executive General Managers ensuring cohesiveness in the management and oversight of NUKH. The ELT is also of sufficient size as it currently comprises 7 members. NUKH wishes to ensure that the membership does not become too large as this will reduce the quality of debate and oversight. The membership is reviewed annually and, at present, deemed appropriate to the size of business operations.

Academic governance has been long established with the Academic Board at the apex. It is supported by a sub-committee - the Learning, Teaching and Quality Committee. Protocols have been established for the NUKH Board of Directors to engage with the Academic Board to enhance overall academic experience. Academic Board and academic operations updates are standing items at each Board meeting and the Board receives numerous reports throughout the year including the Learning and Teaching Report and Annual Effectiveness Review that provides context and achievement of the Academic Board. The Board of Directors in turn have frequent formal and informal engagement between the two bodies, particularly the Chairs, and rotational attendance at the Academic Board by the Directors.

A single institutional strategic plan and unified codes of practices and policies ensure consistency and equivalency across the Colleges. A number of internal controls ensure that responsibilities are being discharged effectively. This includes clear designation of responsibilities, medium- and long-term planning, risk register protocols, and assurance exercises. Each College Principal/Director address College performance once per year to the Board along with attendance over a two-year cycle.

External audit is carried out by Deloitte and enhanced internal auditing commenced in 2019. The Risk and Audit Committee (formerly Audit and Risk Committee) was established in 2018 and meets three times per year to assess risk and internal control matters, including financial control.

Statement of Internal Controls
for the Year Ended 30 June 2024

Scope of Responsibility
NUKH acknowledges that it has a responsibility for ensuring that an effective system of internal control is maintained and operated. This responsibility takes account of Regulatory Advice 9: Accounts Direction published by the Office for Students (OfS).

Purpose of the System of Internal Control
The system of internal control is designed to manage risk to a tolerable level rather than to eliminate it. The system can therefore only provide reasonable and not absolute assurance that assets are safeguarded, transactions authorised and properly recorded, and that material errors or irregularities are either prevented or detected in a timely way.

The system of internal control, which aligns with guidance issued by the Office for Students has been in place in NUKH for the year ended 30 June 2024 (FY24) and up to the date of approval of the financial statements.

Capacity to Handle Risk
NUKH has a Risk and Audit Committee comprising two independent members and standing invitations to all statutory Directors of NUKH. Each member brings with them a range of expertise including financial, audit, and risk. The Internal Audit Function is managed by Navitas Group and the internal audit schedule is determined centrally. The organisation has developed a Risk Management Policy and Framework, which sets out its risk appetite and details the roles and responsibilities of staff in relation to risk.

Risk and Control Framework
NUKH has implemented a risk management system, which identifies and reports key risks and the management of actions being taken to address and mitigate those risks.

There are risk registers in place with all Colleges holding their own register managed by the leadership team and a central register combining College risks and areas inherent to the business (by virtue of running a business providing a service) and uniquely due to the operating environment. The risks that have been identified are evaluated, graded according to their significance (as per the Risk Management Framework) and reported on at timely intervals throughout the year. The central risk register is reviewed at each Risk and Audit Committee then addressed (where relevant to do so) at the subsequent Board meeting. The outcome of these assessments is used to plan and allocate resources to ensure risks are managed to an acceptable level.

Ongoing Monitoring and Review
Formal procedures have been established for monitoring control processes and control deficiencies are communicated to those responsible for taking corrective action as well as being reported to the Board of Directors through the Risk and Audit Committee.

Review of Effectiveness
NUKH has procedures in place to monitor the effectiveness of its risk management and control procedures. This review is informed by the work of the internal and external auditors, the Risk and Audit Committee which oversees their work and the senior management within NUKH who are responsible for the development and maintenance of the internal control framework.

Statement of Regularity, Propriety and Compliance for the Year Ended 30 June 2024

Navitas UK Holdings Limited can confirm that no instances of irregularity, impropriety, bribery, or funding non-compliance have been discovered to date. If any instances are identified subsequently, these will be notified to the Board, Group, and the Office for Students accordingly.

Independent auditor's report to the members of Navitas UK Holdings Limited
Report on the audit of the consolidated financial statements

Opinion
In our opinion the financial statements of Navitas UK Holdings Limited (the 'parent company') and its subsidiaries (the 'group'):
- give a true and fair view of the state of the group's and of the parent company's affairs as at 30 June 2024 and of the group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the consolidated financial statements which comprise:
- the consolidated income statement;
- the consolidated statement of other comprehensive income;
- the consolidated and parent company balance sheets;
- the consolidated and parent company statements of changes in equity;
- the consolidated cash flow statement; and
- the related notes 1 to 22.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

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 group and the parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (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
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 group's and parent 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 auditor's 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.

Responsibilities of directors
As explained more fully in the directors' responsibilities statement, 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 group's and the parent 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 group or the parent company or to cease operations, or have 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 FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Extent to which the audit was considered capable of detecting irregularities, including fraud
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.

We considered the nature of the group's industry and its control environment and reviewed the group's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management and the directors about their own identification and assessment of the risks of irregularities, including those that are specific to the group's business sector.

We obtained an understanding of the legal and regulatory frameworks that the group operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included e.g., UK Companies Act, pensions act, tax legislation, the Office for Students "Regulatory Advice 9: accounts Direction"; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the group's ability to operate or to avoid a material penalty. These included Bribery Act and GDPR.

We discussed among the audit engagement team regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

As a result of performing the above, we identified the greatest potential for fraud in the following area: the timing of revenue recognition (cut-off). This risk was identified on revenue earned on courses taught in the June to September semester which could potentially result in a material misstatement of revenue if proper cut-off procedures are not performed and our procedures performed to address this risk are described below:

- obtained the student report detailing the student and course information, amount invoiced to the student and revenue recognised for the period;
- assessed the completeness and accuracy of the student report, using a heightened sample size to confirm the relevancy and reliability of the student report;
- checked the university brochure, offer letters and websites to determine the specific period for the June to September semester courses and determine the numbers of days that the courses were taught in the financial year; and
- recalculated the expected revenue based on the number of days that the courses were taught in the financial year and compared with revenue recognised in the general ledger.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management and in-house legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006
In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the 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.

In the light of the knowledge and understanding of the group and of the parent company and their environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report.

Opinions on other matters prescribed by the Office for Students (OfS), "Regulatory Advice 9: Accounts Direction"
In our opinion, in all material respects:

- The requirements of the OfS's accounts direction have been met.

We have nothing to report in respect of these matters.

Matters on which we are required to report by exception
Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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.

We have nothing to report in respect of these matters.

