

Registered number: 05905497

Medivet Acquisitions Limited

Directors' Report and Financial Statements

For the Year Ended 30 April 2017



Medivet Acquisitions Limited

Company Information

Directors	Mr A S Levy Mr K W Morris Mr J W H Smithers
Registered number	05905497
Registered office	Unit 4 Mowat Industrial Estate Sandown Road Watford WD24 7UY
Independent auditor	Grant Thornton UK LLP 30 Finsbury Square London EC2P 2YU

Medivet Acquisitions Limited

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Medivet Acquisitions Limited

Directors' Report For the Year Ended 30 April 2017

The directors present their report and the financial statements for the year ended 30 April 2017.

Directors' responsibilities statement

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 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'. 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 for the Company's financial statements and then apply them consistently;
- make judgments and accounting 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 and 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 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.

Business review

During the year, the trade and assets of the company were hived up to Medivet Group Limited.

Directors

The directors who served during the year were:

Mr A S Levy
Mr K W Morris
Mr J W H Smithers

Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

The auditor, Grant Thornton UK LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Medivet Acquisitions Limited

**Directors' Report (continued)
For the Year Ended 30 April 2017**

Small companies note

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 24 January 2018 and signed on its behalf.

A handwritten signature in black ink, appearing to read 'A S Levy', with a long horizontal stroke extending to the right.

Mr A S Levy
Director

Medivet Acquisitions Limited

Independent Auditor's Report to the Shareholders of Medivet Acquisitions Limited

We have audited the financial statements of Medivet Acquisitions Limited for the year ended 30 April 2017, set out on pages 5 to 20. The relevant financial reporting framework that has been applied in their preparation is applicable law and the 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 Auditor

As explained more fully in the Directors' responsibilities statement on page 1, 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 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 Financial Reporting Council'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 30 April 2017 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 matter prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with those financial statements and the Directors' Report has been prepared in accordance with applicable legal requirements.

Matter on which we are required to report under the Companies Act 2006

In the light of our knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' report.

Medivet Acquisitions Limited

Independent Auditor's Report to the Shareholders of Medivet Acquisitions Limited (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 in accordance with the small companies' regime and take advantage of the small companies' exemption in preparing the Directors' report and take advantage of the small companies' exemption from the requirement to prepare a Strategic report.



Philip Westerman (Senior statutory auditor)

for and on behalf of
Grant Thornton UK LLP

30 Finsbury Square
London
EC2P 2YU

24 January 2018

Medivet Acquisitions Limited

Statement of Comprehensive Income For the Year Ended 30 April 2017

	Note	2017 £	2016 £
Turnover		12,976,844	6,720,566
Cost of sales		(11,814,554)	(4,464,647)
Gross profit		1,162,290	2,255,919
Administrative expenses		(674,480)	(3,144,125)
Operating profit/(loss)		487,810	(888,206)
Interest receivable and similar income		8	36
Interest payable and expenses		-	(6,433)
Profit/(loss) before tax		487,818	(894,603)
Tax on profit/(loss)	5	(429,145)	(49,098)
Profit/(loss) for the financial year		58,673	(943,701)
Other comprehensive income for the year			
Total comprehensive income for the year		58,673	(943,701)

The notes on pages 9 to 20 form part of these financial statements.

Medivet Acquisitions Limited
Registered number: 05905497

Balance Sheet
As at 30 April 2017

	Note	2017 £	2016 £
Fixed assets			
Intangible assets	6	-	7,863,582
Tangible assets	7	-	456,599
		<u>-</u>	<u>8,320,181</u>
Current assets			
Stocks	8	-	235,536
Debtors: amounts falling due within one year	9	135,050	451,876
Cash at bank and in hand	10	-	107,825
		<u>135,050</u>	<u>795,237</u>
Creditors: amounts falling due within one year	11	-	(9,032,131)
Net current assets/(liabilities)		<u>135,050</u>	<u>(8,236,894)</u>
Total assets less current liabilities		<u>135,050</u>	<u>83,287</u>
Provisions for liabilities			
Deferred tax	12	-	(6,910)
		<u>-</u>	<u>(6,910)</u>
Net assets		<u>135,050</u>	<u>76,377</u>
Capital and reserves			
Called up share capital		900	900
Profit and loss account		134,150	75,477
		<u>135,050</u>	<u>76,377</u>

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 24 January 2018.


Mr A S Levy
Director

The notes on pages 9 to 20 form part of these financial statements.

