

Registered number: 08405422

THE OASIS HEALTHCARE GROUP LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 31 DECEMBER 2017



THE OASIS HEALTHCARE GROUP LIMITED

COMPANY INFORMATION

Directors	J J Ash (resigned 30 June 2017) C E Barton (appointed 28 February 2018) E J Coyle (appointed 1 April 2017) J Gonzalez (resigned 30 June 2017) D J Leatherbarrow (resigned 28 February 2018) J F Perry (resigned 30 June 2017) C A Richardson (appointed 28 February 2018) J S H Wright (appointed 30 June 2017)
Company secretary	Bupa Secretaries Limited
Registered number	08405422
Registered office	Oasis Support Centre Vantage Office Park Old Gloucester Road, Hambrook Bristol BS16 1GW
Independent auditor	KPMG LLP Chartered Accountants 66 Queen Square Bristol BS1 4BE

THE OASIS HEALTHCARE GROUP LIMITED

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THE OASIS HEALTHCARE GROUP LIMITED

GROUP STRATEGIC REPORT FOR THE PERIOD ENDED 31 DECEMBER 2017

The Directors present the Group Strategic Report of The Oasis Healthcare Group Limited (the "Group") for the 9 month period ended 31 December 2017.

Business review

On 27 February 2017, the entire issued share capital of The Oasis Healthcare Group Limited was acquired by Bupa Finance plc.

As a result of this change in ownership, the accounting reference date of the Company was changed to 31 December 2017, to align with that of its new owner. The prior period comparatives are for the 12 months ended 31 March 2017.

The results for the period show an operating profit of £3,799,000 (2017 - loss £8,725,000) and a loss for the financial period of £7,904,000 (2017 - loss £44,235,000).

The Board considers that EBITDAE provides the most meaningful basis for assessing the underlying performance of the Group, albeit that these terms are not defined by United Kingdom Generally Accepted Accounting Practice and therefore may not be directly comparable with other companies' adjusted profit measures. EBITDAE has decreased by 20% from £43,032,000 for the year to 31 March 2017 to £34,455,000 for the period ended 31 December 2017. The decreases in turnover and EBITDA have been driven by the period ended 31 December 2017 being a 9 month period, whereas the year ended 31 March 2017 relates to 12 months.

During the period, the Group made a number of acquisitions of individual dental practices and small groups of dental practices, increasing the number of practices from 395 at 31 March 2017 to 439 at 31 December 2017. This has further strengthened the Group's position as the UK's largest provider of private dental care and a major provider to the NHS.

Principal risks and uncertainties

The management of the business and the execution of the Group's strategy are subject to a number of risks and uncertainties. The key business risks and uncertainties affecting the Group are set out below. Risks are formally reviewed by the Board and appropriate processes are put in place to monitor and mitigate them.

Competition

During the period, the Group completed on many acquisitions and mergers, which has significantly increased its national footprint across the UK, increasing the number of practices from 395 at 31 March 2017 to 439 at 31 December 2017. Given the fragmented nature of the market, with a high volume of small and geographically limited providers, the corporate exposure to competition is mitigated through the development and embedding of a strong national brand identity, national presence and clinical compliance framework.

Human resources

The Group's ability to recruit and retain dentists is key to the future growth of the business. The Group has established policies to manage recruitment and retention, such as the Group's "Fitness to Practice" training programme, as well as developing links with dental schools both in the UK and Europe to provide a flow of well qualified dental practitioners. The Group's associate contract for self-employed dentists aims to motivate, incentivise and retain those practitioners through the provision of self-employed revenue sharing.

THE OASIS HEALTHCARE GROUP LIMITED

GROUP STRATEGIC REPORT (CONTINUED) FOR THE PERIOD ENDED 31 DECEMBER 2017

Principal risks and uncertainties (continued)

Clinical standards

It is of the upmost importance to the Group that the clinical care delivered to our patients is at a standard expected from the Group, by patients, industry forums and regulatory authorities. The Board has established a formal organisational structure that allows clinical policies and procedures to be developed and ensure day-to-day compliance monitoring. The Board is supported by a separate Dental Care Board comprised of eminent people in healthcare, including dentistry. This is further supported by Regional Clinical Service Advisors each of whom is a qualified dental practitioner and an external audit clinical team to ensure compliance with Care Quality Commission (CQC) standards. The Group also has a Clinical Director who reports directly to the Managing Director. Rigorous monitoring of standards and the continued development and training of the Group's dentists is applied. The Board have further mitigated any risk by ensuring that suitable insurance policies are taken out at both an individual and corporate level.

Acquisitions

The Group's strategy involves growing the business through both organic and non-organic growth. The non-organic growth involves the acquisition of individual practices and dental bodies corporate with multiple practices. The risk to growth through the availability of suitable acquisitions together with competition within the corporate dental care sector is minimised by a dedicated acquisitions team.

IT and finance systems

Reliable and robust IT and financial systems and processes that enable practices and central services to operate effectively and efficiently are of paramount importance. An infrastructure investment programme is in place to ensure that network, practice and financial IT hardware and software are upgraded and replaced on an ongoing basis. Risk of failure in IT systems is mitigated by a dedicated IT team, appropriate external IT service and hosting providers and a disaster recovery programme. Finance systems, processes and controls are managed by an experienced and qualified finance team to support business needs and pay dentists, suppliers and employees accurately and on a timely basis.

Financial key performance indicators

The performance of the business is monitored at various levels from Group level down through region, area and practice level to individual dentists. Management accounts are produced and reviewed on a monthly basis. The key financial measures the Directors consider as important are turnover, gross margin and EBITDAE. The Directors also monitor the split of income between private and NHS.

	Period ended 31 December 2017	Year ended 31 March 2017
Turnover (£000)	266,830	321,136
Turnover by type of activity (£000)		
Provision of NHS dental services	112,274	141,153
Provision of private dental services	154,556	179,983
Gross margin (%)	48	48
EBITDAE (£000)	34,455	43,032
EBITDAE margin (%)	13	13

THE OASIS HEALTHCARE GROUP LIMITED

GROUP STRATEGIC REPORT (CONTINUED)
FOR THE PERIOD ENDED 31 DECEMBER 2017

Non-GAAP EBITDAE

	Period ended 31 December 2017 £000	Year ended 31 March 2017 £000
Loss on ordinary activities before taxation	(5,777)	(48,969)
Adjustments for:		
Exceptional administrative expenses	4,354	20,277
Interest payable and similar expenses	9,592	40,292
Interest receivable and similar income	(16)	(48)
Amortisation of goodwill and intangible assets	16,389	19,347
Depreciation of tangible fixed assets	9,913	12,133
EBITDAE	34,455	43,032

Other key performance indicators

The Board has continued to monitor business performance using the following key non-financial performance indicators:

	Period ended 31 December 2017	Year ended 31 March 2017
Total practices	439	395
Total active patients*	2,212,360	2,025,972
Customer satisfaction (%)	98	98
CQC compliance (%)	100	100
Private Like For Like (LFL) growth (%)	5	6
Units of Dental Activity (UDA) LFL delivery (%)	92	97

* active patients are defined as patients who have visited a practice within the last 24 months.

This report was approved by the board on 7 March 2018 and signed on its behalf.



J S H Wright
Director

THE OASIS HEALTHCARE GROUP LIMITED

DIRECTORS' REPORT FOR THE PERIOD ENDED 31 DECEMBER 2017

The Directors present their report and the financial statements for the 9 month period ended 31 December 2017.

Principal activities

The principal activity of the Company is that of a holding company. The principle activity of the Group is the operation of dental practices and provision of dental services.

The Directors do not anticipate any material change in the Company's or Group's activities in the ensuing year.

Results and dividends

The loss for the period, after taxation, amounted to £7,904,000 (31 March 2017 - loss £44,235,000).