Under the OfS "Regulatory Advice 9: Accounts Direction" we are required to report in respect of the following matters if, in our opinion:

- the provider's grant and fee income, as disclosed in the note 4 to the accounts, has been materially misstated;

We have nothing to report in respect of these matters.

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

Gavin Waters

Gavin Waters FCA (Senior Statutory Auditor)

For and on behalf of Deloitte LLP
Statutory Auditor
Reading
United Kingdom

Date: .. 28 November 2024 .....

Consolidated Income Statement
for the Year Ended 30 June 2024

	Notes	30.6.24 £	30.6.23 £
TURNOVER	4	57,222,133	71,328,051
Cost of sales		(30,217,829)	(38,150,191)
GROSS PROFIT		27,004,304	33,177,860
Administrative expenses		(15,388,865)	(19,678,921)
		11,615,439	13,498,939
Other operating income		140,057	475,836
OPERATING PROFIT	6	11,755,496	13,974,775
Share of results of associated undertakings	7	(419,011)	101,442
		11,336,485	14,076,217
Interest receivable and similar income	10	3,644,005	2,035,063
		14,980,490	16,111,280
Interest payable and similar expenses	8	(51,411)	-
PROFIT BEFORE TAXATION		14,929,079	16,111,280
Tax on profit	9	(4,401,945)	(2,932,197)
PROFIT FOR THE FINANCIAL YEAR		10,527,134	13,179,083
Profit for the financial year attributable to:			
Owners of the parent		10,527,134	13,179,083

All amounts are derived from continuing operations.

Consolidated Statement of Other Comprehensive Income
for the Year Ended 30 June 2024

	Notes	30.6.24	30.6.23
		£	£
PROFIT FOR THE YEAR		10,527,134	13,179,083
OTHER COMPREHENSIVE INCOME		-	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		10,527,134	13,179,083
Total comprehensive income for the year attributable to:			
Owners of the parent		10,527,134	13,179,083

The notes form part of these financial statements

Consolidated Balance Sheet
As at 30 June 2024

FIXED ASSETS			
Tangible assets	11	439,338	589,806
Investments	12	-	419,011
		439,338	1,008,817
CURRENT ASSETS			
Debtors	13	54,145,728	45,821,593
Cash at bank and in hand		8,585,666	14,478,671
		62,731,394	60,300,264
CREDITORS			
Amounts falling due within one year	14	(61,353,278)	(69,964,987)
NET CURRENT ASSETS/ (LIABILITIES)		1,378,116	(9,664,723)
TOTAL ASSETS LESS CURRENT LIABILITIES		1,817,453	(8,655,906)
Provision for liabilities	16	(170,417)	(224,192)
NET ASSETS/ (LIABILITIES)		1,647,037	(8,880,098)
CAPITAL AND RESERVES			
Called up share capital	17	2	2
Other Reserves	17	(33,423,922)	(33,423,922)
Profit and loss account	17	35,070,957	24,543,822
SHAREHOLDERS' FUNDS/ (DEFICIT)		1,647,037	(8,880,098)

The financial statements of Navitas UK Holdings Limited were approved by the Board of Directors and authorised for issue on 28/11/2024. They were signed on its behalf by:

H. E. Higson

....
P D Lovegrove - Director

....
H E Higson - Director

The notes form part of these financial statements

Navitas UK Holdings Limited (Registered number: 06009965)

Company Balance Sheet
As at 30 June 2024

	Notes	30.6.24 £	30.6.23 £
FIXED ASSETS			
Tangible assets	11	306,712	428,886
Investments	12	33,444,951	33,444,951
		33,751,663	33,873,837
CURRENT ASSETS			
Debtors	13	55,792,909	46,035,404
Cash at bank and in hand		8,585,666	14,478,671
		64,378,575	60,514,075
CREDITORS			
Amounts falling due within one year	14	(164,460,291)	(146,256,405)
NET CURRENT LIABILITIES		(100,081,716)	(85,742,330)
TOTAL ASSETS LESS CURRENT LIABILITIES		(66,330,053)	(51,868,493)
Provision for liabilities	16	(137,036)	(190,451)
NET LIABILITIES		(66,467,089)	(52,058,944)
CAPITAL AND RESERVES			
Called up share capital	17	2	2
Profit and loss account	17	(66,467,091)	(52,058,946)
SHAREHOLDERS' DEFICIT		(66,467,089)	(52,058,944)
Company's loss for the financial year		(14,408,145)	(18,932,816)

No dividend was received (2023: nil) from other group undertakings.

The net current assets, excluding amounts owed to/by Group and Group undertakings of the Company decreased to £12.3m (2023: £18.9m) mainly due to decrease in cash.

As permitted by Section 408 of the Companies Act 2006, the Income Statement of the parent company as an individual entity is not presented as part of these financial statements.

The financial statements were approved by the Board of Directors and authorised for issue on 28/11/2024. They were signed on its behalf by:

H. E. Higson

....
P D Lovegrove - Director

....
H E Higson - Director

The notes form part of these financial statements

Consolidated Statement of Changes in Equity
for the Year Ended 30 June 2024

	Called up share capital £	Other reserves £	Profit and loss account £	Total equity £
Balance at 1 July 2022	2	(33,423,922)	11,364,739	(22,059,181)
Change in equity				
Total comprehensive income	-	-	13,179,083	13,179,083
Balance at 30 June 2023	2	(33,423,922)	24,543,822	(8,880,098)
Change in equity				
Total comprehensive income	-	-	10,527,134	10,527,134
Balance at 30 June 2024	2	(33,423,922)	35,070,957	1,647,037

The notes form part of these financial statements

Company Statement of Changes in Equity
for the Year Ended 30 June 2024

	Called up share capital	Profit and loss account	Total equity
	£	£	£
Balance at 1 July 2022	2	(33,126,130)	(33,126,128)
Change in equity			
Total comprehensive loss	-	(18,932,816)	(18,932,816)
Balance at 30 June 2023	2	(52,058,946)	(52,058,944)
Change in equity			
Total comprehensive loss	-	(14,408,145)	(14,408,145)
Balance at 30 June 2024	2	(66,467,091)	(66,467,089)

