

Allied Healthcare Group Limited

Report and financial statements

11 month period ended 31st December 2015
Registered number 1689856

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Report and financial statements

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Corporate information

Directors

Mr J H Whitehead

Secretary

Mr D Collison

Auditors

Ernst & Young LLP
25 Churchill Place
London E14 5RB

Registered office

Cavendish House
Lakhpur Court
Staffordshire Technology Park
Stafford
ST18 0FX

Company number

England and Wales no. 1689856

Directors' report

The directors are pleased to present their report for Allied Healthcare Group Limited, company registered number 1689856, for the 11 month period ended 31st December 2015, the accounting year having been changed to align with that of Aurelius SE & Co KGaA, which has been the ultimate holding company since 1st December 2015. Comparative figures are presented for the year ended 31st January 2015.

Directors

The current directors of the Company are shown on page 2.

Directors who served during the period were as follows:

LHL Batchelor (resigned 1st December 2015)
P J V Dixon (resigned 25th September 2015)
D S Gibson (resigned 9th September 2015)
J A Goodsell (resigned 30th July 2015)
S M Howard (resigned 23rd June 2015)
M B Jackson (resigned 1st December 2015)
T M Pethick (resigned 1st December 2015)
R M Preece (appointed 25th September 2015)
J H Whitehead

After the period end, R M Preece resigned on 16th February 2016. Also after the period end, Mrs C L Mason was appointed as a director on 5th April 2016 but resigned on 5th August 2016.

Also after the period end, D Collison was appointed as Company Secretary on 15th January 2016, replacing V Haynes who had resigned on 1st December 2015.

Directors' interests

In the period ended 31st December 2015 none of the directors had any interest in the share capital of the Company (year ended 31st January 2015: none).

Country of incorporation

The Company is incorporated in Great Britain and registered in England and Wales.

Dividends

No dividends have been paid or recommended for the 11 month period to 31st December 2015 (year ended 31st January 2015: £nil).

Future developments

It is anticipated that the Company will continue to be an intermediate holding company within the Allied Healthcare group of companies.

Financial instruments

The Company finances its activities using intra-group accounts with other group companies. All such accounts, both receivables and payables, are classed as financial instruments, such classification being as follows:

- Trade and other debtors, including intra-group debtors, are classified as loans and receivables
- Trade and other payables, including intra-group creditors, are classified as other liabilities.

Auditors

Ernst & Young LLP have expressed their willingness to continue in office as auditors.

Going concern

The Company's business activities are described in the Strategic Report on page 5. The directors believe that the Company is capable of adequately managing its business risk. After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in existence for the foreseeable future. This expectation takes account of the Company having positive net assets. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

Directors' responsibilities to the auditors regarding the financial statements

Each person who is a director at the date of approval of this directors' report confirms that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- each director has taken all the steps that he or she ought to have taken as a director to make himself or herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Approved by the Board on *17th September* 2016 and signed on its behalf by:



John Whitehead
Director
Allied Healthcare Group Limited
Registered number 1689856

Strategic report

The directors present their strategic report for the 11 month period ended 31st December 2015.

Principal activities and future developments

Allied Healthcare Group Limited ("the Company") is an intermediate holding company. Throughout the 11 month period ended 31st December 2015 it was itself wholly and directly owned by Omnicare Limited. The Company holds an investment in 50.1% of the issued share capital of L&B (no 182) Limited, and through that company indirectly holds investments in trading companies in Northern Ireland and the Republic of Ireland. It also owns investments in various dormant companies within the Allied Healthcare group.

Until 1st December 2015 the ultimate holding company of the Company was Acromas Holdings Limited. On that date, however, the Allied Healthcare group of companies was sold to the Aurelius group; the ultimate parent company therefore became Aurelius SE & Co KGaA, a company registered and resident in Germany, as from 1st December 2015.

During the period the Company transitioned from previously extant UK GAAP to FRS 101 – *Reduced Disclosure Framework* and has taken advantage of the disclosure exemptions allowed under this standard. The Company's immediate parent undertaking, Omnicare Limited, was notified of and did not object to the use of the EU-adopted IFRS disclosure exemptions. There are no material recognition or measurement differences arising on the adoption of FRS 101 for these financial statements.

Results and dividends

In the period ended 31st December 2015 an intercompany receivable of £55,030,631 that had been due to the Company from Nestor Primecare Services Limited, a fellow subsidiary was formally waived, this waiver being effected by a Deed entered into by the two companies. A charge of the same amount was accordingly recognised in the income statement.

