

HURON MIDCO LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 JULY 2023

HURON MIDCO LIMITED

COMPANY INFORMATION

Directors	C Halpin-Rose A P Williamson R Parry
Registered number	14026857
Registered office	35 Churchill Park Colwick Business Estate Nottingham NG4 2HF
Independent auditors	Xeinadin Audit Limited Chartered Accountants & Statutory Auditor Becket House 36 Old Jewry London EC2R 8DD
Accountants	Elman Wall Limited 8th Floor Becket House 36 Old Jewry London EC2R 8DD

HURON MIDCO LIMITED

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HURON MIDCO LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 JULY 2023

Introduction

The directors present the Strategic Report for the year ended 31st July 2023.

Business review

The company is an intermediate holding company for its subsidiary undertakings, the principal activities of which are the provision of school group travel arrangements on a worldwide basis across a range of educational, language, music sport and ski tours.

The company's accounts are prepared for the year ended 31 July 2023. Comparative figures are for the period ended 31 July 2022.

Principal risks and uncertainties

As an intermediate holding company, the main risks relate to the future performance of the subsidiary undertakings. Further details of the risks facing those businesses is contained in the respective statutory accounts of the subsidiary undertakings.

Financial key performance indicators

The Company has a loss for the year of £146,221 (Period ended 31st July 2022- £15,624)

This report was approved by the board on 1 December 2023 and signed on its behalf.

C Halpin-Rose

Director

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 JULY 2023**

The directors present their report and the financial statements for the year ended 31 July 2023.

Directors' responsibilities statement

The directors are responsible for preparing the Strategic report, 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

Directors

The directors who served during the year were:

C Halpin-Rose
A P Williamson
R Parry (appointed 4 May 2023)

Matters covered in the Strategic report

Where necessary, disclosures relating to future developments, results and dividends have been made in the Strategic Report and have not been repeated here in accordance with Section 414C of the Companies Act 2006.

Disclosure of information to auditors

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

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

HURON MIDCO LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 JULY 2023**

Auditors

The auditors, Xeinadin Audit Limited, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 1 December 2023 and signed on its behalf.

C Halpin-Rose
Director

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF HURON MIDCO LIMITED
UNDER SECTION 449 OF THE COMPANIES ACT 2006**

Opinion

We have audited the financial statements of Huron Midco Limited (the 'Company') for the year ended 31 July 2023, which comprise the Income statement, the Statement of comprehensive income, the Statement of financial position, the Statement of changes in equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 July 2023 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of report. We are independent of the Company in accordance with the ethical requirements that are relevant to audit of the financial statements in the United Kingdom, including the Financial Reporting Council's Ethical Standard and we have fulfilled 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 opinion.

Conclusions relating to going concern

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

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

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

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF HURON MIDCO LIMITED (CONTINUED)
UNDER SECTION 449 OF THE COMPANIES ACT 2006

Other information

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

We have nothing to report in this regard.

Opinion on other matters prescribed by the Companies Act 2006

In 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.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report or the Directors' report.

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

- adequate accounting records have not been kept, or returns adequate for 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 audit.

Responsibilities of directors

As explained more fully in the Directors' responsibilities statement set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF HURON MIDCO LIMITED (CONTINUED)
UNDER SECTION 449 OF THE COMPANIES ACT 2006

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditors' report that includes opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Enquiry of management and those charged with governance around actual and potential litigation and claims;
- Reviewing minutes of meetings of those charged with governance;
- Performing audit work over the risk of management override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business and reviewing accounting estimates for bias;
- Enquiry of management and those charged with governance to identify any instances of non-compliance with laws and regulations.

The potential effect of these laws and regulations on the financial statements varies considerably.

Firstly, the Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the Company is subject to many other laws and regulations where the consequence of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance the imposition of fines or litigation or the loss of the Company's license to operate. We identified the following areas as those most likely to have such an effect: health and safety including data protection laws, anti-bribery, money laundering, employment law compliance recognising the nature of the Company's activities.

Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the directors and other management and inspection of regulatory and legal correspondence, if any. Therefore, if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

HURON MIDCO LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF HURON MIDCO LIMITED (CONTINUED)
UNDER SECTION 449 OF THE COMPANIES ACT 2006

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditors' report.

