

**BUPA WELLBEING LIMITED**

**(Registered No. 1404329)**

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 1997**



# **BUPA WELLBEING LIMITED**

## **REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 1997**

The Directors present their annual report and the audited financial statements for the year ended 31 December 1997.

### **1. Principal activity**

The principal activity of the Company is the provision of a medical advice service.

### **2. Review of the business**

The Directors consider the development of the Company during the year to be satisfactory and do not foresee any significant changes in the forthcoming year.

### **3. Results and dividends**

The loss for the year, after taxation, amounted to (£18,337) (1996 - profit £10,577).  
No dividend is proposed for 1997 (1996 - £ nil).

### **4. Directors and directors' interests**

The names of persons who were directors at any time during the year are as follows:

E W Lea (Chairman)  
A D Walford  
J P Davies  
M Ellerby  
F A Kee

There were no Directors' interests requiring disclosure under Section 234 of the Companies Act 1985.

### **5. Auditor**


In accordance with Section 384 of the Companies Act 1985, a resolution for the re-appointment of KPMG Audit Plc as the auditor of the Company is to be proposed at the forthcoming Annual General Meeting.

Registered Office :

BUPA House  
15-19 Bloomsbury Way  
London  
WC1A 2BA

12 March 1998

By Order of the Board

  
J P Sanders  
Secretary

## **BUPA WELLBEING LIMITED**

### **STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS**

The following statement, which should be read in conjunction with the auditor's report set out on page 3, is made for the purpose of clarifying the respective responsibilities of the Directors and the auditor in the preparation of the financial statements.

Company law requires the Directors to prepare financial statements for each financial year which 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 those financial statements, the Directors are required to :

- select suitable accounting policies and then apply them consistently ;
- make judgements and estimates that are reasonable and prudent ;
- state whether applicable 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 proper accounting records which 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 1985. 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.

# **BUPA WELLBEING LIMITED**

## **REPORT OF THE AUDITOR**

### **TO THE MEMBERS OF BUPA WELLBEING LIMITED**

We have audited the financial statements set out on pages 4 to 9.

#### **Respective responsibilities of Directors and the auditor**

As described on page 2, the Company's Directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

#### **Basis of opinion**

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

#### **Opinion**

In our opinion, the financial statements give a true and fair view of the state of the Company's affairs at 31 December 1997 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

*KPMG Audit Plc*

London

12 March 1998

KPMG Audit Plc  
Chartered Accountants  
Registered Auditor

**BUPA WELLBEING LIMITED****PROFIT AND LOSS ACCOUNT  
FOR THE YEAR ENDED 31 DECEMBER 1997**

	<i>Note</i>	1997 £	1996 £
<b>Turnover</b>	<i>1</i>	221,766	143,886
<b>Cost of sales</b>		<u>(142,585)</u>	<u>(101,511)</u>
		79,181	42,375
<b>Operating expenses</b>		<u>(105,951)</u>	<u>(26,360)</u>
<b>(Loss)/profit on ordinary activities before taxation</b>	<i>4</i>	(26,770)	16,015
<b>Tax on (loss)/profit on ordinary activities</b>	<i>5</i>	8,433	(5,438)
		<u>(18,337)</u>	<u>10,577</u>
<b>(Loss)/profit for the financial year</b>		<u>(18,337)</u>	<u>10,577</u>
<b>Retained (loss)/profit for the financial year</b>		<u>(18,337)</u>	<u>10,577</u>

The operating (loss)/profit is all derived from continuing operations.

There were no recognised gains and losses other than the (loss)/profit for the financial year.

There were no material differences between reported profit and losses and historical profit and losses on ordinary activities before and after taxation.

**BUPA WELLBEING LIMITED****RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS  
FOR THE YEAR ENDED 31 DECEMBER 1997**

	1997 £	1996 £
<b>(Loss)/profit for the financial year</b>	<b>(18,337)</b>	<b>10,577</b>
<b>Net reduction/addition to shareholders' funds</b>	<b>(18,337)</b>	<b>10,577</b>
Opening shareholders' funds	330,396	319,819
<b>Closing shareholders' funds</b>	<b>312,059</b>	<b>330,396</b>

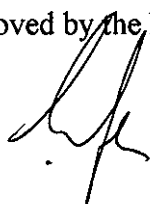
# BUPA WELLBEING LIMITED

## BALANCE SHEET AS AT 31 DECEMBER 1997

	<i>Note</i>	1997 £	1996 £
<b>Current assets</b>			
Debtors	6	384,187	392,709
Cash at bank and in hand		-	465
		<u>384,187</u>	<u>393,174</u>
<b>Creditors: amounts falling due within one year</b>	7	(72,128)	(62,778)
		<u></u>	<u></u>
<b>Net assets</b>		<u>312,059</u>	<u>330,396</u>
<b>Capital and reserves</b>			
Called up share capital	8	2	2
Profit and loss account	9	<u>312,057</u>	<u>330,394</u>
<b>Shareholders' funds</b>		<u>312,059</u>	<u>330,396</u>

These financial statements were approved by the Board of Directors on 12 March 1998 and were signed on its behalf by

E W Lea



Director

The accounting policies and notes on pages 7 to 9 form part of these Financial Statements.

