

Registered number: 03423974

CET MANAGEMENT (UK) LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 AUGUST 2014

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CET MANAGEMENT (UK) LIMITED

COMPANY INFORMATION

DIRECTORS

A K Ericsson
T O Ericsson

COMPANY SECRETARY

A R W Carrington

REGISTERED NUMBER

03423974

REGISTERED OFFICE

53 - 55 Ballards Lane
London
N3 1XP

INDEPENDENT AUDITOR

PKF Littlejohn LLP
Statutory Auditor
1 Westferry Circus
Canary Wharf
London
E14 4HD

CET MANAGEMENT (UK) LIMITED

CONTENTS

	Page
Directors' Report	1
Directors' Responsibilities Statement	2
Independent Auditor's Report	3 - 4
Profit and Loss Account	5
Balance Sheet	6
Notes to the Financial Statements	7 - 11

CET MANAGEMENT (UK) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 AUGUST 2014

The Directors present their report and the financial statements for the year ended 31 August 2014.

PRINCIPAL ACTIVITIES

The Company's principal activities during the year continues to be that of the provision of marketing and travel services.

DIRECTORS

The Directors who served during the year were:

A K Ericsson
T O Ericsson

DISCLOSURE OF INFORMATION TO AUDITOR

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

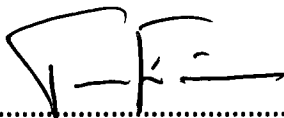
- so far as that Director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- that Director has taken all the steps that ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the Company's auditor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

INDEPENDENT AUDITOR

PKF Littlejohn LLP was appointed auditor in the year. Under section 487(2) of the Companies Act 2006, PKF Littlejohn LLP will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

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

This report was approved by the board on 24-02-2015 and signed on its behalf.



.....
T O Ericsson
Director

CET MANAGEMENT (UK) LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 AUGUST 2014

The Directors are responsible for preparing the Directors' 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). 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 profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

CET MANAGEMENT (UK) LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CET MANAGEMENT (UK) LIMITED

We have audited the financial statements of CET Management (UK) Limited for the year ended 31 August 2014, which comprise the Profit and Loss Account, the Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

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.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

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. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the Directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Directors' Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

OPINION ON FINANCIAL STATEMENTS

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 August 2014 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

CET MANAGEMENT (UK) LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CET MANAGEMENT (UK) LIMITED

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the Directors were not entitled to prepare the financial statements in accordance with the small companies regime and to take advantage of the small companies' exemption from the requirement to prepare a Strategic Report or in preparing the Directors' Report.



Alison Sheridan (Senior Statutory Auditor)

for and on behalf of
PKF Littlejohn LLP

Statutory Auditor

1 Westferry Circus
Canary Wharf
London
E14 4HD

Date: 27 February 2015

CET MANAGEMENT (UK) LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 AUGUST 2014**

	Note	2014 £	Unaudited 13 months to 31 August 2013 £
TURNOVER	1,2	4,312,358	6,515,258
Cost of sales		(3,291,611)	(5,943,786)
GROSS PROFIT		1,020,747	571,472
Administrative expenses		(181,217)	(796,793)
Other operating income	3	97,347	27,920
OPERATING PROFIT/(LOSS)	4	936,877	(197,401)
Interest payable and similar charges		(44,289)	(78,597)
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		892,588	(275,998)
Tax on profit/(loss) on ordinary activities	6	(143,844)	(584)
PROFIT/(LOSS) FOR THE FINANCIAL YEAR	12	748,744	(276,582)

There are no material differences between the profit/(loss) on ordinary activities before taxation and the retained profit/(loss) for the financial year stated above and their historical cost equivalents.

The notes on pages 7 to 11 form part of these financial statements.

CET MANAGEMENT (UK) LIMITED
REGISTERED NUMBER: 03423974

BALANCE SHEET
AS AT 31 AUGUST 2014

	Note	£	2014 £	£	Unaudited 2013 £
FIXED ASSETS					
Tangible assets	7		-		30,911
Investments	8		212,164		212,164
			212,164		243,075
CURRENT ASSETS					
Debtors	9	2,344,309		2,067,888	
Cash at bank		1,478,372		957,548	
		3,822,681		3,025,436	
CREDITORS: amounts falling due within one year	10	(3,428,533)		(3,410,943)	
NET CURRENT ASSETS/(LIABILITIES)			394,148		(385,507)
NET ASSETS/(LIABILITIES)			606,312		(142,432)
CAPITAL AND RESERVES					
Called up share capital	11		4		4
Profit and loss account	12		606,308		(142,436)
SHAREHOLDERS' FUNDS/(DEFICIT)			606,312		(142,432)

The financial statements have been prepared in accordance with the provisions applicable to small companies within Part 15 of the Companies Act 2006 and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

The financial statements were approved and authorised for issue by the board and were signed on its behalf on
24-02-2015



.....
T O Ericsson
 Director

The notes on pages 7 to 11 form part of these financial statements.

CET MANAGEMENT (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2014

1. ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

The Company is the parent undertaking of a small group and as such is not required by the Companies Act 2006 to prepare group accounts. These financial statements therefore present information about the Company as an individual undertaking and not about its group.

1.2 Going concern

The Directors, having reviewed the forecast results and financial position of the Company, are satisfied that the Company has sufficient financial support and resources to continue in operation for the foreseeable future. Therefore they continue to adopt the going concern basis of accounting in preparing the Financial Statements.

1.3 Cash flow

The financial statements do not include a Cash Flow Statement because the Company, as a small reporting entity, is exempt from the requirement to prepare such a statement under the Financial Reporting Standard for Smaller Entities (effective April 2008).

1.4 Turnover

Turnover comprises revenue recognised by the Company in respect of services supplied during the year, exclusive of Value Added Tax and trade discounts.

