

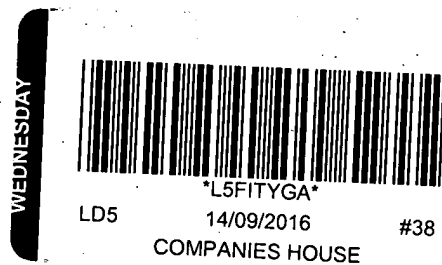
RSL Steeper Group Limited

Report and Financial Statements

Year Ended

29 February 2016

Company number 4782018



RSL Steeper Group Limited

**Report and financial statements
for the year ended 29 February 2016**

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Directors

J A Midgley
P Steeper

Company secretary

J A Midgley

Registered office

Unit 7, Hunslet Trading Estate, Severn Road, Leeds LS10 1BL

Company number

4782018

Auditors

BDO LLP, 55 Baker Street, London, W1U 7EU

RSL Steeper Group Limited

Strategic Report for the year ended 29 February 2016

The directors present their report together with the audited financial statements for the year ended 29 February 2016.

Principal activities

The principal activity of the company in the year was an intermediate holding company.

Results and dividends

RSL Steeper Group is a Holding Company for profitable trading subsidiaries. No dividend was received in the year from the wholly owned subsidiary Meditech Group Limited for £ Nil (2015 - £7,000,000) and the company now has positive net assets. The trading result for the year and the financial position of the company at the end of the year are shown on pages 6 and 7 of the financial statements.

The ultimate parent company, Steeper Holdings Limited has re-financed its bank debt during the year to support the growth plans of the business and operating cash flow remains strong which supports the group to trade profitability as a whole going forward.

Business review and future developments

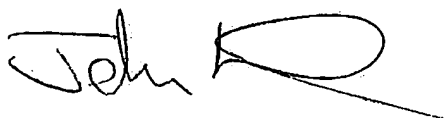
The Group provides Prosthetic, Orthotic and Assistive technology solutions in the UK and overseas markets and is a member of the Steeper Holdings Group.

The business is focused on maintaining and developing existing NHS customer relationships within the UK whilst expanding its private sector and overseas capabilities. Growth has been experienced in the overseas market for the sale of our own range of upper limb prosthetic products. Orthotic growth has been delivered through the expansion of our own product range in the UK and Assistive Technology is pursuing growth in the UK private sector markets whilst developing key NHS relationships in the UK and exporting our own designed peripherals. Margins within NHS contracts remain under pressure and the company is determined to work with our partners to help improve efficiencies further in this sector.

The Group is set to expand its range of products to deliver growth in the UK and export markets in 2016-17.

The directors consider various financial and non-financial key performance indicators (KPI) in the management of the group. Further information on the trading and KPI performance can be found in the financial statements of Rehabilitation Services Limited and Hugh Steeper Limited, which are publicly available from Companies House and the Company's registered office.

By order of the Board



J A Midgley
Secretary

Date 28 June 2016

RSL Steeper Group Limited

Report of the directors for the year ended 29 February 2016

The directors present their report together with the audited financial statements for the year ended 29 February 2016.

Results and dividends

The trading result for the year and the financial position of the company at the end of the year are shown in the attached financial statements.

The directors do not recommend the payment of an equity dividend (2015 - £Nil).

Principal activities

The principal activity of the company in the year was an intermediate holding company.

Directors

The directors of the company during the year were:

J A Midgley
S W Joyce (Resigned 27th October 2015)
P Steeper

Financial management

The financial management of the company is explained in the ultimate parent company's financial statements.

Business review

RSL Steeper Group Limited is a Holding Company for profitable trading subsidiaries.

The ultimate parent company, Steeper Holdings Limited continues to support the group and its subsidiary companies.

RSL Steeper Group Limited

Report of the directors for the year ended 29 February 2016 (*continued*)

Directors' responsibilities

The directors are responsible for preparing 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom 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 estimates that are reasonable and prudent;
- 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, 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.

Auditors

All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant information of which the auditors are unaware.

BDO LLP have expressed their willingness to continue in office and a resolution to re-appoint them will be proposed at the annual general meeting in accordance with section 485 of the Companies Act 2006.