The notes form part of these financial statements

Consolidated Cash Flow Statement
for the Year Ended 30 June 2024

	Notes	30.6.24	30.6.23
		£	£
Net cash flows from operating activities			
Cash (used in) /generated from operations	1	(6,487,539)	13,458,554
Interest paid			-
Tax paid		(1,852,000)	(4,507,000)
Net cash (used in) / generated from operating activities		(8,339,539)	8,951,554
Cash flows from investing activities			
Purchase of tangible fixed assets		(53,466)	(412,940)
Net cash used in investing activities		(53,466)	(412,940)
Cash flows from financing activities			
New loan raised		2,500,000	-
Net cash from financing activities		2,500,000	-
Net (decrease)/ increase in cash and cash equivalents		(5,893,005)	8,538,614
Cash and cash equivalents at beginning of year	2	14,478,671	5,940,057
Cash and cash equivalents at end of year	2	8,585,666	14,478,671

The notes form part of these financial statements

1. RECONCILIATION OF PROFIT BEFORE TAXATION TO CASH GENERATED FROM OPERATIONS

	30.6.24	30.6.23
	£	£
Profit before taxation	14,929,079	16,111,280
Loss on retirement of fixed assets	-	10,657
Depreciation charges	203,934	224,678
Finance costs	51,411	-
Finance income	(3,644,005)	(2,035,063)
Share of loss / (profit) in joint venture	419,011	(101,442)
	11,959,430	14,210,110
Increase in trade and other debtors	(7,230,075)	(6,911,875)
(Decrease)/ increase in trade and other creditors	(11,216,894)	6,160,319
Cash (used in)/ generated from operations	(6,487,539)	13,458,554

2. CASH AND CASH EQUIVALENTS

The amounts disclosed on the Cash Flow Statement in respect of cash and cash equivalents are in respect of these Balance Sheet amounts:

	30.6.24	30.6.23
	£	£
Cash and cash equivalents	8,585,666	14,478,671

3. ANALYSIS OF CHANGES IN NET FUNDS

	At 1.7.23	Cash flow	At 30.6.24
	£	£	£
Net cash			
Cash at bank	14,478,671	(5,893,005)	8,585,666
	14,478,671	(5,893,005)	8,585,666
Total	14,478,671	(5,893,005)	8,585,666

1. STATUTORY INFORMATION

Navitas UK Holdings Limited (the Company) is a private company limited by shares incorporated in the United Kingdom under the Companies Act 2006 and is registered in England and Wales. The address of the Company's registered office is shown on page 1.

The principal activities of the Company and its subsidiaries (the Group) and the nature of the Group's operations are set out in the strategic report on pages 2 to 4.

2. ACCOUNTING POLICIES

Basis of accounting

These financial statements have been prepared under the historical cost conversion and in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (FRS 102) issued by the Financial Reporting Council and the Companies Act 2006.

The functional currency of Navitas UK Holdings Limited is considered to be pounds sterling because that is the currency of the primary economic environment in which the Company operates. The consolidated financial statements are also presented in pounds sterling.

Navitas UK Holdings Limited meets the definition of a qualifying entity under FRS 102 and the Company is included in the consolidated financial statements of Marron Group Holdings Pty Ltd. The consolidated financial statements of Marron Group Holdings Pty Ltd can be obtained from L26 101 Collins St, 3000 Melbourne, Australia. The Company has taken advantage of the disclosure exemptions available to it in respect of its separate financial statements, which are presented alongside the consolidated financial statements. Exemptions have been taken in relation to share-based payments, financial instruments, remuneration of key management personnel, preparing a cash flow statement and related party disclosures.

For the year ended 30 June 2024, the following subsidiaries of the Company were entitled to exemption from audit under s479A of the Companies Act 2006 relating to subsidiary companies.

Subsidiary Name	Companies House Registration Number
HIBT Limited	05163612
London Brunel International College Limited	05171106
Cambridge Ruskin International College Limited	06407773
International College Wales Limited	06412162
SC170551 Limited	SC170551
Employment Overseas Ltd.	SC241734
International College Portsmouth Ltd.	06770123
Plymouth Devon International College Ltd	06822402
Edinburgh International College Ltd	06822392
Birmingham City International College Ltd	07445570
Northampton IC Limited	09332824
Leicester Global Study Centre Limited	11669456
UA92 Global Limited	12985058
Keele University International College Limited	13631343
Manchester MET IC Limited	14729068
SC255447 Limited	SC255447

The directors have not required the subsidiaries to obtain an audit of their accounts for the year ended 30 June 2024 in accordance with section 476 of the Companies Act 2006. The directors of the subsidiaries acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of the accounts. Navitas UK Holdings Limited guarantees its above-mentioned subsidiaries under section 479C of the Companies Act 2006 in respect of the financial year ended 30 June 2024.

Basis of consolidation

The consolidated financial statements incorporate the results of the company and its subsidiary undertakings for the year ended 30 June 2024. Intragroup sales, profits and balances are eliminated fully on consolidation. All subsidiaries have a year-end date of 30 June 2024, with the exception of SC255447 Limited with a year-end of 30 September 2024. The results of subsidiaries acquired or sold are consolidated during the year of ownership. Acquisitions are accounted for under the acquisition method, or using merger accounting as permitted by FRS 6 – Merger accounting for group records.

During the year ended 30 June 2024, Navitas UK College Limited changed its name to Manchester MET IC Limited and SC255447 Limited acquired 66.7% of the issued share capital of Anuvac Confab Worldwide Private Limited, a company incorporated in India.

2. ACCOUNTING POLICIES – continued

Going concern
The Group's business activities, together with the factors likely to affect its future development and position, are set out in the Strategic Report on page 2. The Group is expected to continue in existence for the next 12 months.

The directors, having assessed the responses of the Group's ultimate parent company, Marron Group Holdings Pty Ltd, to their enquiries have no reason to believe that a material uncertainty exists that may cast doubt about the ability of the Group to continue as a going concern for the next 12 months.

Based on their assessment and enquires made of the ultimate parent company, Marron Group Holdings Pty Ltd, the Group's directors have a reasonable expectation that the Group will be able to continue in operational existence in the foreseeable future being 12 months post signing of these accounts. Thus the directors continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Tangible fixed assets
All fixed assets are stated at cost, net of depreciation and any provision for impairment. Depreciation is provided on all fixed assets at annual rates calculated to write off the cost, less estimated residual value, over the expected useful life of each asset, as follows:

Furniture and equipment	- 25% to 33.3% straight-line
Plant and machinery	- 25% to 33.3% straight-line
Improvements to property	- 20% straight-line

The carrying values of tangible fixed assets are reviewed for impairment in periods if events or changes in circumstances indicate the carrying value may not be recoverable.

A tangible fixed asset is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The gain or loss arising on the disposal or scrappage of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Financial instruments
Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument.

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 Group after deducting all of its liabilities.