In accordance with the terms of the preference shares, a dividend of £6,576,000 (31 March 2017 - £13,299,000) has been accrued in these financial statements classified as an interest expense and accrued as an amount owed to group undertakings. The Directors do not recommend the payment of any other dividend and no other dividends have been paid during the period (31 March 2017 - £nil).

Directors

The Directors who served during the period were:

J J Ash (resigned 30 June 2017)
E J Coyle (appointed 1 April 2017)
J Gonzalez (resigned 30 June 2017)
D J Leatherbarrow (resigned 28 February 2018)
J F Perry (resigned 30 June 2017)
J S H Wright (appointed 30 June 2017)

Future developments

The Group will continue to increase its provision of NHS dentistry whilst also maintaining a firm commitment to private dentistry. The Group will seek to develop a range of affordable, fixed price offerings including orthodontics, implants and facial aesthetics. This will ensure that the Group continues to develop a strong national brand in order to combat competition from local providers.

Disabled employees

All practical arrangements are made to accommodate disabled persons into employment. Those who become disabled whilst in the Group's employment are retrained and/or transferred to alternative jobs as appropriate. All employees are eligible for appropriate training, career development and promotion opportunities and disabled people are not treated any differently in this respect.

Employee involvement

Employees are kept informed of the operational and financial developments of the Group through meetings, practice newsletters and the intranet. Dentists undertake a "Fitness to Practice" induction programme before new practices are opened, ensuring that a high quality of service is delivered. For overseas dentists practicing in the UK for the first time, this is tailored to the needs of the individual. The Group also assists overseas dentists with integrating into the local community.

Our annual conference is our key forum to bring dentists, staff, support teams and suppliers together, discussing Oasis' progress, plans and quality initiatives.

All Oasis dentists and employees have the opportunity to develop and progress. As well as regular updates at the Support Centre in Bristol, practices work together in local clusters to benefit the teams with improved networking, increased referral activity, comprehensive clinical and business management support, targeted investment and local decision making.

THE OASIS HEALTHCARE GROUP LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE PERIOD ENDED 31 DECEMBER 2017

Directors' responsibilities statement

The Directors are responsible for preparing the Strategic Report, 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 UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 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 Group and parent Company and of their profit or loss for that period.

In preparing each of the Group and parent Company 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;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Group and parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the group or the parent Company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the parent Company and enable them to ensure that its financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the group and to prevent and detect fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Financial risk management

The Group's operations expose it to a variety of financial risks that include credit risk, liquidity risk and interest rate cash flow risk. Given the size of the Group, the Directors have not delegated the responsibility of monitoring financial risk management to a sub-committee of the Board. The policies set by the Board of Directors are implemented by the Group's finance department.

Credit risk

The Group has implemented policies that require non-NHS funded balances to be settled upon the treatment occurring. Our credit risk primarily relates to PCTs and is therefore considered to be low.

Liquidity risk

The Group maintains cash balances and a mix of equity instruments and short-term debt finance that is designed to ensure the Group has sufficient available funds for operations and planned expansions and acquisitions.

Interest rate cash flow risk

The Group has both interest bearing assets and interest bearing liabilities. Interest bearing assets include cash balances which earn interest at a floating rate. The Directors will revisit the appropriateness of this policy should the Group's operations change in size or nature.

THE OASIS HEALTHCARE GROUP LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE PERIOD ENDED 31 DECEMBER 2017**

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 and the Group'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 and the Group's auditor is aware of that information.

Post balance sheet events

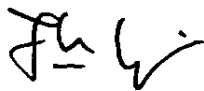
There have been no significant events affecting the Group since the period end.

Auditor

KPMG LLP, having confirmed their willingness to act, were appointed as auditor of the Group on 25 September 2017.

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

This report was approved by the board on 7 March 2018 and signed on its behalf.



J S H Wright
Director

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF THE OASIS HEALTHCARE GROUP LIMITED

Opinion

We have audited the financial statements of The Oasis Healthcare Group Limited (the 'Company') for the period ended 31 December 2017, which comprise the Consolidated Statement of Comprehensive Income, the Consolidated Balance Sheet, the Company Balance Sheet, the Consolidated Statement of Changes in Equity and the Company Statement of Changes in Equity and the related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the Group's and of the parent Company's affairs as at 31 December 2017 and of the Group's loss for the period then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the group in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least twelve months from the date of approval of the financial statements. We have nothing to report in these respects.

Strategic Report and Directors' Report

The Directors are responsible for the Strategic Report and the Directors' Report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the Strategic Report and the Directors' Report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the Strategic Report and the Directors' Report;
- in our opinion the information given in those reports for the financial period is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF THE OASIS HEALTHCARE GROUP LIMITED (CONTINUED)

Matters on which we are required to report by exception

Under the Companies Act 2006, we are required to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent Company 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.

Directors' responsibilities

As explained more fully in their statement set out on page 5, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the Group and parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the Group or the parent Company or to cease operations, or have no realistic alternative but to do so.

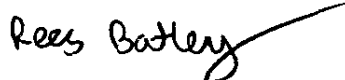
Auditor's responsibilities

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at:
www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.



Rees Batley (Senior Statutory Auditor)

for and on behalf of
KPMG LLP, Statutory Auditor

Chartered Accountants
66 Queen Square
Bristol
BS1 4BE

12 March 2018

THE OASIS HEALTHCARE GROUP LIMITED

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD ENDED 31 DECEMBER 2017

	Note	Period ended 31 December 2017 £000	Year ended 31 March 2017 £000
Turnover	4	266,830	321,136
Cost of sales		(139,078)	(167,774)
Gross profit		127,752	153,362
Administrative expenses		(122,643)	(142,982)
Exceptional administrative expenses	5	(4,354)	(20,277)
Other Operating Income		3,044	1,172
Operating profit/(loss)	6	3,799	(8,725)
Interest receivable and similar income	10	16	48
Interest payable and expenses	11	(9,592)	(35,016)
Debt issue costs written off		-	(5,276)
Loss before taxation		(5,777)	(48,969)
Tax on loss	12	(2,127)	4,734
Loss for the financial period/year		(7,904)	(44,235)
Exchange differences arising on consolidation of foreign subsidiaries		195	277
Other comprehensive income for the period/year		195	277
Total comprehensive expense for the period/year		(7,709)	(43,958)
Loss for the period/year attributable to:			
Owners of the parent Company		(7,904)	(44,235)
Total comprehensive expense for the period/year attributable to:			
Owners of the parent Company		(7,709)	(43,958)

The notes on pages 14 to 45 form part of these financial statements.

THE OASIS HEALTHCARE GROUP LIMITED
REGISTERED NUMBER:08405422

CONSOLIDATED BALANCE SHEET
AS AT 31 DECEMBER 2017

	Note	31 December 2017 £000	31 March 2017 £000
Fixed assets			
Intangible assets	13	388,140	319,543
Tangible assets	14	72,742	67,258
		<u>460,882</u>	<u>386,801</u>
Current assets			
Stocks	16	6,308	5,438
Debtors: amounts falling due within one year	17	30,211	23,749
Cash at bank and in hand		8,104	14,779
		<u>44,623</u>	<u>43,966</u>
Creditors: amounts falling due within one year	18	(524,512)	(449,676)
Net current liabilities		<u>(479,889)</u>	<u>(405,710)</u>
Total assets less current liabilities		<u>(19,007)</u>	<u>(18,909)</u>
Creditors: amounts falling due after more than one year	19	(71,267)	(72,395)
Provisions for liabilities			
Deferred taxation	22	(20,075)	(10,833)
Other provisions	23	(1,228)	(1,730)
		<u>(21,303)</u>	<u>(12,563)</u>
Net liabilities		<u>(111,577)</u>	<u>(103,867)</u>
Capital and reserves			
Called up share capital	24	13	14
Share premium account	25	989	989
Foreign exchange reserve	25	273	78
Profit and loss account	25	(112,852)	(104,948)
Shareholders' deficit		<u>(111,577)</u>	<u>(103,867)</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 7 March 2018.