Medivet Acquisitions Limited

**Statement of Changes in Equity
For the Year Ended 30 April 2017**

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 May 2016	900	75,477	76,377
Comprehensive income for the year			
Profit for the year	-	58,673	58,673
At 30 April 2017	900	134,150	135,050

Medivet Acquisitions Limited

**Statement of Changes in Equity
For the Year Ended 30 April 2016**

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 May 2015	900	1,019,178	1,020,078
Comprehensive income for the year			
Loss for the year	-	(943,701)	(943,701)
At 30 April 2016	900	75,477	76,377

The notes on pages 9 to 20 form part of these financial statements.

Medivet Acquisitions Limited

Notes to the Financial Statements For the Year Ended 30 April 2017

1. General information

Medivet Acquisitions Limited is a private company limited by shares, incorporated in Great Britain. The address of the registered office is Unit 4, Mowat Industrial Estate, Sandown Road, Watford, WD24 7UY. On 1 January 2017, the trade and assets were hived up to Medivet Group Limited. Medivet Acquisitions Limited has not traded since that date.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

Information on the first time adoption of FRS 102 is given in Note 13 to the accounts.

The following principal accounting policies have been applied:

2.2 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).

This information is included in the consolidated financial statements of Medivet Partnership LLP as at 30 April 2017 and these financial statements may be obtained from its registered office.

Medivet Acquisitions Limited

Notes to the Financial Statements For the Year Ended 30 April 2017

2. Accounting policies (continued)

2.3 Revenue recognition

Turnover is recognised to the extent that it is probable that the economic benefits will flow to the Company and the turnover can be reliably measured. Turnover is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before turnover is recognised:

Sale of goods

Turnover from the sale of goods is recognised when all of the following conditions are satisfied:

- the Company has transferred the significant risks and rewards of ownership to the buyer;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of turnover can be measured reliably;
- it is probable that the Company will receive the consideration due under the transaction; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Rendering of services

Turnover from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of turnover can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

2.4 Intangible assets

Goodwill

Goodwill represents the difference between amounts paid on the cost of a business combination and the acquirer's interest in the fair value of its identifiable assets and liabilities of the acquiree at the date of acquisition. Subsequent to initial recognition, Goodwill is measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is amortised on a straight line basis to the Statement of comprehensive income over its useful economic life.

The estimated useful lives range as follows:

Goodwill	-	15	years
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Medivet Acquisitions Limited

Notes to the Financial Statements For the Year Ended 30 April 2017

2. Accounting policies (continued)

2.5 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, on a reducing balance basis.

Depreciation is provided on the following basis:

Short-term leasehold property	- Over the life of the lease
Motor vehicles	- 25% reducing balance
Fixtures and fittings	- 15% reducing balance

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of comprehensive income.

2.6 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.7 Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a first in, first out basis. Work in progress and finished goods include labour and attributable overheads.

At each balance sheet date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in profit or loss.

2.8 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.9 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.10 Financial instruments

The Company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans

Medivet Acquisitions Limited

Notes to the Financial Statements For the Year Ended 30 April 2017

2. Accounting policies (continued)

2.10 Financial instruments (continued)

and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of comprehensive income.

2.11 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.12 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

2.13 Finance costs

Finance costs are charged to the Statement of comprehensive income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

Medivet Acquisitions Limited

Notes to the Financial Statements For the Year Ended 30 April 2017

2. Accounting policies (continued)

2.14 Operating leases: the Company as lessee

Rentals paid under operating leases are charged to the Statement of comprehensive income on a straight line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the lease term, unless another systematic basis is representative of the time pattern of the lessee's benefit from the use of the leased asset.

The Company has taken advantage of the optional exemption available on transition to FRS 102 which allows lease incentives on leases entered into before the date of transition to the standard 01 May 2015 to continue to be charged over the period to the first market rent review rather than the term of the lease.

2.15 Pensions

Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in the Statement of comprehensive income when they fall due. Amounts not paid are shown in accruals as a liability in the Balance sheet. The assets of the plan are held separately from the Company in independently administered funds.

2.16 Interest income

Interest income is recognised in the Statement of comprehensive income using the effective interest method.

2.17 Borrowing costs

All borrowing costs are recognised in the Statement of comprehensive income in the year in which they are incurred.

2.18 Provisions for liabilities

Provisions are made where an event has taken place that gives the Company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the Statement of comprehensive income in the year that the Company becomes aware of the obligation, and are measured at the best estimate at the Balance sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Balance sheet.

Medivet Acquisitions Limited

Notes to the Financial Statements For the Year Ended 30 April 2017

2. Accounting policies (continued)

2.19 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Statement of comprehensive income, except that a charge attributable to an item of income and 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 balance sheet date in the countries where the Company operates and generates income.

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

- 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; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

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 tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

3. Auditor's remuneration

	2017 £	2016 £
Fees payable to the Company's auditor and its associates for the audit of the Company's annual financial statements	<u>15,000</u>	<u>7,500</u>

4. Employees

The average monthly number of employees, including directors, during the year was 0 (2016 - 0).

