

**Fallowfield (No 1) Limited**

**Company Number 06363142**

**Annual report and financial statements - 31 March 2020**

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**Fallowfield (No 1) Limited**  
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**For the year ended 31 March 2020**

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**Fallowfield (No 1) Limited**  
**Strategic report**  
**For the year ended 31 March 2020**

The directors present their Strategic report for the year ended 31 March 2020.

**Principal activities**

The principal activity of the company is the provision of dental services.

**Business review**

***Review of the development and performance of the company***

The company provides NHS dental services to patients.

The company is a member of the group of companies headed by Turnstone Equityco 1 Limited ('the group'). The principal activities of the group are the operation of dental practices and the provision of materials, services and equipment to dental practices.

The group is organised into two distinct business units, {my}dentist and DD divisions, which provide a range of National Health Service ('NHS') and private dental services from practices throughout the United Kingdom along with support services to other third party dental practices and the wider healthcare sector.

From mid-March 2020 the UK was subject to lockdown measures which were implemented to slow the spread of the Covid-19 outbreak. On 23 March 2020, {my}dentist took the decision, for the safety of patients and staff, to stop all non-emergency treatments across all practices in the group. Routine dental treatment was allowed to restart, with modifications in operating procedures, from 8 June 2020. See subsequent events section for more details.

***Strategy and future outlook***

The directors believe that the company continues to be well positioned to take advantage of further opportunities within the market, however in line with other group companies there is likely to be a period of consolidation before any significant further growth.

***Events after the reporting period***

On 28 May 2021, the group announced that a binding share purchase agreement had been entered into for Palamon Capital Partners and the management team to acquire The Carlyle Group's shareholding in the company's ultimate parent undertaking, Turnstone Equityco 1 Limited ("the Palamon transaction"). On 16 August 2021, the transaction was completed and a full refinancing of the group's third party borrowings was finalised.

***Financial review***

The majority of the company's revenue was derived from fixed income contracts with the NHS Region. The fixed income nature of the contracts provide the company with stability and visibility over its revenue and profit streams.

Turnover for the year was £420,700 (2019: £433,000). The profit before tax on ordinary activities for the year was £39,103 (2019: £37,746). The profit for the financial year was £45,073 (2019: £41,065).

Earnings before interest, tax, depreciation and amortisation ("EBITDA") is the key indicator for the company's stakeholders. In the year EBITDA was £82,483 (2019: £81,006).

***Principal risks and uncertainties***

The company's risks and uncertainties are integrated with the principal risks and uncertainties of the group. Accordingly, the principal risks and uncertainties of Turnstone Equityco 1 Limited, which includes those of the company, are discussed in the Strategic report in the financial statements of Turnstone Equityco 1 Limited which does not form part of this report.

The consolidated financial statements of Turnstone Equityco 1 Limited are publicly available and may be obtained from the Company Secretary, Turnstone Equityco 1 Limited, Europa House, Europa Trading Estate, Stoneclough Road, Kearsley, Manchester, M26 1GG.

**Fallowfield (No 1) Limited**  
**Strategic report**  
**For the year ended 31 March 2020**

**Business review (continued)**

***Clinicians and other qualified staff***

The group requires skilled clinicians, hygienists and nurses in order to care for its patient base. The expansion of the European Union ('EU') over recent years and, until recently, the increased capacity of UK dental schools have increased the supply of clinicians available to the group. The group has also significantly invested in increasing the recruitment capabilities of the group in order to attract new and retain existing clinicians. The directors recognise the importance of quality clinicians and their self-employed status for ensuring the continued success of the group. The group manages the risk associated with the supply of clinicians through offering access and subscription to training and development programmes to enhance retention. Due to factors which have resulted in a decrease in UDA delivery rates over recent years, the group continues to work to recruit additional clinicians in order to deliver its NHS contracts and to develop the provision of private dentistry. In addition, the UK's decision to withdraw from membership of the EU may impact the supply of clinicians in future but could also open up alternative recruitment options through changes in visa regulations. The group continues to monitor developments.

The most common method for a practice owner of engaging with clinicians in the dental industry is for the clinician to operate as a self-employed associate dentist. This enables dentists to retain their clinical freedom over the appropriate course of treatment for patients, to develop their interests in specific specialities by having the flexibility to work across different practices and to have control of the amount they can earn through the hours they make available for appointments. In return, they contribute to the running costs of the practice and are responsible for a share of the laboratory costs relating to their treatment plans. This method of engagement has been recognised historically as the normal approach for the industry through the use of a model contract developed by the BDA. HMRC have published guidance that confirms if an associate is engaged on the terms of the model contract and the terms are followed, then the associate can consider themselves to be self-employed.

In common with many industries where self-employed individuals are utilised widely, HMRC have undertaken an industry review of the engagement terms used and the way these terms are applied in practice. The group utilises the model contract developed by the BDA as its basis of engagement with dentists and has clear policies and procedures about how associates work with employed practice teams. The group, supported by external advisors, has engaged with HMRC in this review, including through discussions with senior operational management and practice teams. The group is aware that HMRC have approached a number of clinicians engaged by the group in order to discuss their self-employed status.