J S H Wright
Director



The notes on pages 14 to 45 form part of these financial statements.

THE OASIS HEALTHCARE GROUP LIMITED
REGISTERED NUMBER:08405422

COMPANY BALANCE SHEET
AS AT 31 DECEMBER 2017

	Note	31 December 2017 £000	31 March 2017 £000
Fixed assets			
Investments	15	46,255	46,255
Current assets			
Debtors: amounts falling due within one year	17	48,516	47,080
Cash at bank and in hand		-	241
		<u>48,516</u>	<u>47,321</u>
Creditors: amounts falling due within one year	18	(72,914)	(63,575)
Net current liabilities		<u>(24,398)</u>	<u>(16,254)</u>
Total assets less current liabilities		<u>21,857</u>	<u>30,001</u>
Creditors: amounts falling due after more than one year	19	(68,497)	(68,497)
Net liabilities		<u>(46,640)</u>	<u>(38,496)</u>
Capital and reserves			
Called up share capital	24	13	14
Share premium account	25	989	989
Profit and loss account	25	(47,642)	(39,499)
Shareholders' deficit		<u>(46,640)</u>	<u>(38,496)</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 7 March 2018.

J S H Wright
Director



THE OASIS HEALTHCARE GROUP LIMITED

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 31 DECEMBER 2017**

	Called up share capital	Share premium account	Foreign exchange reserve	Profit and loss account	Shareholders' deficit
	£000	£000	£000	£000	£000
At 1 April 2017	14	989	78	(104,948)	(103,867)
Comprehensive income/(expense) for the period					
Loss for the period	-	-	-	(7,904)	(7,904)
Exchange differences arising on the consolidation of foreign subsidiaries	-	-	195	-	195
Total comprehensive income/(expense) for the period	-	-	195	(7,904)	(7,709)
Adjustment	(1)	-	-	-	(1)
At 31 December 2017	13	989	273	(112,852)	(111,577)

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2017**

	Called up share capital	Share premium account	Foreign exchange reserve	Profit and loss account	Shareholders' deficit
	£000	£000	£000	£000	£000
At 1 April 2016	14	989	(199)	(60,713)	(59,909)
Comprehensive income/(expense) for the year					
Loss for the year	-	-	-	(44,235)	(44,235)
Exchange differences arising on the consolidation of foreign subsidiaries	-	-	277	-	277
Total comprehensive income/(expense) for the year	-	-	277	(44,235)	(43,958)
At 31 March 2017	14	989	78	(104,948)	(103,867)

The notes on pages 14 to 45 form part of these financial statements.

THE OASIS HEALTHCARE GROUP LIMITED

COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 31 DECEMBER 2017

	Called up share capital	Share premium account	Profit and loss account	Shareholders' deficit
	£000	£000	£000	£000
At 1 April 2017	14	989	(39,499)	(38,496)
Comprehensive expense for the period				
Loss for the financial period	-	-	(8,143)	(8,143)
Contributions by and distributions to owners				
Adjustment	(1)	-	-	(1)
At 31 December 2017	13	989	(47,642)	(46,640)

COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2017

	Called up share capital	Share premium account	Profit and loss account	Shareholders' deficit
	£000	£000	£000	£000
At 1 April 2016	14	989	(26,970)	(25,967)
Comprehensive expense for the year				
Loss for the financial year	-	-	(12,529)	(12,529)
At 31 March 2017	14	989	(39,499)	(38,496)

The notes on pages 14 to 45 form part of these financial statements.

THE OASIS HEALTHCARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017

1. General information

The Company is a private company limited by shares and is incorporated and domiciled in England and Wales. The address of its registered office is: Oasis Support Centre, Vantage Office Park, Old Gloucester Road, Hambrook, Bristol, BS16 1GW.

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 Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The Group's financial statements are presented in Sterling, which is also the Group's functional currency, and all values are rounded to the nearest thousand pounds (£000) except where otherwise indicated.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires Group management to exercise judgment in applying the Group's accounting policies (see note 3).

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of Comprehensive Income in these financial statements.

Parent Company disclosure exemptions

In preparing the separate financial statements of the parent Company, advantage has been taken of the following disclosure exemptions available in FRS 102:

- Only one reconciliation of the number of shares outstanding at the beginning and end of the period has been presented as the reconciliation for the Company and the parent Company would be identical;
- No Statement of Cash Flows has been presented for the parent Company;
- Disclosures in respect of the parent Company's financial instruments have not been presented as equivalent disclosures have been provided in respect of the Company as a whole; and
- No disclosures have been given for the aggregate remuneration of the key management personnel of the parent Company as their remuneration is included in the totals for the Company as a whole.

The following principal accounting policies have been applied:

THE OASIS HEALTHCARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017

2. Accounting policies (continued)

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);
- the requirements of Section 11 Financial Instruments paragraphs 11.41(b), 11.41(c), 11.41(e), 11.41(f), 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of The British United Provident Association Limited as at 31 December 2017 and these financial statements may be obtained from Centre BUPA, 1 Angel Court, London, EC2R 7HJ.

2.3 Basis of consolidation

The consolidated financial statements present the results of the Company and its own subsidiaries ("the Group") as if they form a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the Balance Sheet, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the Consolidated Statement of Comprehensive Income from the date on which control is obtained. They are deconsolidated from the date control ceases.

In accordance with the transitional exemption available in FRS 102, the group has chosen not to retrospectively apply the standard to business combinations that occurred before the date of transition to FRS 102, being 01 April 2014.

2.4 Going concern

The Oasis Healthcare Group Limited and its subsidiary undertakings on consolidation (the "Group") meets its day to day working capital requirements through cash at bank and funding via a loan from the parent company, Bupa Finance plc. The loan facility from BUPA Finance plc was renewed on 6 February 2018 and expires on 8 February 2019. The Group has received a letter of financial support from its parent company for the twelve months from the date the financial statements are signed. The Group has continued to be cash generative since the balance sheet date with the cash generated contributing to the funding of the Group's working capital requirements.

In light of the above, the Directors have concluded that it is appropriate to prepare the Group's financial statements on a going concern basis.

THE OASIS HEALTHCARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017

2. Accounting policies (continued)

2.5 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue 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 revenue is recognised:

Rendering of services

Revenue 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 revenue can be measured reliably;
- it is probable that the Group 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.

Turnover represents the value of dentistry goods or services supplied. NHS income is recognised based on the levels of dental activity delivered. Where there is under-delivery against target activity levels, a potential clawback arises and a creditor is established. Private treatment is recognised based on the stage of completion, with cash settled at the time of treatment.

2.6 Intangible assets

Goodwill

Goodwill is the difference between amounts paid on the acquisition of a business and the fair value of the identifiable assets and liabilities. It is amortised to the Statement of Comprehensive Income over its estimated economic life, considered to be 15 to 20 years.

Other intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed 5 years.

Patient lists are estimated to have a useful economic life of between 15 and 20 years. Brand names are estimated to have a useful economic life of 5 years.

THE OASIS HEALTHCARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017

2. Accounting policies (continued)

2.7 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.

At each reporting date the company assesses whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is determined which is the higher of its fair value less costs to sell and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount.

The Group adds to the carrying amount of an item of fixed assets the cost of replacing part of such an item when that cost is incurred, if the replacement part is expected to provide incremental future benefits to the Group. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to profit or loss during the period in which they are incurred.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Freehold property	- over 50 years straight line
Leasehold improvements	- over 15 years straight line
Motor vehicles	- over 4 years straight line
Fixtures and fittings	- 3 - 10 years straight line

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 Consolidated Statement of Comprehensive Income.