Medivet Acquisitions Limited

Notes to the Financial Statements For the Year Ended 30 April 2017

5. Taxation

	2017 £	2016 £
Corporation tax		
Current tax on profits for the year	429,145	49,098
	<u>429,145</u>	<u>49,098</u>
Total current tax	<u>429,145</u>	<u>49,098</u>
Deferred tax		
Total deferred tax	<u>-</u>	<u>-</u>
Taxation on profit on ordinary activities	<u>429,145</u>	<u>49,098</u>
Factors affecting tax charge for the year		

Factors that may affect future tax charges

The tax charge for the company is high as there is an excess of £1,770,850 of depreciation and amortisation over the capital allowances.

Medivet Acquisitions Limited

Notes to the Financial Statements For the Year Ended 30 April 2017

6. Intangible assets

	Goodwill £
Cost	
At 1 May 2016	9,534,650
Disposals	(38,553,451)
On acquisition of subsidiaries	29,018,801
	<hr/>
At 30 April 2017	-
	<hr/>
Amortisation	
At 1 May 2016	1,671,068
Charge for the year	1,620,891
On disposals	(3,291,959)
	<hr/>
At 30 April 2017	-
	<hr/>
Net book value	
At 30 April 2017	-
	<hr/> <hr/>
At 30 April 2016	7,863,582
	<hr/> <hr/>

During the year, the company acquired shares in a number of subsidiary companies. the trade and assets of these companies were subsequently hived up to Medivet Acquisitions Limited, resulting in investments in subsidiaries being recognised as goodwill. Total consideration paid was £27.7m and the fair value of the net liabilities acquired was £1.3m, resulting in goodwill of £29m.

No individual acquisition is material and acquired subsidiary companies are struck off shortly after acquisition.

During the year, the trade and assets of the company were hived up to Medivet Group Limited.

Medivet Acquisitions Limited

**Notes to the Financial Statements
For the Year Ended 30 April 2017**

7. Tangible fixed assets

	Short-term leasehold property £	Motor vehicles £	Fixtures and fittings £	Total £
At 1 May 2016	36,916	5,900	496,457	539,273
Acquisition of subsidiary	-	-	1,509,516	1,509,516
Disposals	(36,916)	(5,900)	(2,005,973)	(2,048,789)
At 30 April 2017	-	-	-	-
At 1 May 2016	11,196	1,780	69,698	82,674
Charge for the year on owned assets	3,858	618	181,690	186,166
Disposals	(15,054)	(2,398)	(251,388)	(268,840)
At 30 April 2017	-	-	-	-
Net book value				
At 30 April 2017	-	-	-	-
At 30 April 2016	25,720	4,120	426,759	456,599

The net book value of land and buildings may be further analysed as follows:

	2017 £	2016 £
Short leasehold	-	25,720
	-	25,720

The trade and assets, including all tangible fixed assets were hived up to Medivet Group Limited during the year.

8. Stocks

	2017 £	2016 £
Finished goods and goods for resale	-	235,536
	-	235,536

Medivet Acquisitions Limited

Notes to the Financial Statements For the Year Ended 30 April 2017

9. Debtors

	2017 £	2016 £
Trade debtors	-	211,215
Amounts owed by group undertakings	135,048	-
Other debtors	2	240,661
	<u>135,050</u>	<u>451,876</u>

10. Cash and cash equivalents

	2017 £	2016 £
Cash at bank and in hand	-	107,825
	<u>-</u>	<u>107,825</u>

11. Creditors: Amounts falling due within one year

	2017 £	2016 £
Trade creditors	-	11,384
Amounts owed to group undertakings	-	8,529,620
Corporation tax	-	69,383
Other taxation and social security	-	35,051
Other creditors	-	386,693
	<u>-</u>	<u>9,032,131</u>

12. Deferred taxation

	2017 £
At beginning of year	(6,910)
Arising on business combinations	6,910
Utilised in year	<u>-</u>

Medivet Acquisitions Limited

**Notes to the Financial Statements
For the Year Ended 30 April 2017**

13. Controlling party

The immediate and ultimate holding entity is Medivet Partnership LLP. Copies of financial statements for Medivet Partnership LLP which consolidate the results of Medivet Acquisitions Limited can be obtained from the registered office. The largest and smallest group to prepare consolidated accounts which include this company is that headed by Medivet Partnership LLP.

Medivet Acquisitions Limited

**Notes to the Financial Statements
For the Year Ended 30 April 2017**

14. First time adoption of FRS 102

The policies applied under the entity's previous accounting framework are not materially different to FRS 102 and have not impacted on equity or profit or loss.