(i) Financial assets and liabilities
All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets and liabilities are only offset in the balance sheet when, and only when there exists a legally enforceable right to set off the recognised amounts and the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Debt instruments that comply with all of the condition of paragraph 11.9 of FRS 102 are classified as 'basic'. For debt instruments that do not meet the conditions of FRS 102.11.9, the Group considers whether the debt instrument is consistent with the principle in paragraph 11.9A of FRS 102 in order to determine whether it can be classified as basic. Instruments classified as 'basic' financial instruments are measured subsequently at amortised cost using the effective interest method.

With the exception of some hedging instruments, other debt instruments not meeting conditions of being 'basic' financial instruments are measured at fair value through profit or loss.

Commitments to make and receive loans which meet the conditions mentioned above are measured at cost (which may be nil) less impairment.

Financial assets are derecognised when and only when a) the contractual rights to the cash flows from the financial asset expire or are settled, b) the Group transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the Group, despite having retained some, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party.

Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

continued…

2. ACCOUNTING POLICIES – continued

(ii) Investments
Investments in non-derivative instruments that are equity of the issuer (where shares are publicly traded or their fair value is reliably measurable) are measured at fair value through profit or loss. Where fair value cannot be measured reliably, investments are measured at cost less impairment.

In the Company balance sheet, investments in subsidiaries and associates are measured at cost less impairment. For investments in subsidiaries acquired for consideration including the issue of shares qualifying for merger relief, cost is measured by reference to the nominal value of the shares issued plus fair value of other consideration. Any premium is ignored.

(iii) Equity instruments
Equity instruments issued by the Company are recorded at the fair value of cash or other resources received or receivable, net of transaction costs.

(iv) Convertible loan notes
The component parts of compound instruments issued by the Group are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangement. On initial recognition the financial liability component is recorded at its fair value. At the date of issue, in the case of a convertible bond denominated in the functional currency of the issuer that may be converted into a fixed number of equity shares, the fair value of the liability component is estimated using the prevailing market interest rate for a similar non-convertible instrument. The equity component is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity and is not subsequently remeasured.

Transaction costs are apportioned between the liability and equity components of the convertible instrument based on their relative fair values at the date of issue. The portion relating to the equity component is charged directly against equity. Where the financial liability component meets the criteria in (i) above, the finance costs of the financial liability are recognised over the term of the debt using the effective interest method. If those criteria are not met, the financial liability component is measured at fair value through profit or loss.

(v) Fair value measurement
The best evidence of fair value is a quoted price for an identical asset in an active market. When quoted prices are unavailable, the price of a recent transaction for an identical asset provides evidence of fair value as long as there has not been a significant change in economic circumstances or a significant lapse of time since the transaction took place. If the market is not active and recent transactions of an identical asset on their own are not a good estimate of fair value, the fair value is estimated by using a valuation technique.

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

An asset is impaired where there is objective evidence that, as a result of one or more events that occurred after initial recognition, the estimated recoverable value of the asset has been reduced. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.

Where indicators exist for a decrease in impairment loss previously recognised for assets other than goodwill, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

Investments in associates
An associate is an entity over which the group has significant influence and that is neither a subsidiary not an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over these policies.

The results and assets and liabilities of associates is incorporated in these financial statements using the equity method of accounting. The investments in associates are accounted for at cost less impairment.

Accounting for joint operations, jointly controlled assets and jointly controlled operations
The Group accounts for its share of joint ventures using the equity method.

The Group accounts for its share of transactions from joint operations and jointly controlled assets in the Income Statement

 continued…

2. ACCOUNTING POLICIES – continued

Impairment of assets
Assets, other than those measured at fair value, are assessed for indicators of impairment at each balance sheet date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss as described below.

Non-financial assets
An asset is impaired where there is objective evidence that, as a result of one or more events that occurred after initial recognition, the estimated recoverable value of the asset has been reduced. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.

The recoverable amount of goodwill is derived from measurement of the present value of the future cash flows of the cash-generating units of which the goodwill is a part. Any impairment loss in respect of a CGU is allocated first to the goodwill attached to that CGU, and then to other assets within that CGU on a pro-rata basis.

Where indicators exist for a decrease in impairment loss previously recognised for assets other than goodwill, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised. Where a reversal of impairment occurs in respect of a CGU, the reversal is applied first to the assets of the CGU, except for goodwill, on a pro-rata basis. Impairment of goodwill is never reversed.

Financial assets
For financial assets carried at amortised cost, the amount of an impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate. For financial assets carried at cost less impairment, the impairment loss is the difference between the asset's carrying amount and the best estimate of the amount that would be received for the asset if it were to be sold at the reporting date.

Where indicators exist for a decrease in impairment loss, and the decrease can be related objectively to an event occurring after the impairment was recognised, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired financial asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

Taxation
Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

A provision is recognised for those matters for which the tax determination is uncertain but it is considered probable that there will be a future outflow of funds to a tax authority. The provisions are measured at the best estimate of the amount expected to become payable. The assessment is based on the judgement of tax professionals within the Company supported by previous experience in respect of such activities and in certain cases based on specialist independent tax advice.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where 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 have occurred at the balance sheet date. Timing differences are differences between the Group's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

When the amount that can be deducted for tax for an asset (other than goodwill) that is recognised in a business combination is less (more) than the value at which it is recognised, a deferred tax liability (asset) is recognised for the additional tax that will be paid (avoided) in respect of that difference. Similarly, a deferred tax asset (liability) is recognised for the additional tax that will be avoided (paid) because of a difference between the value at which a liability is recognised and the amount that will be assessed for tax. The amount attributed to goodwill is adjusted by the amount of deferred tax recognised.

Deferred tax liabilities are recognised for timing differences arising from investments in subsidiaries and associates, except where the Group is able to control the reversal of the timing difference and it is probable that it will not reverse in the foreseeable future.

continued…

2. ACCOUNTING POLICIES – continued

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date that are expected to apply to the reversal of the timing difference. Deferred tax relating to non-depreciable property measured using the revaluation model and investment property is measured using the tax rates and allowances that apply to sale of the asset. In other cases, the measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Where items recognised in other comprehensive income or equity are chargeable to or deductible for tax purposes, the resulting current or deferred tax expense or income is presented in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense or income.

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

Deferred tax assets and liabilities are offset only if: a) the Group has a legally enforceable right to set off current tax assets against current tax liabilities; and b) the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation.

Turnover

Turnover representing tuition fees earned and ancillary income from students is recognised in line with the satisfaction of performance obligations, which for the Group means the provision of classes to students over the term of the course and is exempt of VAT.

Turnover recognised from service charge received is subject to services provided by the college academic services and is determined by a percentage of gross revenue net of any scholarships or bursaries offered to students over the term of the course and is exempt of VAT.