# **BUPA WELLBEING LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 1997**

### **1. STATEMENT OF ACCOUNTING POLICIES**

#### **(a) Basis of preparation**

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting convention.

As the Company is ultimately a wholly owned subsidiary of the British United Provident Association Limited, it has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed separately the transactions or balances with entities which form part of the BUPA Group.

#### **(b) Cash flow statement**

The Company is exempt from the requirement of Financial Reporting Standard No 1 (Revised 1996) to prepare a cash flow statement as it is a wholly-owned subsidiary undertaking of The British United Provident Association Limited, and its cash flows are included within the consolidated cash flow statement of that company.

#### **(c) Turnover**

Turnover represents the total amount earned by the Company in the ordinary course of business for goods supplied and services rendered after deducting trade discounts and value added tax, where applicable. All turnover arises within the United Kingdom.

#### **(d) Taxation**

The charge for taxation is based on the result for the year and takes into account taxation deferred due to timing differences between the treatment of certain items for taxation and accounting purposes. Provision is made for deferred taxation only to the extent that it is probable that a liability will crystallise.

### **2. ULTIMATE HOLDING COMPANY**

The Company is a wholly owned subsidiary of BUPA Investments Limited, which is registered in England and Wales. A copy of BUPA Investments Limited's financial statements are available to the public from The Registrar of Companies, Cardiff, CF4 3UZ.

The ultimate holding company is The British United Provident Association Limited, in whose accounts these financial statements are consolidated. A copy of BUPA's consolidated financial statements are available to the public from The Registrar of Companies, Cardiff, CF4 3UZ.

# BUPA WELLBEING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 1997 - continued

### 3. STAFF COSTS AND DIRECTORS' REMUNERATION

#### Employees

The company had no employees during the year (1996 : nil) and consequently incurred no staff costs.

No remuneration was paid to any of the directors for the year (1996 :£ nil)

### 4. (LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

	1997 £	1996 £
<i>(Loss)/profit on ordinary activities is stated after charging :</i>		
Auditor's remuneration	900	600
Other operating charges	247,636	127,271
	<u>248,536</u>	<u>127,871</u>

### 5. TAX ON (LOSS)/PROFIT ON ORDINARY ACTIVITIES

	1997 £	1996 £
The taxation charge is based on the result for the year :		
UK Corporation tax credit at 31.5% (1996 - 33%)	-	5,285
Group relief	(8,433)	-
	<u>(8,433)</u>	<u>5,285</u>
Taxation under provided in previous years :		
Group Relief	-	153
	<u>(8,433)</u>	<u>5,438</u>

### 6. DEBTORS

	1997 £	1996 £
<b>Amounts falling due within one year:</b>		
Amounts owed by Group undertakings	345,603	369,674
Other debtors	27,495	1,320
Prepayments and accrued income	11,089	21,715
	<u>384,187</u>	<u>392,709</u>

# BUPA WELLBEING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 1997 - continued

7. CREDITORS - amounts falling due within one year :	1997 £	1996 £
Other creditors	(3,697)	(29,218)
Accruals and deferred income	<u>(68,431)</u>	<u>(33,560)</u>
	<u>(72,128)</u>	<u>(62,778)</u>

8. SHARE CAPITAL	1997 £	1996 £
<b>Authorised</b>		
100 ordinary shares of £1 each	<u>100</u>	<u>100</u>
<b>Allotted, called-up and fully paid</b>		
2 ordinary shares of £1 each	<u>2</u>	<u>2</u>

9. RESERVES	Profit and loss account £
At 1 January 1997	330,394
Retained loss	(18,337)
	<u>312,057</u>
At 31 December 1997	

## 10. COMMITMENTS

The Company has no obligation in respect of future capital expenditure.

## 11. CONTINGENT LIABILITIES

The Company has given a guarantee and other undertakings, as part of the Group banking arrangements, in respect of the overdraft of certain other Group undertakings.

Under a group registration the Company is jointly and severally liable for Value Added Tax due by certain other group companies.