Also in the period, the directors reviewed the carrying value of the Company's 50.1% investment in L&B (no 182) Limited, in the light of expected lower levels of profitability and cash flow for that company's trading subsidiaries in Northern Ireland. As a result, it was concluded that the carrying value, which had been held at its original cost of £4,143,426, should be impaired to £1,587,000. A charge representing the writedown of £2,556,426 has been recognised in the income statement.

Also in the period, the Company received a dividend declared on the ordinary shares of L&B (no 182) Limited amounting to £200,400 (year ended 31st January 2015: £573,202).

As a result of these transactions, the loss attributable to shareholders disclosed in the income statement was £(57,386,657) (year ended 31st January 2015: £(7,699,015)). No dividend has been declared or paid.

Principal risks and uncertainties

The Company does not trade. Its only assets with positive carrying values are intercompany receivables due from two other group companies and its equity investment in its immediate subsidiary L&B (no 182) Limited. The counterparties to the intercompany receivables both have positive net assets. L&B (no 182) Limited is the holding company for a group of companies trading profitably in Northern Ireland and the Republic of Ireland. The carrying value of the Company's investment in L&B (no 182) Limited was written down in the period to an amount which in the opinion of the directors is consistent with expected lower levels of future profitability and cash flows of that company's trading subsidiaries. In the opinion of the directors, therefore, material risks for the Company are limited to possible future (and further) impairments in the

carrying value of these two assets, and at the date of approval of these financial statements are thought to have a low probability of occurrence.

Approved by the Board on *17th September* 2016 and signed on its behalf by:



John Whitehead
Director
Allied Healthcare Group Limited
Registered number 1689856

Directors' responsibilities statement

The directors are responsible for preparing the directors' report and the strategic report and the financial statements in accordance with applicable UK law and regulations.

Company law requires the directors to prepare financial statements for each financial period. Under that law the directors have elected to prepare the financial statements in accordance with UK Generally Accepted Accounting Principles (UK 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 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 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;
- 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.

Independent auditors' report to the shareholders of Allied Healthcare Group Limited

We have audited the financial statements of Allied Healthcare Group Limited for the 11 month period ended 31 December 2015 which comprise the Income Statement, the Statement of Other Comprehensive Income, the Statement of Changes in Equity, the Balance Sheet and the related notes 1 to 14. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 "Reduced Disclosure Framework".

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 set out on page 6, 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 Report and financial statements to identify material inconsistencies with the audited financial statements. 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 December 2015 and of its loss for the period 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.

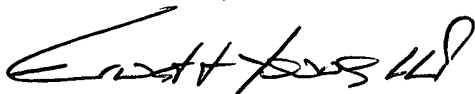
Opinion on other matter prescribed by the Companies Act 2006

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

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.



Benjamin Gregory (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
London

 2016

Income statement

for the period ended 31st December 2015

	Notes	11 months to 31.12.15 £	Year to 31.01.15 £
Loss arising from waiver of intercompany receivable	8	(55,030,631)	-
Impairment of carrying value of investment in subsidiary company	7	(2,556,426)	-
Income from investments	6	200,400	804,803
Profit on disposal of investment	6	-	17,538
(Loss)/profit before taxation		(57,386,657)	822,341
Taxation	5	-	-
(Loss)/profit for the period		(57,386,657)	822,341

All results have been derived from continuing operations.

The notes on pages 12 to 14 form an integral part of these financial statements.

Statement of other comprehensive income

for the period ended 31st December 2015

	Notes	11 months to 31.12.15 £	Year to 31.01.15 £
(Loss)/profit for the period		(57,386,657)	822,341
Total comprehensive (loss)/income for the period		(57,386,657)	822,341

Statement of changes in equity

for the period ended 31st December 2015

	Share capital £	Retained earnings/(losses) £	Total Equity £
At 1st February 2014	86,654	60,067,091	60,153,745
Profit for the financial year	-	822,341	822,341
Total comprehensive income for the year	-	822,341	822,341
At 31st January 2015	86,654	60,889,432	60,976,086
Loss for the financial period	-	(57,386,657)	(57,386,657)
Total comprehensive loss for the period	-	(57,386,657)	(57,386,657)
At 31st December 2015	86,654	3,502,775	3,589,429

The notes on pages 12 to 14 form an integral part of these financial statements.