When payments are received from customers in advance of services provided, the amounts are recorded as deferred income and included as part of Creditors: Amounts falling due within one year.

Royalty costs

The Group accrues for royalty obligations to its host university as a percentage of its applicable turnover as determined by the tuition delivery model.

Royalty costs are recorded within cost of sales in the income statement, with any unpaid balances at period end recorded as accruals and included as part of Creditors: Amounts falling due within one year.

Employee benefit costs

The Group operates a defined contribution pension scheme. Contributions payable to the Group's pension scheme are charged to the income statement in the period to which they relate.

Interest

Interest is recognised when it is probable that the economic benefits will flow to or from the Group and the amount of revenue or expense can be measured reliably. Interest is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash flows through the expected life of the financial asset or liability to its net carrying amount on initial recognition.

Dividend income

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

continued…

2. ACCOUNTING POLICIES – continued

Government grants

Government grants are recognised based on the accrual model and are measured at the fair value of the asset received or receivable. Grants are classified as relating either to revenue or to assets. Grants relating to revenue are recognised in income over the period in which the related costs are recognised. A grant that becomes receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the entity with no future related costs is recognised in income in the period in which it becomes receivable. Grants relating to assets are recognised over the expected useful life of the asset. Where part of a grant relating to an asset is deferred, it is recognised as deferred income.

Foreign currency transactions and balances

Transactions in foreign currencies are initially recorded in the functional currency at the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date. Foreign currency differences arising on translation are recognised in profit or loss.

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In applying the Group's accounting policies, directors continually evaluate judgements, estimates and assumptions based on experience and other factors, including expectations of future events that may have an impact on the Group. All judgements, estimates and assumptions made are believed to be reasonable based on the most current set of circumstances available to management. Due to the inherent uncertainty actual results may differ from the judgements, estimated and assumptions.

Significant judgements, estimates and assumptions made by the directors in the preparation of these financial statements are outlined below:

Critical judgements in applying the Company's accounting policies
Judgment made relating to the contingent liability as a result of the loss-making joint venture is included in Note 16.

Key sources of estimation uncertainty
Bad debt provisions
Management assesses the carrying value of debtors based on past losses, current trading patterns and anticipated future events.

4. TURNOVER

An analysis of turnover by category is given below:

	30.6.24	30.6.23
	£	£
Tuition fees earned	49,495,939	62,047,458
Ancillary income from students	872,243	241,768
Service charge	6,853,951	9,038,825
	57,222,133	71,328,051

The Group did not receive grant income from the Office for Students (OfS) or other bodies for the year ending 30 June 2024 (2023: nil).

The Group has not directly benefited from any other forms of government assistance.

All turnover arose in the United Kingdom.

5. EMPLOYEES AND DIRECTORS

Consolidated Employees and Directors

	30.6.24	30.6.23
	£	£
Wages and salaries	16,052,708	16,536,532
Social security costs	1,582,380	1,657,765
Other pension costs	1,361,345	1,326,866
	18,996,433	19,521,163

continued...

5. EMPLOYEES AND DIRECTORS - continued

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

	30.6.24	30.6.23
Administrative	302	295
Teaching staff	225	237
	527	532

The monthly average number of employees in the Joint venture undertaking and excluded from the number shown above was 62 (2023: 54).

Additional remuneration disclosures:

Senior staff pay

Basic salary per annum	No. of staff 30.6.24	No. of staff 30.6.23
£100,000 - £104,999	1	3
£105,000 - £109,999	3	1
£110,000 - £114,999	1	-
£115,000 - £119,999	-	-
£120,000 - £124,999	-	-
£125,000 - £129,999	-	-
£130,000 - £134,999	1	-
£135,000 - £139,999	-	-
£140,000 - £144,999	-	-
£145,000 - £149,999	-	-
£150,000 - £154,999	-	1
£155,000 - £159,999	-	-
£160,000 - £164,999	-	-
£165,000 - £169,999	-	-
£170,000 - £174,999	-	-
£175,000 - £179,999	-	1
£180,000 - £184,999	1	-
£185,000 - £189,999	-	-
£190,000 - £194,999	-	-
£195,000 - £199,999	-	-
£200,000 - £204,999	-	-
£205,000 - £209,999	-	-
£210,000 - £214,999	-	-
£215,000 - £219,999	-	-
£220,000 - £224,999	-	-
£225,000 - £229,999	-	-
£230,000 - £234,999	-	-
£235,000 - £239,999	-	-
£240,000 - £244,999	-	-
£245,000 - £249,999	-	-
£250,000 - £254,999	-	-
£255,000 - £259,999	-	-
£260,000 - £264,999	-	-
£265,000 - £269,999	-	-
£270,000 - £274,999	-	-
£275,000 - £279,999	-	-
£280,000 - £284,999	-	-
£285,000 - £289,999	-	-
£290,000 - £294,999	-	-
£295,000 - £299,999	-	1
£300,000 - £304,999	1	-

continued…

5. EMPLOYEES AND DIRECTORS - continued

Total remuneration for the Head of Provider

	30.6.24	30.6.23
	£	£
Basic salary	303,265	298,679
Performance related pay	35,000	150,000
Pension contributions	1,321	110
Salary sacrifice	2,201	723

Justification for the total remuneration package

The Head of Provider of Navitas UK Holdings undertakes a role wider than Head of Provider for the Navitas UK Holdings group. In addition, he is managing the European division with further entities in Netherlands, Germany and France and also acts as the Global COO for the Group, with responsibility for Strategy, Global Recruitment and Data. Taking into account these roles, he was remunerated below company and sector benchmarks for this role during the year.

The performance of the Head of Provider is based on appraisal by Parent Company Management, assessed by the Group Leadership Incentive Plan Scorecard, appropriate KPIs and stakeholder feedback. The Head of Provider's performance is then considered by the overall Group Board who are responsible for approving each element of his remuneration. The Head of Provider's performance is assessed as exceptional by Parent Company Management and the Group Board.

Ratios

	30.6.24	30.6.23
Basic salary ratio	9.2	8.5
Total remuneration ratio	11.3	12.8

For the year ended 30 June 2024, the Group made payments to 33 (2023: 3) employees for redundancy and payment in lieu of notice. The total amount of these payments was £230,494 (2023: £7,074).

Navitas UK Holdings Limited is part of wider Group. Its ultimate parent company is Marron Group Holdings Pty Ltd. Marron Group Holdings Pty Ltd and its subsidiaries (referred to as 'Group') is a globally diversified business focused on the provision of educational services to domestic and overseas students. Navitas UK Holdings Limited has benefitted from shared resources within the Group which are billed via a management charge.

