

REGISTERED NUMBER: 06626639 (England and Wales)

FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

FOR

BLUE DUCK EDUCATION LTD



**BLUE DUCK EDUCATION LTD (REGISTERED NUMBER: 06626639)**

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FOR THE YEAR ENDED 31 DECEMBER 2017**

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**BLUE DUCK EDUCATION LTD**  
**COMPANY INFORMATION**  
**FOR THE YEAR ENDED 31 DECEMBER 2017**

**DIRECTORS:** M Midha  
R Halfbrodt  
T Blumer  
J Kreye  
A Schroder

**SECRETARY:** A M J Keys

**REGISTERED OFFICE:** 26 Finsbury Square  
London  
EC2A 1DS

**REGISTERED NUMBER:** 06626639 (England and Wales)

**AUDITORS:** Grant Thornton UK LLP  
30 Finsbury Square  
London  
EC2A 1AG

BLUE DUCK EDUCATION LTD (REGISTERED NUMBER: 06626639)

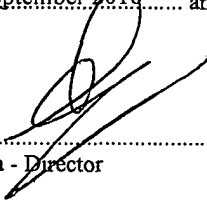
BALANCE SHEET  
31 DECEMBER 2017

	Notes	31.12.17		31.12.16	
		£	£	£	£
<b>FIXED ASSETS</b>					
Tangible assets	4		9,861		6,049
Investments	5		<u>175</u>		<u>175</u>
			10,036		6,224
<b>CURRENT ASSETS</b>					
Debtors	6	512,768		364,230	
Cash at bank and in hand		<u>22,906</u>		<u>270,847</u>	
		535,674		635,077	
<b>CREDITORS</b>					
Amounts falling due within one year	7	<u>(1,139,557)</u>		<u>(1,038,567)</u>	
<b>NET CURRENT LIABILITIES</b>			<u>(603,883)</u>		<u>(403,490)</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			<u>(593,847)</u>		<u>(397,266)</u>
<b>CAPITAL AND RESERVES</b>					
Called up share capital	8		80		79
Share premium			7,634,510		7,632,650
Capital redemption reserve			59		59
Retained earnings			<u>(8,228,496)</u>		<u>(8,030,054)</u>
<b>SHAREHOLDERS' FUNDS</b>			<u>(593,847)</u>		<u>(397,266)</u>

The financial statements have been prepared and delivered in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

In accordance with Section 444 of the Companies Act 2006, the Income Statement has not been delivered.

The financial statements were approved and authorised for issue by the Board of Directors on 28 September 2018 and were signed on its behalf by:

  
.....  
M Midha - Director

The notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2017

1. STATUTORY INFORMATION

Blue Duck Education Ltd is a private company, limited by shares, incorporated and registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page

2. ACCOUNTING POLICIES

**Basis of preparing the financial statements**

These financial statements have been prepared in accordance with the provisions of Section 1A "Small Entities" of Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

The financial statements are prepared on a going concern basis.

**Significant judgements and estimates**

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

**Critical judgements in applying the company's accounting policies**

The critical judgement that the directors have made in the process of applying the company's accounting policies that have the most significant effect on the amounts recognised in the statutory financial statements are discussed below:

**(i) Assessing indicators and impairment**

In assessing whether there have been any indicators or impairment of assets, the directors have considered both external and internal sources of information such as market conditions, counterparty credit ratings and experience or recoverability. There have been no indicators or impairments identified during the current financial year.

**Key sources of estimation uncertainty**

The key assumptions concerning the future, and other key sources of estimation uncertainty that have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

**(ii) Revenue recognition in respect of services**

The company uses the percentage of completion method to recognise project revenue for fixed-priced contracts. This method requires the directors to estimate the level of services performed at each reporting date as a proportion of the total services to be performed to complete the contract. Variations to estimates could result in the over or under recognition of revenue.

**(iii) Recoverability of receivables**

The Company establishes a provision for receivables that are estimated not to be recoverable. When assessing recoverability the directors consider factors such as the ageing of the receivables, past experience and recoverability, and the credit profile of individual or groups of customers.

**Turnover**

Turnover represents the value of services provided by the company in the financial year which have been completed and accepted by customers under the terms of their contracts with the company. In assessing the values attributable to service contracts in progress at the Balance Sheet date, turnover is recognised according to the stage of completion of the contract and to the extent to which the right to consideration has been obtained through performance.

**BLUE DUCK EDUCATION LTD (REGISTERED NUMBER: 06626639)**

**NOTES TO THE FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 31 DECEMBER 2017**

**2. ACCOUNTING POLICIES - continued**

**Tangible fixed assets**

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Office equipment	- 33% on cost
Computer equipment	- 50% on cost

**Research and development**

Expenditure in connection with research and development activities is charged in the period in which it is incurred.