Use of report

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

Yasin Khandwalla (FCCA) (Senior statutory auditor)

for and on behalf of

Xeinadin Audit Limited

Chartered Accountants

Statutory Auditor

Becket House

36 Old Jewry

London

EC2R 8DD

1 December 2023

HURON MIDCO LIMITED

INCOME STATEMENT
FOR THE YEAR ENDED 31 JULY 2023

			<i>4 month period ended 31 July</i>
	Note	2023	2022
		£	£
Interest payable and similar expenses	5	(146,221)	(15,624)
Loss before tax		(146,221)	(15,624)
Loss for the financial year		(146,221)	(15,624)

The notes on pages 13 to 18 form part of these financial statements.

HURON MIDCO LIMITED

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 JULY 2023

			<i>4 month period ended 31 July</i>
	Note	2023	2022
		£	£
Loss for the financial year		(146,221)	(15,624)
		<hr/>	<hr/>
Other comprehensive income			
		<hr/>	<hr/>
Total comprehensive income for the year		<u>(146,221)</u>	<u>(15,624)</u>

The notes on pages 13 to 18 form part of these financial statements.

HURON MIDCO LIMITED
REGISTERED NUMBER: 14026857

STATEMENT OF FINANCIAL POSITION
AS AT 31 JULY 2023

	Note	2023 £	2022 £
Fixed assets			
Fixed asset investments		1	1
		<u>1</u>	<u>1</u>
Current assets			
Debtors: amounts falling due after more than one year	7	2,437,000	2,437,000
Debtors: amounts falling due within one year	7	97,999	94,999
		<u>2,534,999</u>	<u>2,531,999</u>
Creditors: amounts falling due within one year	8	(97,999)	(94,999)
Net current assets		<u>2,437,000</u>	<u>2,437,000</u>
Total assets less current liabilities		<u>2,437,001</u>	<u>2,437,001</u>
Creditors: amounts falling due after more than one year	9	(2,598,845)	(2,452,624)
Net liabilities		<u>(161,844)</u>	<u>(15,623)</u>
Capital and reserves			
Called up share capital	10	1	1
Profit and loss account		(161,845)	(15,624)
		<u>(161,844)</u>	<u>(15,623)</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 1 December 2023.

C Halpin-Rose

Director

The notes on pages 13 to 18 form part of these financial statements.

HURON MIDCO LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 JULY 2023**

	Called up share capital £	Profit and loss account £	Total equity £
At 1 August 2022	1	(15,624)	(15,623)
Comprehensive income for the year			
Loss for the year	-	(146,221)	(146,221)
	<hr/>	<hr/>	<hr/>
Other comprehensive income for the year	-	-	-
	<hr/>	<hr/>	<hr/>
Total comprehensive income for the year	-	(146,221)	(146,221)
	<hr/>	<hr/>	<hr/>
Total transactions with owners	-	-	-
	<hr/>	<hr/>	<hr/>
At 31 July 2023	1	(161,845)	(161,844)

The notes on pages 13 to 18 form part of these financial statements.

HURON MIDCO LIMITED

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 JULY 2022

	Called up share capital £	Profit and loss account £	Total equity £
Comprehensive income for the period			
Loss for the period	-	(15,624)	(15,624)
Other comprehensive income for the period	-	-	-
Total comprehensive income for the period	-	(15,624)	(15,624)
Contributions by and distributions to owners			
Shares issued during the period	1	-	1
Total transactions with owners	1	-	1
At 31 July 2022	1	(15,624)	(15,623)

The notes on pages 13 to 18 form part of these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JULY 2023**

1. General information

Huron Midco Limited is a private company incorporated in the United Kingdom.

The registered office is 35 Churchill Park Colwick Business Estate, Nottingham, United Kingdom, NG4 2HF.

The principal activity of the company is that of an intermediate holding company for its investments.