THE OASIS HEALTHCARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017

2. Accounting policies (continued)

2.8 Business combinations

Business combinations are accounted for using the purchase method as at the acquisition date, which is the date on which control is transferred to the entity.

At the acquisition date, the Company recognises goodwill at the acquisition date as:

- the fair value of the consideration (excluding contingent consideration) transferred; plus
- estimated amount of contingent consideration (see below); plus
- the fair value of the equity instruments issued; plus
- directly attributable transaction costs; less
- the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities and contingent liabilities assumed.

When the excess is negative, this is recognised and separately disclosed on the face of the balance sheet as negative goodwill.

Consideration which is contingent on future events is recognised based on the estimated amount if the contingent consideration is probable and can be measured reliably. Any subsequent changes to the amount are treated as an adjustment to the cost of the acquisition.

All business combinations where the cash outflow on acquisition is greater than £10m will be disclosed separately. All other business combinations will be aggregated.

2.9 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.10 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.

2.11 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.

2.12 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.

2.13 Financial instruments

The Group only enters into basic financial instrument 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.

THE OASIS HEALTHCARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017

2. Accounting policies (continued)

2.13 Financial instruments (continued)

Debt instruments (other than those wholly repayable or receivable within one year), including loans 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 the 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 Consolidated Statement of Comprehensive Income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2017

2. Accounting policies (continued)

2.14 Impairment excluding stocks and deferred tax assets

Financial assets (including trade and other debtors)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Company would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Non-financial assets

The carrying amounts of the entity's non-financial assets, other than stocks and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit"). The goodwill acquired in a business combination, for the purpose of impairment testing is allocated to cash-generating units, or ("CGU") that are expected to benefit from the synergies of the combination. For the purpose of goodwill impairment testing, if goodwill cannot be allocated to individual CGUs or groups of CGUs on a non-arbitrary basis, the impairment of goodwill is determined using the recoverable amount of the acquired entity in its entirety, or if it has been integrated then the entire group of entities into which it has been integrated.

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis.

An impairment loss recognised for goodwill is not reversed. Impairment losses recognised for other assets is reversed only if the reasons for the impairment have ceased to apply.

2.15 Creditors

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

THE OASIS HEALTHCARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017

2. Accounting policies (continued)

2.16 Government grants

Grants are accounted under the accruals model as permitted by FRS 102. Grants relating to expenditure on tangible fixed assets are credited to the Consolidated Statement of Comprehensive Income at the same rate as the depreciation on the assets to which the grant relates. The deferred element of grants is included in creditors as deferred income.

Grants of a revenue nature are recognised in the Consolidated Statement of Comprehensive Income in the same period as the related expenditure.

2.17 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.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Consolidated Statement of Comprehensive Income except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Consolidated Statement of Comprehensive Income within 'finance income or costs'. All other foreign exchange gains and losses are presented in the Consolidated Statement of Comprehensive Income within 'other operating income'.

On consolidation, the results of overseas operations are translated into Sterling at rates approximating to those ruling when the transactions took place. All assets and liabilities of overseas operations are translated at the rate ruling at the reporting date. Exchange differences arising on translating the opening net assets at opening rate and the results of overseas operations at actual rate are recognised in other comprehensive income.

2.18 Finance costs

Finance costs are charged to the Consolidated 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.

2.19 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting. Dividends on shares recognised as liabilities are recognised as expenses and classified within interest payable.

THE OASIS HEALTHCARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017

2. Accounting policies (continued)

2.20 Operating leases: the Group as lessee

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

2.21 Pensions

Defined contribution pension plan

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

The contributions are recognised as an expense in the Consolidated 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 Group in independently administered funds.

2.22 Interest income

Interest income is recognised in the Consolidated Statement of Comprehensive Income using the effective interest method.

2.23 Provisions for liabilities

Provisions are made where an event has taken place that gives the Group 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 Consolidated Statement of Comprehensive Income in the year that the Group 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.

THE OASIS HEALTHCARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017

2. Accounting policies (continued)

2.24 Current and deferred taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in the Consolidated 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 and the Group operate and generate 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;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met; and
- Where they relate to timing differences in respect of interests in subsidiaries, associates, branches and joint ventures and the Group can control the reversal of the timing differences 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 tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

2.25 Exceptional items

Exceptional items are transactions that fall within the ordinary activities of the Group but are presented separately due to their size or incidence.

2.26 Contingent consideration

The Group uses contingent consideration as part of the consideration for acquisitions of dental practices to manage the risk that practices acquired will fail to attain acceptable levels of turnover. The amount of contingent consideration is interest free, recognised in creditors and discounted where material. The unwinding of any discount is taken to the Statement of Comprehensive Income and included within interest payable and similar charges.

2.27 Preference shares

Preference shares, which are mandatorily redeemable on a specific date, are classified as liabilities. The dividends on these preference shares are taken to the income statement as finance expense.

THE OASIS HEALTHCARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017

3. Judgments in applying accounting policies and key sources of estimation uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Key accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(i) Fair values on acquisitions

The fair value of tangible and intangible assets acquired on acquisitions involve the use of valuation techniques and the estimation of future cash flows to be generated over a number of years. In addition the estimation of the contingent consideration payable requires an assessment of the likelihood of payment based on historic pay-out rates. The estimation of the fair values requires the combination of assumptions including revenue growth, sales mix and customer attrition rates. In addition, the use of discount rates requires judgement.

(ii) Impairment of intangible assets and goodwill

The Group considers whether intangible assets and/or goodwill are impaired. Where an indication of impairment is identified, the estimation of recoverable value of the cash generating units (CGUs) is tested. This requires estimation of the future cash flows from the CGUs and also selection of appropriate discount rates in order to calculate the net present value of those cash flows.

(iii) Provisions for dilapidations, onerous lease and contingencies

Provision is made for dilapidations and contingencies. These provisions require management's best estimates of the costs that will be incurred. The timing of the cash flows and the discount rates used to establish net present value of the obligations require management's judgement.

(iv) Useful expected lives of intangible assets

Amortisation is calculated, using the straight-line method, to allocate the depreciable amount of the assets to their residual values over their estimated useful lives, as follows:

NHS patient list - 20 years
Private patient list - 15 years
Brand - 5 years

NHS and Private patient lists' estimated useful lives have been derived from analysing the number of years of discounted future free cash flows in the Business Combinations models. In determining the estimated useful lives, NHS and Private patient attrition rates and future growth rates were considered.

4. Turnover

The whole of the turnover is attributable to the one principal activity of the Group being the operation of dental practices and provision of dental services.

All turnover arose within the United Kingdom and Republic of Ireland.

THE OASIS HEALTHCARE GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2017**

5. Exceptional administrative expenses

	Period ended 31 December 2017 £000	Year ended 31 March 2017 £000
Restructuring costs	4,354	7,687
Bupa fair value adjustments	-	2,059
Completion bonus	-	10,531
	<u>4,354</u>	<u>20,277</u>

Exceptional costs consist of restructuring costs of £4,354,000 (31 March 2017 - £7,687,000) that relate to professional fees, rebranding and redundancy costs driven by the acquisition of The Oasis Healthcare Group Limited by Bupa Finance plc.