Balance sheet

as at 31st December 2015

	Notes	31.12.2015 £	31.01.2015 £
Fixed assets			
Investments	7	1,587,000	4,143,426
Fixed assets		1,587,000	4,143,426
Current assets			
Trade and other debtors	8	2,002,429	56,832,660
Current assets		2,002,429	56,832,660
Net current assets		2,002,429	56,832,660
Net assets		3,589,429	60,976,086
Equity			
Called up share capital	9	86,654	86,654
Retained profits		3,502,775	60,889,432
Total equity		3,589,429	60,976,086

The notes on pages 12 to 14 form an integral part of these financial statements.

The financial statements on pages 9 to 14 were approved by the Board of *17th September* 2016.



J H Whitehead

Allied Healthcare Group Limited
Company registration number: 1689856

Notes to the financial statements

for the period ended 31st December 2015

1 Authorisation of financial statements and statement of compliance with FRS 101

The financial statements of Allied Healthcare Group Limited (the "Company") for the 11 month period ended 31st December 2015 were authorised for issue by the board of directors on 17th September 2016 and the balance sheet was signed on the board's behalf by J H Whitehead. Allied Healthcare Group Limited is incorporated and domiciled in England and Wales.

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101) and in accordance with applicable accounting standards.

The Company's financial statements are presented in Sterling being the functional and presentational currency.

The Company has taken advantage of the exemption under s400 of the Companies Act 2006 not to prepare group accounts as it is a wholly owned subsidiary of Aurelius SE & Co KGaA, a German listed corporation. The consolidated financial statements of Aurelius SE & Co KGaA are available from Ludwig-Ganghofer-Strasse 6, 82031 Grunwald, Germany or at www.aureliusinvest.de.

The principal accounting policies adopted by the Company are set out in note 2.

2 Accounting policies

Basis of consolidation and accounting reference date

The accounting reference date of the Company has been changed to 31st December. These financial statements are accordingly presented for the 11 month period ended 31st December 2015, with comparative figures for the year ended 31st January 2015.

Basis of preparation

The Company transitioned from previously extant UK GAAP to FRS 101 for all periods presented. No material adjustments arose from this transition. The accounting policies which follow set out those policies which apply in preparing the financial statements for the period ended 31st December 2015.

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- (a) the requirements of IFRS 7 *Financial Instruments: Disclosures*;
- (b) the requirements of paragraphs 91-99 of IFRS 13 *Fair Value Measurement*;
- (c) the requirements of paragraphs 10(d), 10(f), 39© and 134-136 of IAS 1 *Presentation of Financial Statements*;
- (d) the requirements of IAS 7 *Statement of Cash Flows*;
- (e) the requirements of paragraph 17 of IAS 24 *Related Party Disclosures*;
- (f) the requirements in IAS 24 *Related Party Disclosures* to disclose related party transactions entered into between wholly owned group members; and
- (g) the requirements of IAS 36 *Impairment of Assets*.

Investments

Investments in subsidiary undertakings are held at original cost less any provision for impairment.

Dividend income

Dividend income is recognised in the income statement on authorisation by the Board of the paying company.

Financial instruments

IAS 39 *Financial Instruments: Recognition and Measurement* requires the classification of financial instruments into separate categories for which the accounting requirement is different. The Company has classified its financial instruments as follows:

- short-term deposits, trade and other receivables are classified as loans and receivables
- bank borrowings, trade and other payables are classified as other liabilities.

Amounts due from other group companies under common control are classed as loans and receivables.

Amounts due to other group companies under common control are classed as other liabilities.

Financial instruments are recognised at the contract date and initially measured at fair value. Both loans and receivables and other liabilities are held at amortised cost and not revalued (except for any changes in exchange rates).

Trade debtors are initially recognised at fair value and subsequently held at amortised cost, less provision for impairment. If there is objective evidence that the Group will not be able to collect the full amount of the debtor, an impairment is recognised through the income statement.

Financial instruments are derecognised on expiry or when all contractual rights and obligations are transferred.

Going concern

The Company does not trade, although dividend income from investments in subsidiary companies continues to accrue to it.

The directors are of the opinion that it is appropriate to continue to adopt the going concern basis of accounting in preparing the financial statements.

3 Auditors' remuneration

Auditors' remuneration on audit of financial statements of £10,000 (year to 31st January 2015: £21,000) have been borne and paid by other group companies. No fees were paid by the Company to the auditors for non-audit services in the period (year to 31st January 2015: £nil).

4 (Loss)/profit before taxation

Details of the Company's loss before taxation are disclosed in the income statement on page 9.

