

ADP No.1 Limited
Company Number 04309934

Annual report and financial statements - 31 March 2022



ADP No.1 Limited
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For the year ended 31 March 2022

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ADP No.1 Limited
Strategic report
For the year ended 31 March 2022

The directors present their Strategic report for the year ended 31 March 2022.

Principal activities

The principal activity of the company is to act as an investment holding company.

Business review

Review of the development and performance of the company

The company did not trade in the year to 31 March 2022 nor during the year to 31 March 2021. The net assets of the company as at 31 March 2022 was £9,422,000 (2021: £9,422,000).

Strategy and future outlook

The company is expected to remain an investment holding company in the forthcoming year.

Principal risks and uncertainties

The company's risks and uncertainties are integrated with the principal risks and uncertainties of the group. Accordingly, the principal risks and uncertainties of Turnstone Equityco 1 Limited, which includes those of the company, are discussed in the Strategic report in the financial statements of Turnstone Equityco 1 Limited which does not form part of this report.

The consolidated financial statements of Turnstone Equityco 1 Limited are publicly available and may be obtained from the Company Secretary, Turnstone Equityco 1 Limited, Europa House, Europa Trading Estate, Stoneclough Road, Kearsley, Manchester, M26 1GG.

Financial risk management

The Board of Directors has overall responsibility for the establishment and oversight of the company's risk management framework. The company's activities expose it to a variety of financial risks: credit risk, liquidity risk, market risk and inflation risk.

The company's risk management policies are established to identify and analyse the risks faced by the company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the company's activities.

Credit risk

Credit risk is the risk of financial loss to the company if a customer fails to meet its contractual obligations. The nature of the company's contract with the NHS Regions means that credit risk is minimised for a significant proportion of the company's revenue. The patient's contribution to NHS charges is usually collected before treatment in order to minimise risk to the company, however a risk may arise if treatment plans change and additional charges are not collected at the time of the appointment.

Liquidity risk

Liquidity risk is the risk that the company will not be able to meet its financial obligations as they fall due. The company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the company's reputation.

ADP No.1 Limited
Strategic report
For the year ended 31 March 2022

Market risk

Market risk is the risk that changes in foreign exchange rates and interest rates will affect the company's income or costs.

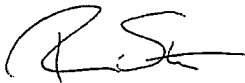
The company has limited currency risk as all operations are carried out in the United Kingdom and all income and expenses are denominated in Sterling. However, as materials are principally sourced by other group companies from suppliers internationally, the company is indirectly exposed to currency risk as prices are adjusted to reflect currency movements. The group mitigates this risk through the use of, for example, derivative financial instruments such as foreign currency forward contracts or option contracts. This risk is also managed through competitive tendering for the group's significant supply contracts.

Inflation risk

Inflation risk is the risk that the cost of key services and products procured by the company will rise with inflation and affect the company's income. The rates paid under the terms of the company's NHS contract are reviewed on an annual basis and, over the course of the past few years, the annual uplifts have typically been lower than the rate of both RPI and CPI.

The company undergoes a regular review of key suppliers through its procurement programme to mitigate cost increases, using tendering processes where possible. In addition, the group seeks to rationalise its supplier base to benefit from its scale.

On behalf of the Board



R Storah
Director

21 December 2022

ADP No.1 Limited
Directors' report
For the year ended 31 March 2022

The directors present their report and the unaudited financial statements for the year ended 31 March 2022.

Financial risk management

Please refer to the Strategic report for a description of the company's financial risk management processes.

Future developments

Please refer to the strategy and future outlook section of the Strategic report for a description of future developments.

Dividends

There were no dividends paid, recommended or declared during the current or previous financial year.

Directors

The directors who held office during the financial year and to the date of this report are as follows:

NK Pandya
T Riall
R Storah
N Whitley

The directors benefitted from qualifying third party indemnification provisions in place during the financial year and at the date of approval of these financial statements.

Going concern

The directors believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of the ultimate parent company Turnstone Equityco 1 Limited. The directors have received confirmation that Turnstone Equityco 1 Limited intend to support the company for at least one year after these financial statements are signed, and therefore the going concern of the company is dependent on the going concern of the parent company. In making their assessment of the going concern of the parent company, the directors of the parent company have reviewed forecasts that consider both a base case and a severe but plausible downside case.

