

Opus Pharmaceuticals Limited

Directors' report and financial statements

Registered number 05888155

30 June 2020



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Strategic report

The Directors present their annual strategic report of Opus Pharmaceuticals Limited (the 'Company') for the year ended 30 June 2020.

Principal activities

The principal activities of the Company related to the sale of generic pharmaceuticals solely to Bestway Pharmacy NDC Limited. However, the main trade of the Company ceased in 2012.

Business review

The results of the Company for the year are set out in the profit and loss account on page 5. During the year, the Company made a profit before taxation of £nil (year ended 30 June 2019: £nil). This is due to the cessation of the main trading within the Company since 2012.

Future development and performance of the business

Following the transfer of activity in 2012, the Company became a non trading entity.

Principal risks and uncertainties

Following the transfer of activity in 2012, the Company is not believed to have any principal risks and uncertainties.

Key performance indicators

The Company is part of the Well Pharmacy division (the 'Well Group') of Bestway Group Limited. The key performance indicators of the Well Group which are monitored by the Directors include financial performance, growth in and engagement of members of the Well Group, growing customer loyalty and the corporate reputation of the Well Group, which is in addition to monitoring revenue and profitability of the Company.

On behalf of the Board

K Jacob

K R Jacob
Director

03/06/2021

Date

Registered Office:
Merchants Warehouse
Castle Street
Manchester
M3 4LZ

Directors' report

The Directors present their report and financial statements for the year ended 30 June 2020.

Dividend

The Directors do not recommend the payment of a dividend (year ended 30 June 2019: £nil).

Directors

The Directors who held office during the year and up to the date of signing the financial statements were as follows:

S Hobbs (appointed 30 September 2019)

L G Krige (appointed 30 September 2019) (resigned 21 January 2021)

K R Jacob (appointed 21 January 2021)

J B Nuttall (resigned 1 October 2019)

The Directors benefited from third party indemnity provisions in place during the financial period and at the date of this report.

Company Secretary:

T R J Ferguson

Financial Risk Management

The principal financial risk of the Company relates to the generation and availability of sufficient funds to meet business needs. The policy on overall liquidity is to ensure that the Well group has sufficient funds to facilitate all on-going operations.

Corporate governance

The Company is an indirect subsidiary of Bestway Panacea Holdings Limited. The Directors sit on the Well Businesses Board who determine the major operating decisions of this Company.

The Board meets monthly and reviews operating performance against the strategic business plan and detailed management budgets. This strategic business plan incorporates all aspects of strategy and associated risks; all proposals for contract variations are vetted before approval against the plan. The Board reserves its own decision on contractual expenditure above a certain amount and associated funding.

The Board, after seeking appropriate external advice, decides upon the accounting policies which are appropriate for the Company and ensures they are consistently applied. The Board has instigated a rigorous process of internal control, under the discipline of contractual agreements, in order to safeguard the outcomes for the Company in terms of operational performance, financial control, legal and regulatory compliance provisions for risk factors and longer term relationships.

Political contributions

The Company has made no political donations during the year (year ended 30 June 2019: £nil).

Going concern

The financial statements have been prepared on the going concern basis, notwithstanding the Company having net liabilities of £161,000 (2019: £161,000). The Directors believe a going concern basis to be appropriate for the following reasons.

The ultimate parent company has provided written confirmation to the Directors that for a period of at least twelve months from the date of approval of these financial statements it will continue to make available such funds as are needed by the Company and in particular will not seek repayment of the amounts currently made available if required for working capital or capital investment.

Based on this undertaking the Directors believe that it remains appropriate to prepare the financial statements on a going concern basis.

Directors' Report (continued)

Statement of Directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

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 101 "Reduced Disclosure Framework", 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 101, 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.

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.

On behalf of the Board

K. Jacob

K R Jacob
Director

03/06/2021

Date

Registered Office:
Merchants Warehouse
Castle Street
Manchester
M3 4LZ

Profit and Loss Account
for the year ended 30 June 2020

	Note	Year ended 30 June 2020 £'000	Year ended 30 June 2019 £'000
Revenue		-	-
Cost of sales		-	-
Gross profit		<u>-</u>	<u>-</u>
Administrative expenses		-	-
Profit before taxation		<u>-</u>	<u>-</u>
Taxation		-	-
Loss for the financial year		<u><u>-</u></u>	<u><u>-</u></u>

The activity of the Company was transferred in 2012 to Bestway National Chemists Limited, another company within the Well Group. Following the transfer the company became a non-trading entity.

The Company has no recognised income or expenses in the current or prior period other than those included in the income statement shown above.

The notes on pages 8 to 9 form part of these Financial Statements.

Balance Sheet
at 30 June 2020

	Notes	2020 £'000	2019 £'000
Current assets			
Trade and other receivables	2	39	39
Non-current liabilities			
Creditors: amounts falling due after more than one year	3	(200)	(200)
Net liabilities		<u>(161)</u>	<u>(161)</u>
Capital and reserves			
Called up share capital	4	2	2
Profit and loss account		(163)	(163)
Total shareholders' funds		<u>(161)</u>	<u>(161)</u>

For the year ending 30 June 2020 the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

- The members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476;
- The Directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

The notes on pages 8 to 9 form part of these Financial Statements.