Notes to the financial statements

for the period ended 31st December 2015

5 Taxation

	11 months ended 31.12.2015	Year ended 31.01.2015
	£	£
UK corporation tax at 20.18% (year to 31st January 2015: 21.33%)	-	-
Current tax charge	-	-
Tax charge for the period	-	-
Factors affecting the tax charge for the period:		
	11 months ended 31.12.2015	Year ended 31.01.2015
	£	£
Loss/(profit) at the average standard rate of corporation tax at 20.18% (year ended 31st January 2015: 21.33%)	11,580,627	(175,405)
Waiver of intercompany receivable not deductible for tax	(11,105,181)	-
Impairment of carrying value of investment not deductible for tax	(515,886)	-
Dividend income not taxable	40,440	171,664
Profit on disposal of investment not taxable as covered by the substantial shareholdings exemption	-	3,741
Tax charge for the period	-	-

A reduction in the main rate of corporation tax from 23% to 21% took effect on 1st April 2014 and a further reduction to 20% was enacted in the Finance Act 2013 to take effect from 1st April 2015. Further reductions to the rate of corporation tax, to 19% in April 2017 and then 18% in April 2020, were announced as part of the Summer Budget 2015.

6 Disposal of investment and dividend income

In May 2014 the Company disposed of its entire holding of ordinary shares in Allied Healthcare Australia PTY Limited. Sale proceeds, net of costs of disposal, were £17,538 which also represented the profit on disposal.

Immediately prior to completion the Company had received £231,601 from Allied Healthcare Australia PTY Limited as dividends declared on the latter company's shares.

A dividend of £200,400 (year ended 31st January 2015: £573,202) receivable from the Company's investment in L&B (No 182) Limited was recognised in the period. This dividend was declared in respect of the year ended 31st January 2015, and was authorised by the Board of L&B (No 182) Limited, and then paid to the Company, in November 2015.

7 Investments

	31.12.2015	31.01.2015
	£	£
Carrying value of investments in subsidiary companies at the start of the period:	4,143,426	4,143,426
Impairment in carrying value recognised in the period	(2,556,426)	-
Carrying value of investments in subsidiary companies at the end of the period:	1,587,000	4,143,426

In the period the directors reviewed the carrying value of the Company's 50.1% investment in L&B (no 182) Limited, in the light of expected lower levels of profitability and cash flow for that company's trading subsidiaries in Northern Ireland. The review considered a discounted cash flow projection based on current projections for the year ending 31st December 2016, assuming a nominal growth rate thereafter of 2% per annum, capital expenditure at levels at or slightly below current levels, debtors and creditors days outstanding maintained at current levels, margins maintained and a discount rate of 10% per annum. Consideration of the net present value indicated from this projection led to the conclusion that the carrying value of the investment, which had been held at the original cost of £4,143,426, should be impaired to £1,587,000. A charge representing the writedown of £2,556,426 has accordingly been recognised in the income statement.

The carrying value of all the Company's investments represents cost of £7,328,472 less cumulative impairments of £5,741,472.

Other than investments in dormant companies (see note 14), investments are in respect of the following active companies -

Name of undertaking	Country of incorporation	Class of holding	Proportion held	Business
L&B (No 182) Limited	Northern Ireland	Ordinary shares	50.1%	Holding company
Homecare (Northern Ireland) t/a Homecare Independent Living Limited	Northern Ireland	Ordinary shares	50.1%	Provider of healthcare and housing services
Homecare & Health Services (Ireland) Limited	Ireland	Ordinary shares	50.1%	Provider of healthcare services
Homecare Support Services Limited	Northern Ireland	Ordinary shares	50.1%	Provider of healthcare and support services

The investments in the last three companies in the table above are held indirectly through L&B (No 182) Limited.

A full list of the Company's subsidiaries, directly held and indirectly held, is provided in note 14.

8 Trade and other debtors

	31.12.2015	31.01.2015
	£	£
Amounts owed by other group companies	2,002,429	56,259,458
Dividend receivable	-	573,202
Trade and other debtors	2,002,429	56,832,660

During the period an amount of £55,030,631 that had been receivable from Nestor Primecare Services Limited, a fellow subsidiary company was formally waived, this waiver being effected by a Deed entered into by the two companies. A charge of the same amount was accordingly recognised in the income statement.

9 Share capital

Allotted, issued and fully paid	31.12.2015 Number	31.12.2015 £	31.01.2015 Number	31.01.2015 £
Ordinary shares of £1 each				
At the beginning of the period	86,654	86,654	86,654	86,654
At the end of the period	86,654	86,654	86,654	86,654

Notes to the financial statements

for the period ended 31st December 2015

10 Employees and directors

The Company had no employees during the period (year to 31st January 2015: none).