As of the date of this report, HMRC's review is still in progress. HMRC had previously notified the group that they were considering withdrawing or amending the guidance relating to the model contract with effect from 5 April 2020. This action has subsequently been paused. HMRC have stated previously that their view is that they should not now be providing guidance on individual industry-specific contracts. Given the existence of the current guidance, the group considers that any changes will relate to prospective rather than retrospective engagements and that status will need to be considered against HMRC's general guidance for self-employment in the future. Any change this has on the nature of engagement with clinicians is also likely to affect the entire industry.

***Key performance indicators***

As noted above, one of the key performance indicators ("KPIs") which the directors and other stakeholders monitor is EBITDA. This is reviewed in absolute terms and in relation to budgeted and prior year comparatives.

Other KPIs used by the company include the following:

- Staff retention percentages
- Dentist retention percentages
- NHS activity performance against target

The directors consider these ratios to be commercially sensitive and as a consequence details are not disclosed within this report.

**Fallowfield (No 1) Limited**  
**Strategic report**  
**For the year ended 31 March 2020**

**Subsequent events - Impact of the coronavirus pandemic**

The Covid-19 coronavirus outbreak has had a significant impact on the group post year end.

During March, {my}dentist practices moved quickly from normal operations to following restrictions where only emergency procedures with no aerosol generating procedures (“AGP”) could be provided to patients. During the nationwide lockdown period, dental practices were still staffed, with most practices operating a telephone only triage system and emergency cases referred into the network of NHS Urgent Dental Care Centres (UDC’s). {my}dentist operated over 70 UDCs from its practices. No private dentistry was carried out during this period and therefore private revenues came to a halt. NHS England confirmed that mixed NHS and private practices could claim for furloughed workers in proportion to the private income of the practice and {my}dentist placed just under 25% of practice staff on furlough and claimed under the Coronavirus Job Retention Scheme.

The NHS have stated that FY2020 UDA delivery would be measured with any shortfall in March delivery due to Covid-19 related practice closures to be replaced by March 2019 performance.

As the lockdown conditions eased, the CDO in England announced on 28 May 2020 that dental practices in England could restart face-to face care with effect from 8 June 2020. {my}dentist delayed restarting activity until 15 June 2020 to enable practices to fully train staff on new Standard Operating Procedures (SOPs) including staggered appointment times, social distancing and personal protective equipment. Protective screens, hand sanitiser stations and social distancing vinyls were installed in practices and surgeries were reviewed for air flow and suction capacity. From 1 July 2020 all treatment options including AGPs are being performed in practice subject to PPE, however a downtime fallow period is required in surgery after a treatment involving AGP.

A key focus of the business during the pandemic was to maintain communication with all stakeholders – patients, self-employed clinicians, practice and Support Centre staff, the NHS and industry bodies. Regular email and video communications have been made available to keep groups updated with information relevant to their situation such as pay, infection control procedures and Personal Protective Equipment (PPE) for clinicians and oral health advice for patients. Management have also been in close contact with the NHS across the regions, the Association of Dental Groups (ADG) and the British Dental Association (BDA) on the approach of dentistry to the lockdown and then on restart procedures.

Post year end, NHS contractual payments have continued to be made each month to dental practices at 1/12<sup>th</sup> of the annual contract value on condition that practices were operational and self-employed clinicians and staff continued to be paid in line with contract. An abatement to the UDA contract will be made for variable costs, such as laboratories and materials, that will not be incurred while practices were running as triage facilities and therefore at lower activity levels. The level of abatement in England has been set at 16.75% from 1 April 2020 to 7 June 2020 and at 0% from 8 June 2020 provided that 20% of usual patient activity is completed from the end of July 2020. NHS Wales have confirmed that the abatement will be 20% in Q1 FY2021 reducing to 10% in Q2 and that UDA completion will not be monitored for Q1. Payments in Scotland and Northern Ireland have continued at 80% of normal levels.

During the second lockdown period in November 2020, following guidance from the CDO, dental practices remained open for all treatments. {my}dentist has now invested £1.25m in installing air filtration units in all practices which allows the fallow time between appointments to be reduced to ten minutes. This will allow an increased number of appointments to be made available and will increase patient access to care.

**Financial risk management**

The Board of Directors has overall responsibility for the establishment and oversight of the company’s risk management framework. The company’s activities expose it to a variety of financial risks: credit risk, liquidity risk, market risk and inflation risk.

The company’s risk management policies are established to identify and analyse the risks faced by the company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the company’s activities.

**Fallowfield (No 1) Limited**  
**Strategic report**  
**For the year ended 31 March 2020**

**Financial risk management** *(continued)*

***Credit risk***

Credit risk is the risk of financial loss to the company if a customer fails to meet its contractual obligations. The nature of the company's contract with the NHS Region means that credit risk is minimised for a significant proportion of the company's revenue. The patient's contribution to NHS charges is usually collected before treatment in order to minimise risk to the company, however a risk may arise if treatment plans change and additional charges are not collected at the time of the appointment.

***Liquidity risk***

Liquidity risk is the risk that the company will not be able to meet its financial obligations as they fall due. The company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the company's reputation.