6. Operating profit/(loss)

The operating profit/(loss) is stated after charging:

	Period ended 31 December 2017 £000	Year ended 31 March 2017 £000
Depreciation of tangible fixed assets	9,913	12,133
Amortisation of intangible assets, including goodwill	16,389	19,347
Exchange differences	(21)	(7)
Other operating lease rentals	8,752	10,474
	<u>8,752</u>	<u>10,474</u>

THE OASIS HEALTHCARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2017

7. Auditor's remuneration

	Period ended 31 December 2017 £000	Year ended 31 March 2017 £000
Fees payable to the Group's auditor and its associates for the audit of the Group's annual financial statements	179	256
Fees payable to the Group's auditor and its associates in respect of:		
Fees payable to the Group's auditor and its associates for the audit of subsidiary companies	25	17
All other non-audit services	-	1,190
	<u>25</u>	<u>1,207</u>

8. Employees

Staff costs were as follows:

	Group 31 December 2017 £000	Group 31 March 2017 £000	Company 31 December 2017 £000	Company 31 March 2017 £000
Wages and salaries	60,538	70,649	-	-
Social security costs	4,565	5,182	-	-
Cost of defined contribution scheme	596	721	-	-
	<u>65,699</u>	<u>76,552</u>	<u>-</u>	<u>-</u>

The average monthly number of employees, including the Directors, during the period was as follows:

	Period ended 31 December 2017 No.	Year ended 31 March 2017 No.
Dentists	12	9
Practice staff	4,443	4,060
Administration staff	236	217
	<u>4,691</u>	<u>4,286</u>

THE OASIS HEALTHCARE GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2017**

9. Directors' remuneration

	Period ended 31 December 2017 £000	Year ended 31 March 2017 £000
Directors' emoluments	744	1,369
Company contributions to defined contribution pension schemes	26	67
	<u>770</u>	<u>1,436</u>

During the period retirement benefits were accruing to 4 Directors (31 March 2017 - 3) in respect of defined contribution pension schemes.

All Directors' remuneration was settled by a subsidiary on behalf of the Group.

10. Interest receivable and similar income

	Period ended 31 December 2017 £000	Year ended 31 March 2017 £000
Other interest receivable	16	48

11. Interest payable and similar expenses

	Period ended 31 December 2017 £000	Year ended 31 March 2017 £000
Bank interest payable	-	12,294
Intra-group loan interest payable	2,412	442
Intra-group loan notes	-	8,350
Finance charge on contingent consideration	604	579
Preference share dividends	6,576	13,299
Other interest payable	-	52
	<u>9,592</u>	<u>35,016</u>

THE OASIS HEALTHCARE GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2017**

12. Taxation

	Period ended 31 December 2017 £000	Year ended 31 March 2017 £000
Corporation tax		
Current tax on loss for the period/year	1,529	(821)
Adjustments in respect of previous periods	323	(24)
Total current tax	1,852	(845)
Deferred tax		
Origination and reversal of timing differences	683	(3,889)
Changes to tax rates	565	-
Adjustment in respect of prior periods	(973)	-
Total deferred tax	275	(3,889)
Taxation on profit/(loss) on ordinary activities	2,127	(4,734)

THE OASIS HEALTHCARE GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2017**

12. Taxation (continued)

Factors affecting tax charge for the period/year

The tax assessed for the period/year is higher than (31 March 2017 - higher than) the standard rate of corporation tax in the UK of 19% (31 March 2017 - 20%). The differences are explained below:

	Period ended 31 December 2017 £000	Year ended 31 March 2017 £000
Loss on ordinary activities before tax	(5,777)	(48,969)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (31 March 2017 - 20%)	(1,098)	(9,793)
Effects of:		
Expenses not deductible for tax purposes	3,914	6,474
Non assessable income	(425)	-
Adjustments in respect of current income tax of previous years	323	(24)
Different taxation rates in foreign jurisdictions	(71)	35
Tax rate change	457	-
Current year timing differences	-	(160)
Deferred tax assets not previously recognised	-	(1,266)
Adjustments in respect of deferred tax of previous years	(973)	-
Total tax credit for the period/year	2,127	(4,734)

Factors that may affect future tax charges

The March 2016 Budget Statement announced a change to the UK Corporation tax regime which will reduce the main rate of Corporation Tax to 17% from 1 April 2020. As the changes have been substantively enacted at the balance sheet date their effects are included in these financial statements.

THE OASIS HEALTHCARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2017

13. Intangible assets

Group

	Patient list £000	Brands £000	Goodwill £000	Total £000
Cost				
At 1 April 2017	140,426	905	233,260	374,591
Disposals	-	-	(1)	(1)
On acquisition of subsidiaries	51,590	-	33,895	85,485
Reduction in deferred consideration	-	-	(592)	(592)
Foreign exchange movement	141	-	(20)	121
At 31 December 2017	192,157	905	266,542	459,604
Amortisation				
At 1 April 2017	13,844	417	40,787	55,048
Charge for the year	6,922	136	9,331	16,389
Foreign exchange movement	3	-	24	27
At 31 December 2017	20,769	553	50,142	71,464
Net book value				
At 31 December 2017	171,388	352	216,400	388,140
At 31 March 2017	126,582	488	192,473	319,543

Amortisation is charged to administrative expenses in the Statement of Comprehensive Income.

THE OASIS HEALTHCARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2017

14. Tangible assets

Group

	Freehold property £000	Motor vehicles £000	Fixtures and fittings £000	Leasehold improvements £000	Total £000
Cost or valuation					
At 1 April 2017	9,031	123	50,492	35,637	95,283
Additions	176	42	9,094	2,796	12,108
Acquisition of businesses	1,025	-	2,601	589	4,215
Disposals	(305)	-	(638)	(798)	(1,741)
Exchange adjustments	-	-	176	49	225
At 31 December 2017	<u>9,927</u>	<u>165</u>	<u>61,725</u>	<u>38,273</u>	<u>110,090</u>
Depreciation					
At 1 April 2017	219	34	17,699	10,073	28,025
Charge for the period on owned assets	110	25	7,311	2,467	9,913
Disposals	(10)	-	(269)	(441)	(720)
Exchange adjustments	-	-	103	27	130
At 31 December 2017	<u>319</u>	<u>59</u>	<u>24,844</u>	<u>12,126</u>	<u>37,348</u>
Net book value					
At 31 December 2017	<u>9,608</u>	<u>106</u>	<u>36,881</u>	<u>26,147</u>	<u>72,742</u>
At 31 March 2017	<u>8,812</u>	<u>89</u>	<u>32,793</u>	<u>25,564</u>	<u>67,258</u>

The net book value of assets held under finance leases or hire purchase contracts, included above, are as follows:

	31 December 2017 £000	31 March 2017 £000
Furniture, fittings and equipment	<u>276</u>	<u>354</u>

THE OASIS HEALTHCARE GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2017**

15. Fixed asset investments

Company

	Investments in subsidiary companies £000
Cost or valuation	
At 1 April 2017	46,255
At 31 December 2017	<u>46,255</u>
Net book value	
At 31 December 2017	<u>46,255</u>
At 31 March 2017	<u>46,255</u>

Details of the subsidiaries can be found in note 30.

16. Stocks

	Group 31 December 2017 £000	Group 31 March 2017 £000	Company 31 December 2017 £000	Company 31 March 2017 £000
Raw materials and consumables	5,485	4,603	-	-
Finished goods and goods for resale	823	835	-	-
	<u>6,308</u>	<u>5,438</u>	<u>-</u>	<u>-</u>

The difference between purchase price or production cost of stocks and their replacement cost is not material.

Stock recognised in cost of sales during the period as an expense was £28,532,000 (31 March 2017 - £32,393,000).

THE OASIS HEALTHCARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2017

17. Debtors

	Group 31 December 2017 £000	Group 31 March 2017 £000	Company 31 December 2017 £000	Company 31 March 2017 £000
Due within one year				
Trade debtors	19,537	14,517	-	-
Amounts owed by group undertakings	-	-	48,516	47,080
Other debtors	2,670	3,404	-	-
Prepayments and accrued income	8,004	5,828	-	-
	<u>30,211</u>	<u>23,749</u>	<u>48,516</u>	<u>47,080</u>

Included in amounts owed by group undertakings is £8,712,000 (31 March 2017 - £8,712,000) relating to unsecured subordinated redeemable loan notes which bear interest at 13.5% and are repayable in full at par no later than 7 May 2021.