This report has been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

By order of the Board



J A Midgley
Secretary

Date 28 JUNE 2016

RSL Steeper Group Limited

Independent auditor's report

TO THE MEMBERS OF RSL STEEPER GROUP LIMITED

We have audited the financial statements of RSL Steeper Group Limited for the year ended 29 February 2016 which comprise the income statement and statement of total comprehensive income, the statement of financial position, the statement of changes in equity and the related notes. 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 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

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 auditors

As explained more fully in the statement of directors' responsibilities, 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 Financial Reporting Council's (FRC's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the FRC's website at www.frc.org.uk/auditscopeukprivate.

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 29 February 2016 and of its profit 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.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

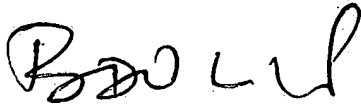
RSL Steeper Group Limited

Independent auditor's report (*continued*)

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; or
- the directors were not entitled to prepare the financial statements and director's report in accordance with the small companies' regime.



Gary Hanson (*senior statutory auditor*)
For and on behalf of BDO LLP, statutory auditor
London
United Kingdom

Date 28 June 2016

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

RSL Steeper Group Limited

Income statement and statement of total comprehensive income for the year ended 29 February 2016

	Note	2016 £	2015 £
Operating profit	2	-	-
Interest payable and similar charges	4	(193,468)	(391,717)
Income from other fixed asset investments	3	-	7,000,000
(Loss)/ Profit on ordinary activities before taxation		(193,468)	6,608,283
Taxation charge on loss/ profit on ordinary activities	5	-	-
Retained (loss)/ profit for the financial year		(193,468)	6,608,283
Total comprehensive income for year		(193,468)	6,608,283
(Loss)/ Profit for the financial year attributable to:			
Owners of the parent company		(193,468)	6,608,283
Total comprehensive income attributable to:			
Owners of the parent company		(193,468)	6,608,283

All amounts relate to continuing activities.

All recognised gains and losses in the current and prior year are included in the profit and loss account.

The notes on pages 9 to 14 form part of these financial statements

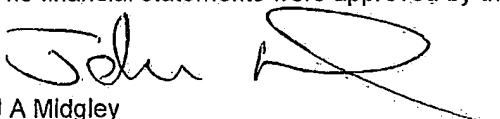
RSL Steeper Group Limited

Statement of financial position at 29 February 2016

<i>Company number 4782018</i>	Note	2016 £	2016 £	2015 £	2015 £
Fixed assets					
Fixed asset investments	7		8,391,627		8,391,627
Creditors: amounts falling due within one year	8	<u>6,642,408</u>		<u>6,448,939</u>	
Net current liabilities			<u>(6,642,408)</u>		<u>(6,448,939)</u>
Total assets less current liabilities			<u>1,749,219</u>		<u>1,942,688</u>
Capital and reserves					
Called up share capital	9		10		10
Profit and loss account			<u>1,749,209</u>		<u>1,942,678</u>
Shareholder's funds			<u>1,749,219</u>		<u>1,942,688</u>

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements were approved by the Board and authorised for issue on 28 June 2016


J A Midgley
Director

The notes on pages 9 to 14 form part of these financial statements

RSL Steeper Group Limited

Statement of changes in equity for the year ended 29 February 2016

	Share capital £	Profit and loss account £	Total equity £
28 February 2015	10	1,942,678	1,942,688
(Loss) for the year	-	(193,468)	(193,468)
Total comprehensive income for the year	-	(193,468)	(193,468)
29 February 2016	10	1,749,209	1,749,219

Statement of changes in equity for the year ended 29 February 2015 (continued)

	Share capital £	Profit and loss account £	Total equity £
28 February 2014	10	(4,665,605)	(4,665,595)
Profit for the year	-	6,608,283	6,608,283
Total comprehensive income for the year	-	6,608,283	6,608,283
28 February 2015	10	1,942,678	1,942,688

The notes on pages 9 to 14 form part of these financial statements

RSL Steeper Group Limited

Notes forming part of the financial statements for the year ended 29 February 2016

1 Accounting policies

RSL Steeper Group Limited is a company incorporated in England & Wales under the Companies Act. The address of the registered office is given on the contents page and the nature of the group's operations and its principal activities are set out in the strategic report. The financial statements have been prepared in accordance with FRS 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland.

These financial statements are the first financial statements prepared under FRS 102. There was no impact from first-time adoption of FRS 102.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies.

Financial Reporting Standard 102 – reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

- the requirements of Section 4 Statement of Financial Position paragraph 4.12(a)(iv);
- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.39 to 11.48A;
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.29;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Steeper Holdings Limited as at 29 February 2016 and these financial statements may be obtained from Companies House.