During their respective periods of office L H L Batchelor, D S Gibson, J A Goodsell, S M Howard and T M Pethick, and J H Whitehead and R M Preece until 1st December 2015, were remunerated by Saga Group Limited, a fellow subsidiary of the then ultimate holding company, Acromas Holdings Limited. They did not receive any remuneration during this period in respect of their services as directors of the Company (year to 31st January 2015: £nil).

P J V Dixon and M B Jackson were remunerated by Nestor Primecare Services Limited, a fellow subsidiary of the then ultimate holding company, Acromas Holdings Limited. They did not receive any emoluments during the period in respect of their services as directors of the Company (period to 31st January 2015: £nil) and it would not be practicable to apportion the emoluments between their services as directors of the Company and services as directors of other group companies. The Company has not been recharged any amount for the emoluments of these directors (period to 31st January 2015: £nil).

From 1st December 2015 onwards J H Whitehead and R M Preece were remunerated by Nestor Primecare Services Limited, another group company. They did not receive any remuneration in this period in respect of their services as directors of the Company.

The Company has not been recharged any amounts relating to the remuneration of any director (year ended 31st January 2015: £nil).

11 Transition to FRS 101

extant United Kingdom generally accepted accounting practice (UK GAAP). These financial statements, for the 11 months ended 31st December 2015, are the first the Company has prepared in accordance with FRS 101.

Accordingly, the Company has prepared individual financial statements which comply with FRS 101 applicable for periods beginning on or after 1st February 2014 and the significant accounting policies meeting those requirements are described in the relevant notes.

date of transition to FRS 101, and made those changes in accounting policies and other restatements required for the first-time adoption of FRS 101. No such adjustments have been required to be made to the Company's financial statements for the year ended 31st January 2015.

Financial Reporting Standards".

12 Related party transactions

The Company is exempt from any requirement to disclose related party transactions with other group undertakings in accordance with paragraph 8(k) of FRS 101.

13 Immediate and ultimate parent undertakings

The immediate parent company is Omnicare Limited, a company incorporated in Great Britain and registered in England and Wales. The Company is wholly owned by Omnicare Limited.

Until December 1st 2015 the ultimate holding company was Acromas Holdings Limited. Acromas Holdings Limited is registered in England and Wales with registered office Enbrook Park, Sandgate, Folkestone, Kent CT20 3SE.

On 1st December 2015 the Allied Healthcare group of companies, of which the Company forms a part, was sold to Aurelius SE & Co KGaA, a company registered and resident in Germany. That company is therefore now the ultimate holding company of the Company.

Aurelius SE & Co KGaA is the parent company of the smallest group of which the Company is a member and for which consolidated financial statements are prepared.

14 Subsidiary undertakings

Directly held subsidiary undertakings of the Company are as listed below:

Name of Company	Country of incorporation	Location of registered office
L&B (no 182) Limited (50.1%)	Northern Ireland	Millford, Northern Ireland
Allied Healthcare Managed Solutions Limited	England and Wales	Stafford, England
Allied Homecare Limited	England and Wales	Stafford, England
Allied Healthcare Staffing Solutions Limited	England and Wales	Stafford, England
Allied Medicare Limited	England and Wales	Stafford, England
Allied Pharmcare Limited	England and Wales	Stafford, England
Nurses Direct Limited	England and Wales	Stafford, England
Transworld Healthcare (UK) Limited	England and Wales	Stafford, England
Biju Limited	England and Wales	Stafford, England

Indirectly held subsidiary undertakings of the Company are as listed below:

Name of Company	Country of incorporation	Location of registered office
Homecare (Northern Ireland) t/a Homecare Independent Living Limited	Northern Ireland	Millford, Northern Ireland
Homecare & Health Services (Ireland) Limited	Ireland	Dundalk, Ireland
Homecare Support Services Limited	Northern Ireland	Millford, Northern Ireland
Premier Care Armagh Limited	Northern Ireland	Millford, Northern Ireland
Biju Care Limited	England and Wales	Stafford, England
Care Academy Limited	England and Wales	Stafford, England
Health and Lifecare Options (Services) Limited	Scotland	Edinburgh, Scotland
Scot Home Care Limited	Scotland	Edinburgh, Scotland

The Company owns 50.1% of the issued share capital of L&B (no 182) Limited which is a holding company for those companies listed above with registered offices in either Ireland or Northern Ireland. The indirect holding of the Company in those latter entities is also therefore 50.1%.

The Company owns 100% of the issued ordinary share capital of all of the other subsidiary undertakings listed above. None of those subsidiary companies owned 100% are trading. All are either intermediate holding companies or are dormant.