Other amounts owed by group undertakings are unsecured, interest free and repayable on demand.

THE OASIS HEALTHCARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017

18. Creditors: Amounts falling due within one year

	Group 31 December 2017 £000	Group 31 March 2017 £000	Company 31 December 2017 £000	Company 31 March 2017 £000
Contingent consideration	13,365	5,651	-	-
Trade creditors	18,490	19,836	-	-
Amounts owed to group undertakings	468,114	407,513	72,824	63,433
Corporation tax	325	144	-	-
Other taxation and social security	1,759	1,386	-	-
Obligations under finance lease and hire purchase contracts	51	269	-	-
Other creditors	1,180	2,331	90	142
Accruals and deferred income	21,228	12,546	-	-
	524,512	449,676	72,914	63,575

On 9 February 2017, an interest bearing loan facility of £400m was provided by Bupa Finance plc. This was increased to £475m on 30 November 2017. The facility is repayable on demand and will be automatically terminated on 8 February 2019. The interest is charged at 35 basis points above the prevailing six month LIBOR rate and is accrued on the principal amount and also any unpaid accrued interest outstanding. At 31 December 2017, £456,113,000 (31 March 2017 - £363,271,000) had been drawn down.

Amounts owed to group undertakings includes the Bupa Finance plc loan of £456,113,000 (31 March 2017 - £363,271,000), interest accrued thereon of £1,268,000 (31 March 2017 - £441,000) and accrued preference share dividends of £76,925,000 (31 March 2017 - £43,801,000). Other amounts owed to group undertakings are unsecured, interest free and repayable on demand.

19. Creditors: Amounts falling due after more than one year

	Group 31 December 2017 £000	Group 31 March 2017 £000	Company 31 December 2017 £000	Company 31 March 2017 £000
Contingent consideration	2,770	3,898	-	-
Share capital treated as debt	7	7	7	7
Share premium treated as debt	68,490	68,490	68,490	68,490
	71,267	72,395	68,497	68,497

Disclosure of the terms and conditions attached to the non-equity shares is made in note 24.

THE OASIS HEALTHCARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2017

20. Hire purchase and finance leases

Minimum lease payments under hire purchase fall due as follows:

	Group 31 December 2017 £000	Group 31 March 2017 £000
Within one year	40	20
Between 2-5 years	11	43
	<u>51</u>	<u>63</u>

21. Financial instruments

	Group 31 December 2017 £000	Group 31 March 2017 £000	Company 31 December 2017 £000	Company 31 March 2017 £000
Financial assets				
Cash at bank and in hand	8,104	14,779	-	241
Financial assets that are debt instruments measured at amortised cost	23,975	19,109	48,516	47,080
	<u>32,079</u>	<u>33,888</u>	<u>48,516</u>	<u>47,321</u>
Financial liabilities				
Financial liabilities measured at amortised cost	(575,495)	(522,071)	(141,412)	(132,072)

Financial assets measured at fair value through profit or loss comprises cash at bank.

Financial assets that are debt instruments measured at amortised cost comprise trade debtors, other debtors accrued income and amounts due from group undertakings (Company only).

Financial liabilities measured at amortised cost comprise bank loans, other loans, trade creditors, other creditors, accruals and share capital treated as debt.

THE OASIS HEALTHCARE GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2017**

22. Deferred taxation

Group

	31 December 2017 £000	31 March 2017 £000
At beginning of period/year	10,833	8,023
Charged/(credited) to Consolidated Statement of Comprehensive Income	275	(3,889)
Arising on business combinations	8,967	6,699
At end of period/year	20,075	10,833

The provision for deferred taxation is made up as follows:

	Group 31 December 2017 £000	Group 31 March 2017 £000
Accelerated capital allowances	(6,383)	(5,727)
Tax losses carried forward	(3,013)	(4,305)
Acquired intangible assets	29,649	20,982
Other timing differences	(178)	(117)
	20,075	10,833

The Group has unprovided deferred tax balances of £nil (31 March 2017 - £50,000) in respect of depreciation charges in excess of accelerated capital allowances, £365,000 (31 March 2017 - £453,000) in respect of tax losses and £nil (31 March 2017 - £2,000) in respect of other timing differences. These amounts are unprovided as their recovery is not currently assessed as probable.

THE OASIS HEALTHCARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2017

23. Provisions

Group

	Property provisions £000
At 1 April 2017	1,730
Utilised in period	(502)
At 31 December 2017	1,228

The property provisions are in respect of onerous leases and dilapidations and are the Directors' best estimate of the liability. The provision has not been discounted because the effect of discounting is not considered significant due to the expected timing of payments.

24. Share capital

	31 December 2017 £000	31 March 2017 £000
Shares classified as equity		
Allotted, called up and fully paid		
790,000 'A' ordinary shares of £0.01 each	8	8
230,000 (2017 - 256,974) 'B' ordinary shares of £0.01 each	2	3
250,040 'C' ordinary shares of £0.0125 each	3	3
	<u>13</u>	<u>14</u>
	31 December 2017 £000	31 March 2017 £000
Shares classified as debt		
Allotted, called up and fully paid		
68,497,037 Preference shares of £0.0001 each	7	7

THE OASIS HEALTHCARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017

24. Share capital (continued)

The various classes of share capital have the following key rights attached:

Income

The preference shares are entitled to a fixed cumulative preferential dividend at an annual rate of 13.5% of the total issue price of the share, compounded annually. The dividend shall not be payable until the earlier of an exit event, 8 years from the date of subscription or a specified default event.

'A' and 'B' ordinary shares shall rank pari passu to receive dividends that the Company may determine from time to time to declare.

'C' ordinary shares are entitled to receive an aggregate amount equal to the total distribution (if any) made to 'A' and 'B' ordinary shares with the aggregate amount to be divided on pro-rata basis amongst the 'C' ordinary shareholders.

Redemption and return of capital

The preference shares are redeemable at the full issue price on the earlier of an exit event, 8 years from the date of subscription or a specified default event. The preference shares also have priority on any other return of capital by the Company.

'A' and 'B' ordinary shares shall rank pari passu in the event of a return of capital and have priority over the 'C' ordinary shares. The amount returnable is subject to a ratchet mechanism set out in the Articles of Association.

The 'C' ordinary shares are entitled to receive their initial investment and outstanding dividends, subject to a maximum cap.

Voting

The 'A', 'B' and 'C' ordinary shares rank pari passu, except that on a resolution to be passed by a show of hands at a General Meeting of the Company the 'C' ordinary shares do not carry a vote.

The preference shares do not carry a vote, except on class rights matters.

25. Reserves

Share premium account

The share premium account represents the consideration received on the issue of shares in the Company in excess of the nominal value of those shares, net of share issue costs, bonus issues of shares and any subsequent capital reductions.

Foreign exchange reserve

The foreign exchange reserve represents the cumulative foreign exchange translation differences arising as a result of the retranslation of foreign subsidiaries on consolidation.

Profit and loss account

The profit and loss account represents the accumulated profits, losses and distributions of the Group or Company.