1.5 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Plant and machinery	20% reducing balance
Motor vehicles	20% reducing balance

1.6 Investments

Investments held as fixed assets are shown at cost less provision for impairment.

1.7 Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if 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.

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse.

Deferred tax assets and liabilities are not discounted.

CET MANAGEMENT (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2014

2. TURNOVER

100.0% of the Company's turnover (2013 - 100%) is attributable to geographical markets outside the United Kingdom.

3. OTHER OPERATING INCOME

	2014	Unaudited 13 months to 31 August 2013
	£	£
Other operating income	61,032	-
Royalty receivable	36,315	27,920
	<u>97,347</u>	<u>27,920</u>

4. OPERATING PROFIT/(LOSS)

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

	2014	Unaudited 13 months to 31 August 2013
	£	£
Depreciation of tangible fixed assets:		
- owned by the company	-	6,909
Auditor's remuneration	9,000	-
Pension costs	4,895	5,200
	<u>13,895</u>	<u>12,109</u>

5. DIRECTORS' REMUNERATION

	2014	Unaudited 13 months to 31 August 2013
	£	£
Aggregate remuneration	-	117,568
	<u>-</u>	<u>117,568</u>

6. TAXATION

	2014	Unaudited 13 months to 31 August 2013
	£	£
UK corporation tax charge on profit/loss for the year/period	143,844	584
	<u>143,844</u>	<u>584</u>

CET MANAGEMENT (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2014

7. TANGIBLE FIXED ASSETS

	Plant and machinery £	Motor vehicles £	Total £
Cost			
At 1 September 2013 (unaudited)	53,532	53,361	106,893
Disposals	(53,532)	(53,361)	(106,893)
At 31 August 2014	-	-	-
Depreciation			
At 1 September 2013 (unaudited)	28,426	47,556	75,982
On disposals	(28,426)	(47,556)	(75,982)
At 31 August 2014	-	-	-
Net book value			
At 31 August 2014	-	-	-
At 31 August 2013 (unaudited)	25,106	5,805	30,911

8. FIXED ASSET INVESTMENT

	Investment in subsidiary company £
Cost	
At 1 September 2013 and 31 August 2014	212,164
Net book value	
At 31 August 2014	212,164
At 31 August 2013 (unaudited)	212,164

Subsidiary undertaking

The following is a subsidiary undertaking of the Company:

Name	Class of shares	Holding
Dr. Frank Sprachen und Reisen - language school provider (registered in Germany)	Ordinary	100%

CET MANAGEMENT (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2014

9. DEBTORS

	2014	Unaudited 2013
	£	£
Trade debtors	210,280	683,242
Amounts owed by group undertakings	2,036,067	1,170,286
Other debtors	10,795	127,193
Tax recoverable	87,167	87,167
	<u>2,344,309</u>	<u>2,067,888</u>

10. CREDITORS: Amounts falling due within one year

	2014	Unaudited 2013
	£	£
Trade creditors	527,488	1,131,640
Amounts owed to group undertakings	2,209,640	1,974,445
Corporation tax	143,467	6,373
Other creditors	547,938	298,485
	<u>3,428,533</u>	<u>3,410,943</u>

11. SHARE CAPITAL

	2014	Unaudited 2013
	£	£
Allotted, called up and fully paid		
4 Ordinary shares of £1 each	<u>4</u>	<u>4</u>

12. RESERVES

	Profit and loss account £
At 1 September 2013 (unaudited)	(142,436)
Profit for the financial year	<u>748,744</u>
At 31 August 2014	<u>606,308</u>

13. DIVIDENDS

On 31 December 2014 the Directors declared a dividend of £137,500 per ordinary share amounting to £550,000.

CET MANAGEMENT (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2014

14. PENSION COMMITMENTS

The Company pays contribution to defined contribution pension scheme arrangements for certain employees. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pension cost charge represents contributions payable by the Company to the fund and amounts to £4,895 (2013: £Nil).

15. RELATED PARTY TRANSACTIONS

	2014 £	2013 £
CET International (fellow subsidiary)		
- expenses paid on behalf of the Company	(513,265)	(145,979)
- balance payable (included within creditors)	-	(88,284)
- intragroup transfers	1,129,551	57,695
- balance receivable (included within debtors)	533,893	-
CET Language Schools (fellow subsidiary)		
- intragroup transfers	62,797	(66,025)
- balance receivable (included within debtors)	146,586	89,780
Dr. Frank Sprachen & Reisen (subsidiary)		
- intragroup transfers and interest	4,923	49,791
- balance receivable (included within debtors)	218,920	234,858
CET Vancouver (fellow subsidiary)		
- intragroup transfers and interest	76,544	16,903
- balance receivable (included within debtors)	791,424	766,166
Educatus (fellow subsidiary and agent)		
- intragroup transfers	271,066	123,200
- balance receivable (included within debtors)	345,245	79,482
CET USA (fellow subsidiary)		
- expenses paid on behalf of the Company	(7,362)	(425,077)
- intragroup transfers	(855,477)	193,755
- balance payable (included within creditors)	(1,169,179)	(328,244)
Explorius (fellow subsidiary and agent)		
- intragroup transfers and interest	720,098	1,307,602
- balance payable (included within creditors)	(733,861)	(1,557,917)
ECEP (fellow subsidiary)		
- intragroup transfers	(306,178)	-
- balance payable (included within creditors)	(306,178)	-
ECUS (fellow subsidiary)		
- intragroup transfers	(422)	-
- balance payable (included within creditors)	(422)	-

16. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The immediate parent company is Explorius AB.

The ultimate parent company is FriFiSi Utbildningsfabrik AB, a company registered in Sweden. The ultimate controlling parties are Mr T O Ericsson and Mrs A K Ericsson.