These financial statements were approved by the Board of Directors on
signed on its behalf by:

and were

K Jacob

03/06/2021

K R Jacob
Director

Company registered number: 05888155

Statement of changes in equity
for the year ended 30 June 2020

	Called up share capital £'000	Profit and loss account £'000	Total shareholders' funds £'000
Balance at 1 July 2019	2	(163)	(161)
Loss for the financial year	-	-	-
Balance at 30 June 2020	2	(163)	(161)
Balance at 1 July 2018	2	(163)	(161)
Loss for the financial year	-	-	-
Balance at 30 June 2019	2	(163)	(161)

All items are shown net of tax.

The notes on pages 8 to 9 form part of these Financial Statements.

Notes to the Financial Statements

1 Accounting policies

Reporting entity

Opus Pharmaceuticals Limited (the Company) is a private company limited by shares and domiciled in England and Wales. The address of the Company's registered office is Well, Merchants Warehouse, Castle Street, Manchester, M3 4LZ.

Basis of preparation

These financial statements have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ('FRS 101') under the historical cost convention.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards in conformity with the requirements of the Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The Company's parent undertaking, Bestway Panacea Holdings Limited includes the Company in its consolidated financial statements. The consolidated financial statements of Bestway Panacea Holdings Limited are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- Paragraph 38 of IAS 1, 'Presentation of financial statements' - comparative information requirements in respect of:
 - (i) paragraph 79(a)(iv) of IAS 1 a reconciliation of share capital;
 - (ii) paragraph 73(e) of IAS 16, 'Property, plant and equipment' a reconciliation of fixed assets;
 - (iii) paragraph 118(e) of IAS 38, 'Intangible assets' a reconciliation of intangible assets.
- The following paragraphs of IAS 1, 'Presentation of financial statements':
 - 10(d) a statement of cash flows for the period;
 - 16 a statement of compliance with all IFRS;
 - 38A a requirement for a minimum of two primary statements, including cash flow statements;
 - 111 cash flow statement information; and
 - 134-136 capital management disclosures.
- IAS 7, 'Statement of cash flows'.
- Paragraphs 30 and 31 of IAS 8, 'Accounting policies, changes in accounting estimates and errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective).
- Paragraph 17 of IAS 24, 'Related party disclosures' (key management compensation)
- The requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member.
- The requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15, 'Revenue from Contracts with Customers';
- Paragraphs 130(f)(ii), 130(f)(iii), 134(d) to 134(f) and 135(c) to 135(e) of IAS 36 Impairment of assets in respect of the impairment of goodwill and indefinite life intangible assets;
- Paragraphs 91 to 99 of IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7.

The Company proposes to continue to adopt the reduced disclosure framework of FRS 101 in its next financial statements.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

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

New standards implemented in the year

IFRS 16 has been implemented during the year. Please refer to note 9 for the impact of this implementation.

Going concern

The financial statements have been prepared on the going concern basis, notwithstanding the Company having net liabilities of £161,000 (2019: £161,000). The Directors believe a going concern basis to be appropriate for the following reasons.

The ultimate parent company has provided written confirmation to the Directors that for a period of at least twelve months from the date of approval of these financial statements it will continue to make available such funds as are needed by the Company and in particular will not seek repayment of the amounts currently made available if required for working capital or capital investment.

Based on this undertaking the Directors believe that it remains appropriate to prepare the financial statements on a going concern basis.

Notes to the Financial Statements (continued)

2 Trade and other receivables

	2019 £'000	2019 £'000
Amounts owed by group undertakings	39	39
	<u>39</u>	<u>39</u>

Amounts owed by group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand. The repayment strategy of the amounts owed by group undertakings has been reviewed and concluded that no impairment is required.

3 Creditors: amounts falling due within one year

	2019 £'000	2019 £'000
Amounts owed to group undertakings	200	200
	<u>200</u>	<u>200</u>

As above, amounts owed to group undertakings are unsecured, interest free, have no fixed date of repayment, and are repayable on demand.

4 Called up share capital

	2020 £'000	2019 £'000
<i>Allotted, called up and fully paid</i> 2,000 (2019: 2,000) Ordinary shares of £1 each	2	2
	<u>2</u>	<u>2</u>

5 Commitments

There are no capital commitments at the end of the current and preceding financial years.

6 Contingent liabilities

The Company had no contingent liabilities at 30 June 2020.

7 Group Entities

Control of the group

The company is an indirect subsidiary of Bestway Panacea Holdings Limited (registered address: Well, Merchants Warehouse, Castle Street, Manchester, England, M3 4LZ) and the ultimate parent undertaking of this Company is Bestway Group Limited (registered address: 2 Abbey Road, Park Royal, London, NW10 7BW).

The largest and smallest group in which the results of the company are consolidated is that headed by Bestway Panacea Holdings Limited. Copies of the group financial statements are available to the public and may be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.

8 Related parties

Identity of related parties

The Company has related party relationships with its subsidiaries, associates, and with its Directors and key management. The Company has taken advantage of exemptions conferred by FRS 101 not to disclose transactions and amounts due to and from fellow group companies that are wholly owned by the ultimate parent company.

9 IFRS Adoption

The Company has adopted IFRS 16 during the year. There has been no financial impact as a result of the adoption of IFRS 16.