The principal activity of the group of which the company is the parent is the provision of school group travel arrangements on a worldwide basis across a range of educational, language, music, sport and ski tours.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

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

Reduced disclosure framework

The company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements for parent company information presented within the consolidated financial statements:

- Section 7 'Statement of Cash Flows' – Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues' – Carrying amounts, interest income/expense and net gains/losses for each category of financial instrument; basis of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive income;
- Section 33 'Related Party Disclosures' – Compensation for key management personnel. The company has taken advantage of the exemption under section 400 of the Companies Act 2006 not to prepare consolidated accounts. The financial statements present information about the company as an entity not about its group.

Huron Midco Limited is a wholly owned subsidiary of Huron Topco Limited. The results of Huron Midco Limited are included in the consolidated financial statements of Huron Topco Limited which are available from its registered office, 35 Churchill Park, Colwick Business Estate, Nottingham, NG4 2HF.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JULY 2023**

2. Accounting policies (continued)

2.2 Going concern

Based on the continued support from Literacy Capital Plc, the ultimate controlling party, the directors are confident that the company, will have sufficient funds and cash reserves to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

2.3 Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.4 Borrowing costs

All borrowing costs are recognised in profit or loss in the year in which they are incurred.

2.5 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

Investments in unlisted Company shares, whose market value can be reliably determined, are remeasured to market value at each reporting date. Gains and losses on remeasurement are recognised in the Income statement for the period. Where market value cannot be reliably determined, such investments are stated at historic cost less impairment.

Investments in listed company shares are remeasured to market value at each reporting date. Gains and losses on remeasurement are recognised in profit or loss for the period.

2.6 Debtors

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

2.7 Creditors

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

2.8 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or income as appropriate. The company does not currently apply hedge accounting for interest rate and foreign exchange derivatives.

HURON MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2023

3. Judgments in applying accounting policies and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements estimates and assumptions about the carrying value of assets and liabilities that are not readily available from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumption are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future

periods.

4. Employees

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

	2023 No.	2022 No.
Directors	<u>3</u>	<u>2</u>

5. Interest payable and similar expenses

	2023 £	4 month period ended 31 July 2022 £
Other loan interest payable	146,221	15,624
	<u>146,221</u>	<u>15,624</u>

6. Fixed asset investments

	Investments in subsidiary companies £
Cost or valuation	
Additions	1
At 31 July 2023	<u>1</u>

HURON MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2023

Subsidiary undertaking

The following was a subsidiary undertaking of the Company:

Name	Class of shares	Holding
Huron Bidco Limited	Ordinary	100 %

HURON MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JULY 2023

7. Debtors

	2023 £	2022 £
Due after more than one year		
Amounts owed by group undertakings	2,437,000	2,437,000
	<u>2,437,000</u>	<u>2,437,000</u>
Due within one year		
Amounts owed by group undertakings	97,999	94,999
	<u>97,999</u>	<u>94,999</u>

8. Creditors: Amounts falling due within one year

	2023 £	2022 £
Amounts owed to group undertakings	97,999	94,999
	<u>97,999</u>	<u>94,999</u>

9. Creditors: Amounts falling due after more than one year

	2023 £	2022 £
Loan notes	2,598,845	2,452,624
	<u>2,598,845</u>	<u>2,452,624</u>

The debenture loans relate to the loan notes issued by the shareholders of Huron Topco Limited on 22nd June 2022.

The loan notes carry interest at 6% per annum. The principal amount and accrued interest are repayable in 2029.

HURON MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2023

10. Share capital

	2023	2022
	£	£
Allotted, called up and fully paid		
1 (2022 - 1) £1 Ordinary Share Capital share of £1.00	<u>1</u>	<u>1</u>

11. Related party transactions

The company has taken advantage of the exemption to disclose related party transactions with companies that are wholly owned within the Group.

12. Controlling party

The ultimate controlling party is Literacy Capital Plc, by virtue of its ownership of 78% of the share capital of Huron Topco Limited.

The immediate parent undertaking is Huron Topco Limited.

The largest group to consolidate these financial statements is Huron Topco Limited. Copies of the group financial statements for Huron Topco Limited can be obtained from its registered office: 35 Churchill Park, Colwick Business Estate, Nottingham, NG4 2HF.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.