The following principal accounting policies have been applied:

Consolidation

The financial statements contain information about RSL Steeper Group Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company has taken advantage of the exemption conferred by section 400 of the Companies Act 2006 not to produce consolidated financial statements as it is included in EEA group accounts of a larger group.

Fixed asset investments

The carrying value of fixed asset investments are reviewed for impairment in the period if events or changes in circumstances indicate that the carrying value may not be recoverable.

Current and deferred taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a charge attributable to an item of income or expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company's subsidiaries operate and generate taxable income.

Deferred balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except:

RSL Steeper Group Limited

Notes forming part of the financial statements
for the year ended 29 February 2016 (*continued*)

1 Accounting policies (continued)

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met; and
- Where timing differences relate to interests in subsidiaries, associates, branches and joint ventures and the group can control their reversal and such reversal is not considered probable in the foreseeable future.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax.

Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

Financial liabilities and equity

Financial liabilities and equity are classified according to the substance of the financial instrument's contractual obligations, rather than the financial instrument's legal form.

Going concern

The financial statements are prepared on a going concern basis.

RSL Steeper Group Limited is a Holding Company for profitable trading subsidiaries. No dividend was received in the year from the wholly owned subsidiary Meditech Group Limited for £Nil (2015 - £7,000,000) and the company has positive net assets. All remaining debts are due to fellow group undertakings who have confirmed they will not demand repayment of the debt in the next 12 months from approval of these financial statements.

RSL Steeper Group Limited

Notes forming part of the financial statements
for the year ended 29 February 2016 (*continued*)

2 Operating profit

The current and prior year audit costs have been borne on behalf of RSL Steeper Group Limited by other group companies.

There were no employees during the current or prior year.

3 Income from other Fixed Asset Investments

No dividend was received in the prior year from the wholly owned subsidiary Meditech Group Limited (2015 - £7,000,000).

4 Directors

There was no directors' remuneration during the year (2015 - Nil).

RSL Steeper Group Limited

Notes forming part of the financial statements
for the year ended 29 February 2016 (*continued*)

5 Interest payable and similar charges

	2016 £	2015 £
Interest payable on inter-company balances	193,468	391,717

6 Taxation charge on loss from ordinary activities

	2016 £	2015 £
Loss on ordinary activities before tax	(193,468)	6,608,283
Loss on ordinary activities at the standard rate of corporation tax in the UK of 20.0 % (2015 - 21.17%)	(38,694)	1,398,974
Effects of:		
Non-Taxable Income	38,694	(1,481,900)
Group relief surrendered for nil payment	-	82,926
Current tax charge for year	-	-

RSL Steeper Group Limited

Notes forming part of the financial statements
for the year ended 29 February 2016 (*continued*)

7 Fixed asset investments

£

Cost

At 1 March 2015 and 29 February 2016

8,391,627

The following subsidiary undertakings are all incorporated in the United Kingdom:

Name of Company	Holding	% held	Nature of business
Meditech Group Limited	£1 ordinary shares	100%	Intermediate holding company
Rehabilitation Services Limited*	£1 ordinary shares	100%	Supply of prosthetic services
Meditech IT Limited*	£1 ordinary shares	100%	Dormant
Insearch Limited*	1p 'A' ordinary	100%	Dormant
	10p 'B' ordinary	100%	
	90p deferred ordinary	100%	
Hugh Steeper Limited*	10p ordinary shares	100%	Provision of rehabilitation
	8.4% cumulative preference	100%	products and services
	shares of £1 each		
Steeper Rehabilitation Asia Limited	£1 ordinary shares	100%	Non Trading

* indirect holding

RSL Steeper Group Limited

Notes forming part of the financial statements
for the year ended 29 February 2016 (*continued*)

8 Creditors: amounts falling due within one year

	2016 £	2015 £
Amounts owed to group undertakings	6,642,408	6,448,939

9 Share capital

	Allotted, called up and fully paid 2016 £	2015 £
100,498 Ordinary 'A' shares of £0.0001 each	10	10

10 Related party disclosures

As at 29 February 2016, the company was due £6,642,408 (2015 - £6,448,938) from Steeper Holdings Limited.

11 Parent undertaking and controlling party

The company is a wholly owned subsidiary undertaking of Steeper Holdings Limited, its immediate and ultimate parent undertaking, for whom group financial statements are prepared.

The financial statements of Steeper Holdings Limited, which is the largest and smallest group in which the results of the company are consolidated, are available from Mayflower House, 14 Pontefract Road, Leeds LS10 1TB.