**Foreign currencies**

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

**Pension costs and other post-retirement benefits**

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to profit or loss in the period to which they relate.

**Share based payments**

The company has reported on share-based payment arrangements on a disclosure basis only.

**Going concern**

The directors believe that the company has adequate financial resources to continue in operational existence for the foreseeable future and to meet its liabilities and obligations as they fall due.

In addition, on 14 February 2018 the parent made available to the company a loan facility of up to 4,000,000 EUR to be drawn down in tranches of up to 1,000,000 EUR at any one time, as agreed by the parent and company. Interest is chargeable on the loan balance at a rate of 2% above the 6 month Euribor lending rate. The loan is repayable 45 months after the date of the loan agreement.

Therefore the directors continue to adopt the going concern basis of accounting in preparing the financial statements

**3. EMPLOYEES AND DIRECTORS**

The average number of employees during the year was 17 (2016 - 11).

BLUE DUCK EDUCATION LTD (REGISTERED NUMBER: 06626639)

NOTES TO THE FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 31 DECEMBER 2017

4. TANGIBLE FIXED ASSETS

	Plant and machinery etc £
<b>COST</b>	
At 1 January 2017	53,616
Additions	<u>10,713</u>
At 31 December 2017	<u>64,329</u>
<b>DEPRECIATION</b>	
At 1 January 2017	47,567
Charge for year	<u>6,901</u>
At 31 December 2017	<u>54,468</u>
<b>NET BOOK VALUE</b>	
At 31 December 2017	<u>9,861</u>
At 31 December 2016	<u>6,049</u>

5. FIXED ASSET INVESTMENTS

	Other investments £
<b>COST</b>	
At 1 January 2017 and 31 December 2017	<u>175</u>
<b>NET BOOK VALUE</b>	
At 31 December 2017	<u>175</u>
At 31 December 2016	<u>175</u>

The directors have considered the requirements of FRS 102 (Section 1A) and have decided to continue to state the value of the company's investment in its Brazilian Subsidiary, Blue Duck Educacao do Brasil LTDA, at cost of £175 (2016 - £175). The subsidiary remits all available after tax profits on a regular basis to its UK Parent by way of dividend.

6. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.12.17	31.12.16
	£	£
Trade debtors	312,235	353,233
Other debtors	728	5,200
Tax recoverable	193,372	-
Prepayments	<u>6,433</u>	<u>5,797</u>
	<u>512,768</u>	<u>364,230</u>

BLUE DUCK EDUCATION LTD (REGISTERED NUMBER: 06626639)

NOTES TO THE FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 31 DECEMBER 2017

7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.12.17	31.12.16
	£	£
Trade creditors	84,036	16,274
Social security and other taxes	30,384	16,251
Other creditors	10,143	12,631
Directors' current accounts	14,948	-
Deferred income	869,978	872,993
Accrued expenses	<u>130,068</u>	<u>120,418</u>
	<u>1,139,557</u>	<u>1,038,567</u>

8. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	31.12.17	31.12.16
			£	£
6,877	Ordinary	0.001 p	7	6
22,090	A1 Preference	0.001 p	22	22
50,696	A2 Preference, A3 Preference	0.001 p	<u>51</u>	<u>51</u>
			<u>80</u>	<u>79</u>

1,379 Ordinary shares of 0.001p each were allotted as fully paid at a premium of £1.35 per share during the year.

9. DISCLOSURE UNDER SECTION 444(5B) OF THE COMPANIES ACT 2006

The Auditors' Report was unqualified.  
The audit report was signed on 28 September 2018 by  
Anthony Thomas (Senior Statutory Auditor)  
for and on behalf of Grant Thornton UK LLP

10. RELATED PARTY DISCLOSURES

During the year the company received dividends totalling £182,095 (2016 - £215,698) from its Brazilian subsidiary.

11. ULTIMATE CONTROLLING PARTY

On 14 February 2018 there was a change of ownership and 100% of the shares of the company were acquired by Westermann Gruppe, now the immediate parent company, registered in Germany. As a result of the aforementioned change in ownership the ultimate parent company is Medien Union, a company registered in Germany. Accounts for these companies are not publicly available.

**NOTES TO THE FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 31 DECEMBER 2017**

**12. SHARE-BASED PAYMENT TRANSACTIONS**

On 12 August 2016 an Option Agreements in respect of 9,041 Ordinary shares were issued to applicable grantees with an exercise price of £1.35 per Ordinary share. A total of 10,420 Ordinary shares were made available with the balance of 1,379 unallocated options to be allocated with the approval of the Board to employees, consultants and directors of the company.

The balance of 1,379 unallocated options were granted on 26 October 2017 and exercised on 1 November 2017.

As at 31 December 2017 no further options had been granted.