Statement of directors' responsibilities

The directors are responsible for preparing the Annual 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 prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

ADP No.1 Limited
Directors' report
For the year ended 31 March 2022

Statement of directors responsibilities *(continued)*


The directors 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.

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.

Audit exemption

For the year ended 31 March 2022, the company was entitled to exemption from audit under section 479A of the Companies Act 2006 as Turnstone Equityco 1 Limited has provided a guarantee over all of the outstanding liabilities of the company to the company's immediate parent and sole member, ADP Holdings Limited, in accordance with section 479C of the Companies Act 2006.

On behalf of the Board



R Storah
Director

21 December 2022

Europa House
Europa Trading Estate
Stoneclough Road
Kearsley
Manchester
M26 1GG

ADP No.1 Limited
Statement of comprehensive income
For the year ended 31 March 2022

	Note	2022 £'000	2021 £'000
Result before tax on ordinary activities		-	-
Tax on ordinary activities		-	-
Result after tax on ordinary activities for the year		-	-
Other comprehensive income for the year, net of tax		-	-
Total comprehensive income for the year		-	-

The above statement of comprehensive income should be read in conjunction with the accompanying notes

ADP No.1 Limited
Balance sheet
As at 31 March 2022

	Note	2022 £'000	2021 £'000
Current assets			
Debtors	4	14,452	14,452
Total current assets		<u>14,452</u>	<u>14,452</u>
Current liabilities			
Creditors: amounts falling due within one year	5	5,030	5,030
Total current liabilities		<u>5,030</u>	<u>5,030</u>
Net current assets		<u>9,422</u>	<u>9,422</u>
Total assets less current liabilities		<u>9,422</u>	<u>9,422</u>
Net assets		<u>9,422</u>	<u>9,422</u>
Capital and reserves			
Called up share capital	6	-	-
Retained earnings	7	9,422	9,422
Total capital and reserves		<u>9,422</u>	<u>9,422</u>

The notes on pages 8 to 10 form an integral part of these financial statements.

- (a) For the financial year ended 31 March 2022 the company was entitled to exemption from audit under section 479A of the Companies Act 2006.
- (b) The member has not required the company to obtain an audit in accordance with section 476 of the Companies Act 2006.
- (c) The directors acknowledge their responsibility for:
 - i) ensuring the company keeps accounting records which comply with Section 386; and
 - ii) preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial year, and of its profit or loss for the financial year in accordance with the requirements of the Companies Act relating to accounts, so far as is applicable to the company.

ADP No.1 Limited's company number is 04309934.

These financial statements on pages 6 to 10 were approved by the board of directors on 21 December 2022 and were signed on its behalf by:



 R Storah
 Director

21 December 2022

ADP No.1 Limited
Notes to the financial statements
For the year ended 31 March 2022

1. Company information

The financial statements cover ADP No.1 Limited as an individual entity. The financial statements are presented in Sterling (£), which is ADP No.1 Limited's functional and presentation currency.

The company is a private company limited by shares, incorporated in the United Kingdom, registered and domiciled in England. Its registered office is Europa House, Europa Trading Estate, Stoneclough Road, Kearsley, Manchester, M26 1GG.

The principal activity of the company is to act as an investment holding company.

The company is a member of the group of companies headed by Turnstone Equityco 1 Limited ('the group'). The principal activities of the group are the operation of dental practices and the provision of materials, services and equipment to dental practices.

2. Accounting policies

Basis of preparation

These financial statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 – The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland ('FRS 102'), and with the Companies Act 2006.

The company did not trade in the year to 31 March 2022 nor during the year to 31 March 2021. Accordingly, the company has no items of other comprehensive income during the current or previous year and therefore no statement of changes in equity has been presented.

Going concern

These financial statements are prepared on a going concern basis, under the historical cost convention.

The directors believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of the ultimate parent company Turnstone Equityco 1 Limited. The directors have received confirmation that Turnstone Equityco 1 Limited intend to support the company for at least one year after these financial statements are signed, and therefore the going concern of the company is dependent on the going concern of the parent company. In making their assessment of the going concern of the parent company, the directors of the parent company have reviewed forecasts that consider both a base case and a severe but plausible downside case.

A summary of the more important accounting policies, which have been applied on a consistent basis, is set out below.

Exemptions for qualifying entities under FRS 102

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to certain conditions which have been complied with, including notification of, and no objection to, the use of the exemptions by the company's shareholders.