THE OASIS HEALTHCARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2017

26. Business combinations

Acquisition of Avsan Holdings Limited and its subsidiaries

	Book value £000	Fair value adjustment £000	Fair value £000
Fixed assets			
Tangible	1,142	-	1,142
Intangible	-	13,613	13,613
	<u>1,142</u>	<u>13,613</u>	<u>14,755</u>
Current assets			
Stocks	183	-	183
Debtors	3,094	(2,648)	446
Cash at bank and in hand	576	(43)	533
	<u>4,995</u>	<u>10,922</u>	<u>15,917</u>
Total assets			
Creditors			
Due within one year	(10,225)	9,138	(1,087)
Deferred tax	(113)	(2,314)	(2,427)
	<u>(5,343)</u>	<u>17,746</u>	<u>12,403</u>
Fair value of net assets			
Goodwill	14,735	-	14,735
	<u>9,392</u>	<u>17,746</u>	<u>27,138</u>
Total purchase consideration			
Satisfied by:			
Cash	19,891	-	19,891
Contingent consideration	3,302	-	3,302
Acquisition costs	3,945	-	3,945
Cash and cash equivalents in subsidiary acquired	(533)	-	(533)
	<u>26,605</u>	<u>-</u>	<u>26,605</u>
Cash outflow on acquisition			

THE OASIS HEALTHCARE GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
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26. Business combinations (continued)

The results of Avsan Holdings Limited and its subsidiaries since its acquisition are as follows:

	Current period since acquisition £000
Turnover	1,100
Profit for the period	<u>204</u>

THE OASIS HEALTHCARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
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Acquisition of other dental practices

During the period ended 31 December 2017, the Group made a number of acquisitions of dental practices. None of the acquisitions reported below were for a consideration in excess of £10m.

Included in the figures below are £1,200,000 of Goodwill, £76,000 of Tangible fixed assets, £24,000 of inventories and £96,000 of debtors in relation to practices that were transferred from other companies in the Bupa Group.

	Book value £000	Fair value adjustment £000	Fair value £000
Fixed assets			
Tangible	3,001	71	3,072
Intangible	-	37,977	37,977
	<u>3,001</u>	<u>38,048</u>	<u>41,049</u>
Current assets			
Stocks	286	102	388
Debtors	2,372	(900)	1,472
Cash at bank and in hand	2,500	-	2,500
	<u>8,159</u>	<u>37,250</u>	<u>45,409</u>
Total assets			
Creditors			
Due within one year	(3,082)	(31)	(3,113)
Deferred tax	(120)	(6,406)	(6,526)
Bank overdrafts	(672)	612	(60)
	<u>4,285</u>	<u>31,425</u>	<u>35,710</u>
Fair value of net assets			
Goodwill	17,272	-	17,272
	<u>21,557</u>	<u>31,425</u>	<u>52,982</u>
Satisfied by:			
Cash	43,686	-	43,686
Contingent consideration	6,995	-	6,995
Acquisition costs	2,299	-	2,299
Cash and cash equivalents in subsidiary acquired	(2,440)	-	(2,440)
	<u>50,540</u>	<u>-</u>	<u>50,540</u>
Cash outflow on acquisition			

THE OASIS HEALTHCARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017

The results of other dental practices since its acquisition are as follows:

	Current period since acquisition £000
Turnover	14,742
Profit for the period	<u>2,127</u>

27. Capital commitments

At 31 December, the Group had capital commitments as follows:

	Group 31 December 2017 £000	Group 31 March 2017 £000
Contracted for but not provided in these financial statements	<u>3,495</u>	<u>2,781</u>

28. Pension commitments

The Group has established a stakeholders' pension scheme for all employees who are eligible to join. In the period to 31 December 2017, the Group charge was £596,000 (31 March 2017 - £721,000).

The Group operates a defined benefit scheme for 4 (31 March 2017 - 4) employees. Employer contributions are significantly higher than the contracted entitlement to allow for future commitments and valuation fluctuations. The scheme is immaterial for Group purposes and is accounted for on a cash basis.

29. Commitments under operating leases

At 31 December 2017 the Group had future minimum lease payments under non-cancellable operating leases as follows:

	Group 31 December 2017 £000	Group 31 March 2017 £000
Not later than 1 year	12,281	10,931
Later than 1 year and not later than 5 years	36,145	31,557
Later than 5 years	30,702	29,071
	<u>79,128</u>	<u>71,559</u>

THE OASIS HEALTHCARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017

30. Subsidiary undertakings

The following were subsidiary undertakings of the Company. Oasis Healthcare Midco 1 Limited is directly owned, all the other subsidiary undertakings are indirectly owned. The Group has provided the necessary guarantees under section 479a of the Companies Act 2006 to enable those subsidiaries marked with an asterisk (*) to claim exemption from audit:

Name	Class of shares	Holding	Principal activity
Oasis Healthcare Midco 1 Limited*	Ordinary	100%	Holding company
Oasis Healthcare Midco 2 Limited*	Ordinary	100%	Holding company
Oasis Healthcare Bidco Limited*	Ordinary	100%	Holding company
Oasis Healthcare International Limited*	Ordinary	100%	Holding company
Duke Street Capital Oasis Midco Limited*	Ordinary	100%	Holding company
Duke Street Capital Oasis Acquisitions Limited*	Ordinary	100%	Holding company
Oasis Healthcare Limited*	Ordinary	100%	Holding company
Oasis Dental Care Limited*	Ordinary	100%	Operation of dental practices
Oasis Dental Care (Central) Holdings Limited*	Ordinary	100%	Holding company
Oasis Dental Care (Central) Limited*	Ordinary	100%	Operation of dental practices
Oasis Dental Care (Southern) Holdings Limited*	Ordinary	100%	Holding company
Oasis Dental Care (Southern) Limited*	Ordinary	100%	Operation of dental practices
Duke Street Capital Oasis Orthodontics Holdings Limited*	Ordinary	100%	Holding company
Duke Street Capital Oasis Orthodontics Limited*	Ordinary	100%	Holding company
Dentalign Orthodontics Limited*	Ordinary	100%	Holding company
Dentalign Orthodontics LLP*	Ordinary	100%	Operation of dental practices
Dentalign Colwyn Bay Limited*	Ordinary	100%	Operation of dental practices
Dentalign Eastbourne Limited*	Ordinary	100%	Operation of dental practices
Dentalign Wrexham Limited*	Ordinary	100%	Operation of dental practices
Ortho 2008 Limited*	Ordinary	100%	Operation of dental practices
Orthoscene Limited*	Ordinary	100%	Orthodontic dentistry
Nigel Reynolds Limited*	Ordinary	100%	Operation of dental practices
Roberts-Harry Clinic Limited*	Ordinary	100%	Operation of dental practices
Harbour Way Surgery Limited*	Ordinary	100%	Operation of dental practices
Windmill Dental Surgery Limited*	Ordinary	100%	Operation of dental practices
Steeple Grange Smiles Limited*	Ordinary	100%	Operation of dental practices
Kidson Orthodontics Limited*	Ordinary	100%	Operation of dental practices
Deysbrook Dental Surgery Limited*	Ordinary	100%	Operation of dental practices
BASDAC (2011) LLP*	Ordinary	100%	Operation of dental practices
Apex Dental Care Limited*	Ordinary	100%	Operation of dental practices
Caring Dentistry Limited*	Ordinary	100%	Operation of dental practices
Smile Lincs Limited*	Ordinary	100%	Operation of dental practices
Apex Holding Limited*	Ordinary	100%	Holding company
JDH Holdings Limited*	Ordinary	100%	Holding company
Ceracryl Laboratories Limited*	Ordinary	100%	Dormant
Xeon Smiles UK Limited*	Ordinary	100%	Operation of dental practices
FACE (Facial Aesthetic Centres of Excellence) Limited*	Ordinary	100%	Dormant
Oral Hygiene Innovations Limited*	Ordinary	100%	Dormant
Dr J.D. Hull & Associates (Physiotherapy & Osteopathy) Limited*	Ordinary	100%	Dormant
Highland Dental Care Limited*	Ordinary	100%	Operation of dental practices
Den Dental Group Practice LLP*	Ordinary	100%	Operation of dental practices
Goodteeth Dental Surgeries Limited*	Ordinary	100%	Operation of dental practices
The Adams and Lee Dental Practice Limited*	Ordinary	100%	Operation of dental practices
Hillington Park Dental Practice Limited*	Ordinary	100%	Operation of dental practices
Total Orthodontics Limited*	Ordinary	100%	Orthodontic dentistry
Winning Smiles (Gillingham) Limited*	Ordinary	100%	Operation of dental practices

