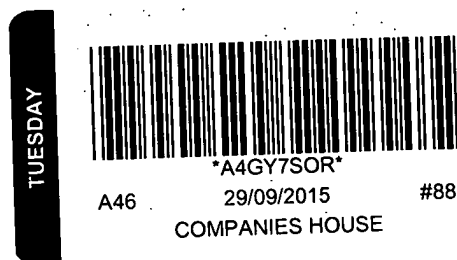


Attends Healthcare Acquisitions Limited

Report and Financial Statements

31 December 2014

Registered No. 06302121



Attends Healthcare Acquisitions Limited

Directors

J Steele

M Fagan

Secretary

J Mireault

C Weston

Independent Auditors

PricewaterhouseCoopers LLP

Central Square South, Orchard Street

Newcastle upon Tyne, NE1 3AZ

Registered Office

c/o Norose Company Secretarial Services Ltd

3 More London Riverside

London, SE1 2AQ, UK.

Strategic report

The directors present their strategic report on Attends Healthcare Acquisitions Limited for the year ended 31 December 2014.

Principal activities and review of business

The principal activity of the company is to receive loans from investors and to lend to its subsidiary companies in connection with acquisitions.

The results for the year are set out in the profit and loss account on page 7 and the position of the company as at the year end is set out in the balance sheet on page 8.

Key performance indicators

Given the straightforward nature of the business, the company's directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the business. The development, performance and position of Domtar Corporation, which includes the company, are discussed in the group's annual report which does not form part of this report.

Financial risk management

The company's operations mean that it is exposed to a variety of financial risks that include the effects of changes in credit risk, liquidity risk and interest rate risk. The directors monitor the risks in order to limit the adverse effects on the financial performance by reviewing levels of debt finance and the related finance costs, however these are integrated with the risks of the group and not managed separately. Accordingly, the financial risk management policies of Domtar Corporation, which include those of the company, are discussed in the group's annual report which does not form part of this report.

Principal risks and uncertainties

From the perspective of the company, the principal risks and uncertainties are integrated with the principal risks of the Group and are not managed separately. Accordingly, the principal risks and uncertainties of Domtar Corporation, which include those of the company, are discussed in the group's annual report which does not form part of this report.

Future developments

The future developments of the company are aligned to the strategy of the Domtar Corporation. The group's strategy for the future development of the business is included in the group's annual report, which does not form part of this report.

On behalf of the board



J Steele
Director

25 September 2015

Directors' report for the year ended 31 December 2014

The directors present their report and audited financial statements for the year ended 31 December 2014.

Dividends

The directors do not recommend the payment of a dividend (2013 - €nil).

During 2012, the company paid a dividend without sufficient distributable reserves in error. This was due to interim financial statements not fully reflecting a restructuring of the wider group of companies including rationalization and/or impairment of investments. The directors of the company do not believe the payment of this dividend is an issue for the going concern of the company as the ultimate parent company has confirmed that it will continue to provide financial support to the company for the foreseeable future and for at least twelve months from the date of approval of these financial statements. During 2015 the insufficiency of distributable profit and loss reserves will be rectified through a combination of transactions which may include a reduction of the company's capital, a capital contribution into the company, or the generation of additional distributable reserves.

Directors

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

J Steele

T Sale (resigned 27 February 2015)

M Fagan

In accordance with the articles of association, no directors retire by rotation.

Independent auditors

The independent auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office.

Provision of information to auditors

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

- so far as that the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditors in connection with preparing their report and to establish that the company's auditors are aware of that information.

Directors' report for the year ended 31 December 2014 (continued)

Statement of directors' responsibilities

The directors are responsible for preparing the Strategic report, the Directors' report and the financial statement in accordance with applicable law and regulations.


Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law).

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting 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;
- 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 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.

On behalf of the Board



J Steele
Director

25 September 2015

Independent auditors' report to the members of Attends Healthcare Acquisitions Limited

Report on the financial statements

Our opinion

In our opinion, Attends Healthcare Acquisitions Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 December 2014 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.