The company has taken advantage of the following exemptions:

- from preparing a statement of cash flows, on the basis that it is a qualifying entity and that the company's cash flows are included within the consolidated cash flow statement for the group;
- from preparing a reconciliation of the number of shares outstanding at the beginning and end of the financial year;
- from disclosing the compensation paid to the company's key management personnel; and
- from disclosing related party transactions between wholly owned entities that are part of the Turnstone Equityco 1 Limited group of companies.

ADP No.1 Limited
Notes to the financial statements
For the year ended 31 March 2022

2. Accounting policies (continued)

Financial instruments

Basic financial assets and liabilities, including amounts owed to and by group undertakings, borrowings and cash and bank balances, in accordance with section 11 and 12 of FRS102 are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in the statement of comprehensive income. If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in the statement of comprehensive income.

3. Directors and employees

The directors received no emoluments from the company for their services during the financial year (2022: £nil). The directors are paid by Petrie Tucker and Partners Limited and no recharge is made to this company. Directors' emoluments received are disclosed in the financial statements of Petrie Tucker and Partners Limited for R Storah and N Whitley, and in the financial statements of Turnstone Equityco 1 Limited for T Riall and NK Pandya.

There company has no other employees (2021: none)

4. Debtors

	2022 £'000	2021 £'000
Amounts owed by group undertakings	<u>14,452</u>	<u>14,452</u>

Amounts owed by group undertakings are unsecured, are not subject to an interest charge and are repayable on demand. While the amounts owed by group undertakings are repayable on demand, it is not expected that they will be settled within 12 months.

5. Creditors: amounts falling due within one year

	2022 £'000	2021 £'000
Amounts owed to group undertakings	<u>5,030</u>	<u>5,030</u>

Amounts owed to group undertakings are unsecured, are not subject to an interest charge and are repayable on demand. While the amounts owed to group undertakings are repayable on demand, it is not expected that they will be settled within 12 months.

ADP No.1 Limited
Notes to the financial statements
For the year ended 31 March 2022

6. Called up share capital

The allotted, called up and fully paid share capital is as follows:

	2022	2022	2021	2021
	No. of shares	£'000	No. of shares	£'000
Ordinary shares of £1 each	2	-	2	-
'A' deferred share of £1	1	-	1	-
'B' deferred share of £1	1	-	1	-
	<u>4</u>	<u>-</u>	<u>4</u>	<u>-</u>

The 'A' and 'B' deferred shares do not have any voting rights, no dividend rights or any right in the distribution of profits. The return of capital to 'A' and 'B' deferred shares on liquidation is restricted to £1.

7. Retained earnings

Cumulative net gains and losses recognised in the statement of comprehensive income or through equity.

8. Financial assets and liabilities

The company has the following financial instruments:

	2022	2021
	£'000	£'000
Financial assets measured at amortised cost		
Amounts owed by group undertakings (note 4)	<u>14,452</u>	<u>14,452</u>
	2022	2021
	£'000	£'000
Financial liabilities measured at amortised cost		
Amounts owed to group undertakings (note 5)	<u>(5,030)</u>	<u>(5,030)</u>

9. Controlling party

The immediate parent undertaking is ADP Holdings Limited, incorporated in the United Kingdom.

The results of the company are consolidated in the financial statements of Turnstone Equityco 1 Limited, a company incorporated in the United Kingdom.

Turnstone Equityco 1 Limited is the parent undertaking of the smallest and largest group to consolidate these financial statements. The consolidated financial statements of Turnstone Equityco 1 Limited are publicly available and may be obtained from Turnstone Equityco 1 Limited's registered address, Europa House, Stoneclough Road, Kearsley, Manchester, M26 1GG.

On 28 May 2021, the group announced that a binding share purchase agreement had been entered into for Palamon and the management team to acquire Carlyle's shareholding ("the Palamon transaction"). On 16 August 2021, the transaction was completed and a full refinancing of the Group's third party borrowings was finalised.

Up to 16 August 2021 the ultimate controlling party was considered by the directors to be CEP III Participations S.a.r.l. SICAR, an investment vehicle for The Carlyle Group. CEP III Participations S.a.r.l. SICAR was the controlling party of Turnstone Equityco 1 Limited. Following the Palamon transaction, the controlling party from 16 August 2021 is considered by the directors to be ADP Primary Care Acquisitions Limited. The registered office for ADP Primary Care Acquisitions Limited is 1 Park Row, Leeds, LS1 5AB.