Shared resources have not been included as part of this disclosure we are not able to quantify the full time equivalent of the resource to Navitas UK Holdings Limited as they are not direct employees of Navitas UK Holdings Limited.

	30.6.24	30.6.23
	£	£
Directors' remuneration	550,857	672,282
Directors' pension contributions to money purchase schemes	12,140	10,808
Highest paid director:		
Remuneration	338,264	448,679
Pension	1,321	110

The number of directors to whom retirement benefits were accruing was as follows:		
Money purchase schemes	4	4
4 directors were paid during the year (2023:4)		

The directors are the only key management personnel of the Group.

continued…

5 . EMPLOYEES AND DIRECTORS – continued

Company Employees and Directors

	30.6.24	30.6.23
	£	£
Wages and salaries	5,401,415	5,661,581
Social security costs	594,864	599,298
Other pension costs	587,542	548,262
	6,583,821	6,809,141

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

	30.6.24	30.6.23
Administrative	119	115

6. OPERATING PROFIT

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

	30.6.24	30.6.23
	£	£
Credit losses on trade debtors	1,612,493	(549,293)
Royalties charged by NVT SAE Holdings	-	2,217,341
Depreciation - owned assets	203,934	224,678
Operating leases	1,876	6,327
Fees payable to the Company's auditor and its associates for the audit of the Company's annual accounts	164,014	118,000
The audit of the Company's subsidiaries	13,520	13,000
Foreign exchange differences	17,454	(69,092)

7. SHARE OF RESULTS OF ASSOCIATED UNDERTAKINGS

	30.6.24	30.6.23
	£	£
(Loss) / Income from associated undertakings	(419,011)	101,442

8. INTEREST PAYABLE AND SIMILAR EXPENSES

	30.6.24	30.6.23
	£	£
Interest payable to related parties	49,829	-
Other interest payable	1,582	-
	51,411	-

continued…

9. TAX ON PROFIT

Analysis of the tax charge

The tax charge on the profit for the year was as follows:

	30.6.24	30.6.23
	£	£
Current tax:		
UK corporation tax	3,881,548	3,063,527
Adjustment in respect of prior periods	15,339	(194,593)
Witholding tax suffered	566,344	-
Total current tax	4,463,231	2,868,934
Deferred tax:		
Current year	(33,648)	-
Adjustment in respect of prior periods	(27,638)	5,014
Origination and reversal of temporary differences	-	47,753
Effect of changes in tax rates	-	10,496
Total deferred tax	(61,286)	63,263
Total per income statement	4,401,945	2,932,197

Factors affecting the tax expense

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below:

	30.6.24	30.6.23
	£	£
Profit before income tax	14,929,079	16,111,280
Profit multiplied by the standard rate of corporation tax in the UK of 25% (2023 - 20.496%)	3,732,270	3,302,168
Effects of:		
Expenses not deductible	108,564	21,295
Tax rate changes	-	10,496
Amounts not recognised	-	(2,219)
Adjustments in respect of prior periods	(5,233)	(189,579)
Witholding tax suffered	566,344	-
Fixed assets	-	(19,883)
Income not taxable	-	(190,081)
Tax income	4,401,945	2,932,197

The standard rate of tax applied to reported profit is 25% (2023: 20.5%).

During the year beginning 1 July 2024, the net reversal of deferred tax assets and liabilities is expected to reduce the corporation tax charge for the year by £63,338. This is due to timing differences arising in respect of tangible fixed assets.

10. INTEREST RECEIVABLE AND SIMILAR INCOME

	30.6.24	30.6.23
	£	£
Interest received from group undertakings	3,255,410	1,950,041
Other interest income	388,595	85,022
	3,644,005	2,035,063

continued…

11. TANGIBLE FIXED ASSETS

Group

	Improvements to property	Plant and machinery	Fixture and fittings	Totals
	£	£	£	£
COST				
At 1 July 2023	154,135	2,391,899	702,992	3,249,026
Additions	-	45,281	8,185	53,466
At 30 June 2024	154,135	2,437,180	711,177	3,302,492
DEPRECIATION				
At 1 July 2023	133,239	1,898,664	627,317	2,659,220
Charge for the year	6,599	170,900	26,435	203,934
At 30 June 2024	139,838	2,069,564	653,752	2,863,154
NET BOOK VALUE				
At 30 June 2024	14,297	367,616	57,425	439,338
At 30 June 2023	20,896	493,235	75,675	589,806

Company

	Improvements to property	Plant and machinery	Totals
	£	£	£
COST			
At 1 July 2023	154,135	1,303,331	1,457,466
Additions	-	22,231	22,231
At 30 June 2024	154,135	1,325,562	1,479,697
DEPRECIATION			
At 1 July 2023	133,239	895,341	1,028,580
Charge for the year	6,599	137,806	144,405
At 30 June 2024	139,838	1,033,147	1,172,985
NET BOOK VALUE			
At 30 June 2024	14,297	292,415	306,712
At 30 June 2023	20,896	407,990	428,886

The Company leases building and the average lease term is 5 years.

continued…

12. INVESTMENTS

Group

	Interest in joint venture £
COST	
At 1 July 2023	419,011
Share of loss	(419,011)
At 30 June 2024	-
NET BOOK VALUE	
At 30 June 2024	-
At 30 June 2023	419,011

The share of loss relates to investment in Swan Global Education LLP.

Company

	Shares in group undertakings £
COST	
At 1 July 2023	35,792,926
Additions	-
At 30 June 2024	35,792,926
PROVISIONS	
At 1 July 2023	2,347,975
Charge for the year	-
At 30 June 2024	2,347,975
NET BOOK VALUE	
At 30 June 2024	33,444,951
At 30 June 2023	33,444,951

The Company's investments at the Balance Sheet date in the share capital of companies include the following:

Name of undertaking	Registered office	Country of registration	Description of shares	Proportion held by the company	Principal activity
Subsidiaries – Direct shareholding					
The International College at Robert Gordon University Limited	The Lambourn, Wyndyke Furlong, Abingdon, OX14 1UJ	England & Wales	Ordinary	100%	Provision of education and training service

The directors have elected to take advantage of the exemption from audit under s479A of the Companies Act in respect of the following entities:

Subsidiaries – Direct shareholding					
HIBT Limited	The Lambourn, Wyndyke Furlong, Abingdon, OX14 1UJ	England & Wales	Ordinary	100%	Provision of education and training service
London Brunel International College Limited	The Lambourn, Wyndyke Furlong, Abingdon, OX14 1UJ	England & Wales	Ordinary	100%	Provision of education and training service

continued…

12. INVESTMENTS - continued

Name of undertaking	Registered office	Country of registration	Description of shares	Proportion held by the company	Principal activity
Plymouth Devon International College Limited	The Lambourn, Wyndyke Furlong, Abingdon, OX14 1UJ	England & Wales	Ordinary	100%	Provision of education and training service
Edinburgh International College Limited	The Lambourn, Wyndyke Furlong, Abingdon, OX14 1UJ	England & Wales	Ordinary	100%	Provision of education and training service
Birmingham City International College Limited	The Lambourn, Wyndyke Furlong, Abingdon, OX14 1UJ	England & Wales	Ordinary	100%	Provision of education and training service
Cambridge Ruskin International College Limited	The Lambourn, Wyndyke Furlong, Abingdon, OX14 1UJ	England & Wales	Ordinary	100%	Provision of education and training service
International College Wales Limited	The Lambourn, Wyndyke Furlong, Abingdon, OX14 1UJ	England & Wales	Ordinary	100%	Provision of education and training service
International College Portsmouth Ltd.	The Lambourn, Wyndyke Furlong, Abingdon, OX14 1UJ	England & Wales	Ordinary	100%	Provision of education and training service
Northampton IC Limited	The Lambourn, Wyndyke Furlong, Abingdon, OX14 1UJ	England & Wales	Ordinary	100%	Provision of education and training service
Leicester Global Study Centre Limited	The Lambourn, Wyndyke Furlong, Abingdon, OX14 1UJ	England & Wales	Ordinary	100%	Provision of education and training service
UA92 Global Limited	The Lambourn, Wyndyke Furlong, Abingdon, OX14 1UJ	England & Wales	Ordinary	100%	Provision of education and training service
Keele University International College Limited	The Lambourn, Wyndyke Furlong, Abingdon, OX14 1UJ	England & Wales	Ordinary	100%	Provision of education and training service

continued…

12. INVESTMENTS - continued

Name of undertaking	Registered office	Country of registration	Description of shares	Proportion held by the company	Principal activity
SC170551 Limited	Garthdee Road, Aberdeen, AB10 7QE	Scotland	Ordinary	100%	Non trading holding company
Manchester MET IC Limited	The Lambourn, Wyndyke Furlong, Abingdon, OX14 1UJ	England & Wales	Ordinary	100%	Provision of education and training service
Subsidiaries – Indirect shareholding					
Employment Overseas Ltd.	Garthdee Road, Aberdeen, AB10 7QE	Scotland	Ordinary	100%	Non trading agent for overseas students
SC255447 Limited	Garthdee Road, Aberdeen, AB10 7QE	Scotland	Ordinary	100%	Non trading company
Anuvac Confab Worldwide Private Limited	Thapar House 124 Janpath, New Delhi DL 110001 IN	India	Ordinary	100%	Provision of advisory service on overseas educational institutions

International College Wales Limited investments at the Balance Sheet date in the share capital of companies include the following:

Joint venture					
Swan Global Education LLP	The Lambourn, Wyndyke Furlong, Abingdon, OX14 1UJ	England & Wales	Ordinary	50%	Provision of education and training service

SC255447 Limited acquired the remaining 13,381,099 shares of (66.7%) Anuvac Confab Worldwide Private Limited on 23 December 2023 for the consideration of £0.54 (INR 57). The principal activity of the company is the provision of in-depth counselling to students in helping them select the right course at the most suitable university in Australia and/or other countries. No adjustment was made to the consolidation as deemed immaterial.

13. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	30.6.24	30.6.23	30.6.24	30.6.23
	£	£	£	£
Trade debtors	8,118,384	7,553,941	659,914	399,217
Expected credit losses	(1,923,486)	(1,925,443)	(10,740)	(24,657)
	6,194,898	5,628,498	649,174	374,560
Amounts owed by group undertakings	45,818,380	36,953,566	48,027,341	39,164,919
Prepayments and other debtors	558,825	388,908	53,626	310,560
Deferred tax (Note 15)	2,010	4,037	-	-
Corporation tax asset	815	2,045,703	6,929,922	6,185,365
VAT	132,846	-	132,846	-
Accrued income	1,437,954	800,881	-	-
	54,145,728	45,821,593	55,792,909	46,035,404

The amounts owed by group undertakings are not secured and have a variable rate of interest. These amounts are payable on demand.

continued…

14. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	30.6.24	30.6.23	30.6.24	30.6.23
	£	£	£	£
Trade creditors	792,224	3,063,821	448,972	505,109
Amounts owed to associates	263,250	263,250	-	-
Amounts owed to other group undertakings	2,529,724	2,534,115	126,956,439	110,352,091
Amounts owed to parent company	33,443,922	33,443,922	33,443,922	33,443,922
Social security and other taxes	327,874	375,234	154,654	174,913
VAT	-	1,259,493	-	1,259,493
Deferred income	15,065,313	21,096,155	-	-
Othere creditors and accruals	6,374,915	7,928,997	900,248	520,877
Loans owed to related parties	2,549,829	-	2,549,829	-
Long service provision	6,227	-	6,227	-
	61,353,278	69,964,987	164,460,291	146,256,405

The amounts owed to parent company and other group undertakings are not secured and have a variable rate of interest. These amounts are payable on demand.

15. DEFERRED TAX

	30.6.24	30.6.23
	£	£
Balance at the start of the year	124,622	61,359
Adjustment in respect of prior years	(27,636)	5,014
Deferred tax charged to the income statement for the year	(33,648)	58,249
Closing balance	63,338	124,622

A net deferred tax liability of £63,338 (2023: £124,622) has been recognised in respect of capital allowances, which includes a deferred tax balance of £2,010 (2023: £4,037). The deferred tax asset balance is expected to be utilised within one year and there is no expiry date for the deferred tax liabilities.

16. PROVISION FOR LIABILITIES

	Group		Company	
	30.6.24	30.6.23	30.6.24	30.6.23
	£	£	£	£
Long service provision	78,094	69,139	68,893	62,703
Dilapidation provision	26,975	26,394	26,975	26,394
Deferred tax (Note 15)	65,348	128,659	41,168	101,355
	170,417	224,192	137,036	190,452

	Group		Company	
	30.6.24	30.6.23	30.6.24	30.6.23
	£	£	£	£
Long service provision				
Opening balance	69,139	55,547	62,703	51,469
Current year expense	(15,182)	(13,594)	(12,416)	(11,233)
Additions	24,137	27,186	18,606	22,467
Closing balance	78,094	69,139	68,893	62,703

The long service provisions are considered for certain employees that would have completed at least 5 years with the Company and is based on the employee basic salaries at the end of each financial period. No discounting is considered as it is deemed to yield immaterial changes to the provisions. Where possible expected increases in the basic salaries are considered in the provision.

continued…

16. **PROVISION FOR LIABILITIES – continued**

	Group		Company	
	30.6.24	30.6.23	30.6.24	30.6.23
	£	£	£	£
Dilapidation provision				
Opening balance	26,394	144,433	26,394	-
Current year expense	-	(144,433)	-	-
Additions	581	26,394	581	26,394
Closing balance	26,975	26,394	26,975	26,394

Under the terms of its lease agreements the Group must restore certain leased premises to their condition as at the commencement of the lease.