What we have audited

The financial statements comprise:

- the Balance sheet as at 31 December 2014;
- the Profit and loss account for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion, the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

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

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Independent auditors' report to the members of Attends Healthcare Acquisitions Limited (continued)

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Statement of directors' responsibilities set out on page 4, 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) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Report and Financial Statements to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.



Michael Jeffrey (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors

Newcastle upon Tyne

25 September 2015

Attends Healthcare Acquisitions Limited

Profit and loss account for the year ended 31 December 2014		2014	2013
	Notes	€000	€000
Other result/(expense)	2	-	(1)
Operating result/(loss)	3	-	(1)
Interest receivable and similar income	5	4,682	4,408
Interest payable and similar charges	6	(40)	(38)
Profit on ordinary activities before taxation		4,642	4,369
Tax on profit on ordinary activities	7	-	-
Profit for the financial year	12	4,642	4,369

All activities of the company are continuing.

There is no difference between the profit on ordinary activities before taxation and the profit for the financial year stated above and their historical cost equivalents.


The company has no recognised gains and losses other than the profit above and therefore no separate statement of total recognised gains and losses has been presented.

Attends Healthcare Acquisitions Limited

Balance sheet at 31 December 2014

	Notes	2014 €000	2013 €000
Fixed assets			
Investments	8	800	800
Current assets			
Debtors	9	17,557	12,875
Cash at bank and in hand		-	-
		17,557	12,875
Creditors: amounts falling due within one year	10	(9,909)	(9,869)
Net current assets		7,648	3,006
Total assets less current liabilities		8,448	3,806
Capital and reserves			
Called up share capital	11	800	800
Profit and loss account	12	7,648	3,006
Total Shareholders' funds	12	8,448	3,806

These financial statements were approved by the board on 25 September 2015 and signed on its behalf by:


J Steele
Director

25 September 2015

**Note to financial statements
at 31 December 2014**

1. Accounting policies

Basis of preparation

These financial statements are prepared on the going concern basis under the historical cost convention, and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the year, are set out below.

Going concern

The ultimate parent company Domtar Corporation has confirmed that it will continue to provide financial support to the company for the foreseeable future and for at least twelve months from the date of approval of these financial statements. Accordingly the financial statements have been prepared on the going concern basis.

Domtar Corporation's cash flow forecast and projections, taking account of reasonably foreseeable changes in external factors and trading performance, show that the group should be able to operate within the level of its current facility and will be able to comply with future financial covenant obligations.

Group financial statements

The company itself is a subsidiary company and is exempt from the requirement to prepare group financial statements by virtue of section 400 of the Companies Act 2006. These financial statements therefore present information about the company as an individual undertaking and not about its group.

Statement of cash flows

As a wholly owned subsidiary, the company is taking advantage of the exemption under FRS 1 (Revised) from preparing a cash flow statement since its results are included in the published consolidated financial statements of its ultimate parent company, Domtar Corporation.

Fixed asset investments

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

Finance costs

Finance costs of debt are recognised in the profit and loss account over the term of such instruments at a constant rate. Finance costs include issue costs, which are initially recognised as a reduction in the proceeds of the associated capital investment.

1. Accounting policies (continued)

Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date.

All differences are taken to the profit and loss account.

Deferred taxation

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or right to pay less or to receive more, tax, with following exceptions:

- Provision is made for deferred taxation that would arise on remittance of the retained earnings of subsidiaries, associates and joint ventures only to the extent that, at the balance sheet date, dividends have been accrued as receivable.

- Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

2. Other operation result/(expense)

	2014	2013
	€000	€000
Exchange result / (loss)	-	(1)

3. Operating result / (loss)

Auditors' remuneration is borne by the main trading entity in the group, Attends Healthcare AB.