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J A Jordan and Associates Limited*	Ordinary	100%	Operation of dental practices
Grosvenor Orthodontic Clinic (Beckenham) Limited*	Ordinary	100%	Orthodontic dentistry
Mojo-D Limited*	Ordinary	100%	Operation of dental laboratory
Victoria Reese Dental Practice Limited*	Ordinary	100%	Dormant
Quantum Ortho Limited*	Ordinary	100%	Operation of dental practices
Devon Smiles Limited*	Ordinary	100%	Operation of dental practices
Smile Dental Care Limited*	Ordinary	100%	Operation of dental practices
Priors Croft Dental Practice Limited*	Ordinary	100%	Operation of dental practices
James Taylor and Partners Limited*	Ordinary	100%	Operation of dental practices
Milehouse Dental Care Limited*	Ordinary	100%	Operation of dental practices
Clive Zane Limited*	Ordinary	100%	Dormant
Eckington Dental Practice Limited*	Ordinary	100%	Operation of dental practices
Richley Dental Ceramics Limited*	Ordinary	100%	Operation of dental laboratory
Aesthetic Dental Laboratory Limited*	Ordinary	100%	Operation of dental laboratory
Quest Dental Care LLP*	Ordinary	100%	Operation of dental practices
Cheshire Cat Orthodontics Limited*	Ordinary	100%	Operation of dental practices
Lawrence Street Dental Practice Limited*	Ordinary	100%	Operation of dental practices
Oral Implantology Limited*	Ordinary	100%	Orthodontic dentistry
A4 Health Group Limited*	Ordinary	100%	Operation of dental practices
MFM Community Limited*	Ordinary	100%	Operation of dental practices
Dencraft (South Yorkshire) Limited*	Ordinary	100%	Operation of dental laboratory
BE White Limited*	Ordinary	100%	Operation of dental practices
Synergy Ceramics Limited*	Ordinary	100%	Operation of dental laboratory
Colchester Dental Referral Centre Limited*	Ordinary	100%	Operation of dental practices
Windslade Limited*	Ordinary	100%	Operation of dental practices
Highwoods and St Johns Limited*	Ordinary	100%	Operation of dental practices
Derwent House Orthodontics Limited*	Ordinary	100%	Orthodontic dentistry
Nadir Khan Surgical Limited*	Ordinary	100%	Operation of dental practices
T C Patel Limited*	Ordinary	100%	Operation of dental practices
J.J. Thompson (Orthodontic Appliances) Limited*	Ordinary	100%	Operation of dental laboratory
Eurodonic Limited*	Ordinary	100%	Operation of dental laboratory
Oswestry Dental Laboratory Limited*	Ordinary	100%	Operation of dental laboratory
Creative Designs Dental Laboratory Limited*	Ordinary	100%	Operation of dental laboratory
North Devon Orthodontic Centre Limited*	Ordinary	100%	Operation of dental practices
Partick Dental Limited*	Ordinary	100%	Operation of dental practices
Christopher F. Stafford Holdings Limited*	Ordinary	100%	Holding company
Croft Dental Care Limited*	Ordinary	100%	Operation of dental practices
Peter Baldwin (VHO) Limited*	Ordinary	100%	Operation of dental practices
Mark Fazakerly (VHO) Limited*	Ordinary	100%	Operation of dental practices
The Exeter Dental Centre Limited*	Ordinary	100%	Operation of dental practices
G & M Moynes Limited*	Ordinary	100%	Operation of dental practices
Stop The Clock Dental Care Limited*	Ordinary	100%	Operation of dental practices
The Tutbury Dental Practice Limited*	Ordinary	100%	Operation of dental practices
Wylde Green Orthodontics LLP*	Ordinary	100%	Operation of dental practices
Linden Dental Centre Limited*	Ordinary	100%	Operation of dental practices
TDK Dental Limited*	Ordinary	100%	Operation of dental practices
Pembury TM Limited*	Ordinary	100%	Operation of dental practices
Metrodental Limited*	Ordinary	100%	Operation of dental practices
Avsan Holdings Limited*	Ordinary	100%	Holding company
Avsan Gloucester Limited*	Ordinary	100%	Operation of dental practices
Fairfield Dental Surgery Limited*	Ordinary	100%	Operation of dental practices
Avsan Fleet Limited*	Ordinary	100%	Operation of dental practices
Avsan Ferryburn Limited*	Ordinary	100%	Operation of dental practices
Avsan Knebworth Limited*	Ordinary	100%	Operation of dental practices
Avsan Dental Edinburgh Limited*	Ordinary	100%	Operation of dental practices
Avsan Fife Limited*	Ordinary	100%	Operation of dental practices
Avsan Visage Limited*	Ordinary	100%	Operation of dental practices
Avsan Cove Limited*	Ordinary	100%	Operation of dental practices

THE OASIS HEALTHCARE GROUP LIMITED

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Avsan Queenscross Limited*	Ordinary	100%	Operation of dental practices
Avsan Queensroad Limited*	Ordinary	100%	Operation of dental practices
Avsan Kseat Limited*	Ordinary	100%	Operation of dental practices
Rise Park Dental Practice Limited*	Ordinary	100%	Operation of dental practices
Avsan Halstead Limited*	Ordinary	100%	Operation of dental practices
J & M Dental Care Limited*	Ordinary	100%	Operation of dental practices
Tidge and Lou Limited*	Ordinary	100%	Operation of dental practices
Wylve Valley Dentistry Limited*	Ordinary	100%	Operation of dental practices
Cranmore Excellence in Dentistry Limited*	Ordinary	100%	Operation of dental practices
DE (Belmont Road) Limited*	Ordinary	100%	Operation of dental practices
Oasis Healthcare Holdings Ireland Limited	Ordinary	100%	Holding company
Xeon Dental Services Limited	Ordinary	100%	Operation of dental practices
Smiles Dental Practices North Limited*	Ordinary	100%	Operation of dental practices
Blueapple Dental and Implant Team Limited*	Ordinary	100%	Operation of dental practices
Hugh Bradley Limited	Ordinary	100%	Operation of dental practices

Mind Your Business (Ni) Ltd, 1 Elmfield Avenue, Warrenpoint, Newry, County Down, Northern Ireland, BT34 3HQ is the registered office for Smiles Dental Practices North Limited, Blueapple Dental and Implant Team Limited, Cranmore Excellence in Dentistry Limited and DE (Belmont Road) Limited.

Unit 6, St Martin's House, Waterloo Road, Ballsbridge, Dublin 4 is the registered office for Xeon Dental Services Limited, Oasis Healthcare Holdings Ireland Limited and Hugh Bradley Limited.

13 Queens Road, Aberdeen, Aberdeenshire, AB15 4YL is the registered office for Hillington Park Dental Practice Limited, MFM Community Limited, Partick Dental Limited and Christopher F. Stafford Holdings Limited.

The registered office for the remaining subsidiary undertakings is Oasis Support Centre, Vantage Office Park, Old Gloucester Road, Hambrook, Bristol, BS16 1GW.

31. Ultimate parent company and controlling party

The Company's immediate parent company is Bupa Finance plc, a company incorporated in England and Wales. The Company's ultimate parent undertaking is The British United Provident Association Limited, a company incorporated in England and Wales.

The smallest group for which group financial statements will be prepared is The Oasis Healthcare Group Limited.

The financial statements of The Oasis Healthcare Group Limited may be obtained from the Company Secretary at The Oasis Healthcare Group Limited, Oasis Support Centre, Vantage Park, Old Gloucester Road, Hambrook, Bristol, BS16 1GW.