	Group		Company	
	30.6.24	30.6.23	30.6.24	30.6.23
	£	£	£	£
Deferred tax	65,348	128,659	41,168	101,355

Contingent liability as a result of the loss-making joint venture

The Group earns other operating income in the form of management fees from its Joint Venture Swan Global Education LLP. The fees are based on a percentage of profits earned by the LLP. However, the LLP has been loss making during the period ended June 30, 2024. As a result, a judgement has been taken to determine that there is no repayment due to the LLP in respect of the management fees. Consequently, £nil other operating income has been recorded, and the LLP valuation has been written to £nil. If the Group instead concluded that a repayment was due, an additional expense of £1.4m would have be recorded in the consolidated profit and loss account.

17. **CALLED UP SHARE CAPITAL**

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	30.6.24 £	30.6.23 £
2	Ordinary shares	£1	2	2

The profit and loss account represents cumulative profits or losses, net of dividends paid and other adjustments.

Other reserves
The other reserves represent the difference between carrying value of the assets and liabilities acquired under merger accounting to the cost of the investment.

continued…

18. RELATED PARTY DISCLOSURES

The following amounts were outstanding at the reporting date:

		Amounts owed by related parties	
		30.6.24	30.6.23
		£	£
Loan relationship			
Other group undertakings:			
Navitas UK Holdings Limited	Navitas Pty Limited	45,738,586	36,806,326
	Swan Global Education LLP	-	90,701
	Navitas France SARL	14,096	-
Trade relationship			
Navitas UK Holdings Limited	Navitas Pty Limited	12,154	6,423
	Beijing Navitas Education	-	5,594
	Edith Cowan College	-	396
	Navitas Netherlands BV	-	30,313
	Navitas Germany Holdings GmbH	-	13,813
	Navitas France SARL	18,358	-
	Fraser International College Limited	35,186	-
		45,818,380	36,953,566

The following amounts were outstanding at the reporting date:

		Amounts owed to related parties	
		30.6.24	30.6.23
		£	£
Parent company:			
Loan relationship			
Navitas UK Holdings Limtied	Marron Group UK Holdings Limited	(33,443,922)	(33,443,922)
	Navitas SAE Holdings Limited	(2,516,450)	(2,516,450)
Trade relationship			
Navitas UK Holdings Limited	Navitas Pty Limited	(13,274)	(16,823)
	Fraser International College Limited	-	(842)
		(35,973,646)	(35,978,037)

continued…

19. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The carrying values of the Group and Company's financial assets and liabilities are summarised by category below:

	Group		Company	
	30.6.24	30.6.23	30.6.24	30.6.23
	£	£	£	£
Financial assets				
Financial assets that are debt instruments measured at amortised cost:				
Trade debtors	6,194,898	5,628,498	649,174	374,560
Amounts owed by group undertakings	45,818,380	36,953,566	48,027,341	39,164,919
Accrued income	1,437,954	800,881	-	-
	53,451,232	43,382,945	48,676,515	39,539,479
Financial liabilities				
Trade creditors	792,224	3,063,821	448,972	505,109
Amounts owed to associates	263,250	263,250	-	-
Amounts owed to other group undertakings	2,529,724	2,534,115	126,956,439	110,352,091
Amounts owed to parent company	33,443,922	33,443,922	33,443,922	33,443,922
Deferred income	15,065,313	21,096,155	-	-
Other creditors and accruals	6,374,914	7,928,997	900,248	520,877
Loans owed to related parties	2,549,829	-	2,549,829	-
Long service provision	6,227	-	6,227	-
	61,025,403	68,330,260	164,305,637	144,821,999

Liquidity risk

The Group's objective is to maintain a balance between the continuity of funding and flexibility principally through the use of operating cash flows and borrowings from Marron Group Holdings Pty Ltd and related entities.

	<1 year	1-5 years	>5 years	Total
	£	£	£	£
Financial liabilities				
Trade and other payables	61,353,278	92,323	78,094	61,523,695

The tables above reflect all contractually fixed settlement, repayments, receivables and interest resulting from recognised financial liabilities and assets as of 30 June 2024. For the obligations the respective undiscounted cash flows for the respective upcoming fiscal years are presented. Cash flows for financial liabilities are based on the earliest possible date on which the Company can be required to pay. Cash flows for financial assets are based on the terms and conditions existing at the balance sheet date.

The Group's income, expenses, gains and losses in respect of financial instruments are summarised below:

	30.6.24	30.6.23
	£	£
Interest income and expense		
Total interest income for financial assets at amortised cost	3,644,005	2,035,063
Total interest expense for financial liabilities at amortised cost	(51,411)	-
	3,592,594	2,035,063

continued…

20. LEASING ARRANGEMENTS

Total future minimum lease payments under non-cancellable operating leases fall due as follows:

	30.6.24	30.6.23
	£	£
Within one year	91,586	87,225
Between one and five years	198,437	290,023
	290,023	377,248

21. EVENTS AFTER THE REPORTING PERIOD

In July 2023, The University of Northampton decided not to renew the agreement with Northampton IC Limited (UNIC). The college was closed in September 2024.

In August 2023, The University of Leicester decided not to renew the agreement with Leicester Global Study Centre Limited (LGSC). The college was closed in September 2024.

There are no other matters or circumstances which have arisen since the end of the financial period that have significantly affected or may significantly affect the operations of the Group, the results of those operations and the state of affairs of the Group in subsequent financial periods.

22. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The ultimate parent company and controlling party at 30 June 2024 is Marron Group Holdings Pty Ltd, a company incorporated in Australia, with a registered address of - L26 101 Collins St, 3000 Melbourne, Australia. This is the smallest and largest groups to consolidate the results of the Company. The consolidated financial statements of this group can be obtained at L26 101 Collins St, 3000 Melbourne, Australia.

The immediate parent entity as at 30 June 2024 is Marron Group UK Holdings Limited.