4. Directors' emoluments and staff costs

The only employees of the company were the directors. The directors did not receive any emoluments in respect of their services to the company (2013: €nil)

Attends Healthcare Acquisitions Limited

**Notes to financial statements
at 31 December 2014**

5. Interest receivable and similar income

	2014	2013
	€000	€000
Interest receivable from fellow group companies	4,682	4,408
	<u> </u>	<u> </u>

6. Interest payable and similar charges

	2014	2013
	€000	€000
Interest payable to fellow group companies	40	38
	<u> </u>	<u> </u>

7. Tax on profit on ordinary activities

a) Tax on profit on ordinary activities

The charge is made up as follows:

	2014	2013
	€000	€000
Current tax:		
UK corporation tax at 21.50% (2013: 23.25%)	-	-
Total current tax (6b)	-	-
	<u> </u>	<u> </u>
Tax on profit on ordinary activities	-	-
	<u> </u>	<u> </u>

b) Factors affecting current tax charge

The standard rate of tax for the year, based on the UK standard rate of corporation tax is 21.50% (2013: 23.25%).

The actual tax charge for the year is less than (2013: less) the standard rate for the reasons set out in the following reconciliation:

Attends Healthcare Acquisitions Limited

Notes to financial statements at 31 December 2014

7. Tax on profit on ordinary activities (continued)

	2014	2013
	€000	€000
Profit on ordinary activities before taxation	4,642	4,369
(Profit on ordinary activities multiplied by the		
standard rate of corporation tax in the UK of	998	1,016
21.50% (2013: 23.00%)		
Group relief claimed	(998)	(244)
Tax loss utilised / not utilised	-	(772)
	<u> </u>	<u> </u>
Total current tax (7a)	-	-
	<u> </u>	<u> </u>

c) Factors affecting future tax charge

The main rate of Corporation tax in the UK reduced from 23% to 21% with effect from 1 April 2014. Accordingly, the tax applicable for the accounting year is 21.50%.

In addition to the changes in the rates of Corporation tax disclosed above, further changes to the UK Corporation tax rates were announced in the Finance Act 2013 and 2014, such that there will be an additional reduction in the main rate to 20% from 1 April 2015 and a deferred tax rate of 20% is therefore included in the financial statements.

Attends Healthcare Acquisitions Limited

Notes to financial statements at 31 December 2014

8. Investments

	2014 €000	2013 €000
At 1 January 2014 and 31 December 2014	800	800

The principal subsidiary undertakings at 31 December 2014 included in the consolidated financial statements were:

<i>Name</i>	<i>Country of Incorporation or registration</i>	<i>Percentage of equity capital</i>	<i>Principal activity</i>
Attends Healthcare Finance Limited*	United Kingdom	100%	Management services
Attends Healthcare Holdings Limited	United Kingdom	100%	Holding company
Attends Healthcare Investments Limited	United Kingdom	100%	Holding company
Attends Healthcare Group Limited	United Kingdom	100%	Management services

*– directly held by the company

The directors believe that the carrying value of the investments is supported by their underlying net assets.

9. Debtors

	2014 €000	2013 €000
Amounts owed by fellow group undertakings	17,557	12,875

All amounts included within debtors are receivable on demand.

Attends Healthcare Acquisitions Limited

Notes to financial statements at 31 December 2014

10. Creditors: amounts falling due within one year

	2014 €000	2013 €000
Amounts owed to fellow group undertakings	9,909	9,869
	<u>9,909</u>	<u>9,869</u>

11. Called up share capital

	2014 €'000	2013 €'000
Allotted, called up and fully paid		
Ordinary shares of €1 each	800	800
	<u>800</u>	<u>800</u>

12. Reconciliation of shareholders' funds and movements in reserves

	<i>Called up share capital €000</i>	<i>Profit and loss account €000</i>	<i>Total €000</i>
At 1 January 2014	800	3,006	3,806
Profit for the financial year	-	4,642	4,642
At 31 December 2014	<u>800</u>	<u>7,648</u>	<u>8,448</u>

13. Related party transactions

The company has taken advantage of the exemption allowed by FRS 8, 'Related Party Transactions', not to disclose any transactions with entities that are included in the group financial statements of Domtar Corporation.

14. Ultimate parent undertaking

At 31 December 2014, the company's immediate and ultimate parent undertaking was Domtar Corporation and its ultimate parent undertaking was Domtar Corporation, which is the controlling party parent of the smallest and largest group of which the company is a member. Copies of the consolidated financial statements of Domtar Corporation are available from the company at, 395 de Maissonneuve Blvd. West, Montreal, Quebec H3A 1L6 Canada.