***Market risk***

Market risk is the risk that changes in foreign exchange rates and interest rates will affect the company's income or costs.

The company has limited currency risk as all operations are carried out in the United Kingdom and all income and expenses are denominated in Sterling. However, as materials are principally sourced by other group companies from suppliers internationally, the company is indirectly exposed to currency risk as prices are adjusted to reflect currency movements. The group mitigates this risk through the use of, for example, derivative financial instruments such as foreign currency forward contracts or option contracts. This risk is also managed through competitive tendering for the group's significant supply contracts.

***Inflation risk***

Inflation risk is the risk that the cost of key services and products procured by the company will rise with inflation and affect the company's income. The rates paid under the terms of the company's NHS contract are reviewed on an annual basis and, over the course of the past few years, the annual uplifts have typically been lower than the rate of both RPI and CPI.

The company undergoes a regular review of key suppliers through its procurement programme to mitigate cost increases, using tendering processes where possible. In addition, the group seeks to rationalise its supplier base to benefit from its scale.

***Covid-19***

The Covid-19 pandemic has had a significant impact on our patients, our clinicians and employees and our suppliers with the extent dependent on any recurrence and consequent lockdown measures whether local or national. The severity of the economic effect, levels of unemployment, and the speed and nature of the recovery will all impact on performance over the near future. Within {my}dentist, the revised operating procedures required for healthcare settings including additional personal protective equipment (PPE) requirements, the higher costs of PPE and the fallow period requirements between patient appointments will impact on productivity and the potential revenue an individual surgery can generate. There is also uncertainty over the speed at which patients will want to return to medical settings and the availability of clinicians and staff where medical conditions mean they are unwilling to risk returning to practice. While restrictions were placed on practices during March to June 2020, the NHS across the UK provided financial support to the industry by continuing monthly contract payments.

From the period where restrictions were placed on practice operations by the NHS, a leadership team group met regularly, first to prepare and implement guidance on how practices moved from routine treatment to telephone triage only, then to work on identifying suitable practices that could operate as UDCs for the NHS, and to build a set of comprehensive operating procedures that could be implemented when practices could reopen. A key element of the response to the situation was to maintain communications with clinicians, practice staff and patients including providing guidance on oral health maintenance while face-to-face treatment was not possible. Weekly cash flow models were also prepared for the Executive team in response to changing scenarios to evaluate financial impacts and to assess potential mitigation options.

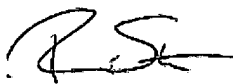
**Fallowfield (No 1) Limited**  
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**For the year ended 31 March 2020**

**Financial risk management** *(continued)*

**Covid-19** *(continued)*

Over the next year, practice operating procedures will continue to evolve in line with feedback from clinicians and practice staff and guidance from Public Health England and the NHS. Modelling will also continue on Covid-19 scenarios to identify and evaluate financial impacts.

On behalf of the Board



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R Storah  
Director

26 August 2021

**Fallowfield (No 1) Limited**  
**Directors' report**  
**For the year ended 31 March 2020**

The directors present their report and the unaudited financial statements for the year ended 31 March 2020.

**Financial risk management**

Please refer to the Strategic report for a description of the company's financial risk management processes.

**Future developments**

Please refer to the strategy and future outlook section of the Strategic report for a description of future developments.

**Proposed dividend**

There were no dividends paid, recommended or declared during the current or previous financial year.

**Directors**

The directors who held office during the financial year and to the date of this report are as follows:

|              |                          |
|--------------|--------------------------|
| C Davies     |                          |
| B Moroney    |                          |
| R Storah     | (appointed 5 April 2019) |
| N Whitley    |                          |
| O Shafi Khan | (resigned 5 April 2019)  |

The directors benefitted from qualifying third party indemnity provisions in place during the financial year and to the date of this report.

**Going concern**

The directors believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of the ultimate parent company Turnstone Equityco 1 Limited. The directors have received confirmation that Turnstone Equityco 1 Limited intend to support the company for at least one year after these financial statements are signed, and therefore the going concern of the company is dependent on the going concern of the parent company. In making their assessment of the going concern of the parent company, the directors of the parent company have considered the recent Palamon Transaction, the recent refinancing of the Group's external debt, and the preparation of both a base case and a severe but plausible downside case.

**Events after the reporting period**

Please refer to the Strategic report for details of the impact of the Covid-19 pandemic.

On 28 May 2021, the group announced that a binding share purchase agreement had been entered into for Palamon Capital Partners and the management team to acquire The Carlyle Group's shareholding. On 16 August 2021, the transaction was completed and a full refinancing of the Group's third party borrowings was finalised.



**Fallowfield (No 1) Limited**  
**Directors' report**  
**For the year ended 31 March 2020**

**Statement of directors' responsibilities**

The directors are responsible for preparing the Annual 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 prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

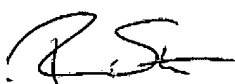
The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006.

The directors are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**Audit exemption**

For the year ended 31 March 2020, the company was entitled to exemption from audit under section 479A of the Companies Act 2006 as Turnstone Midco 2 Limited has provided a guarantee over all of the outstanding liabilities of the company to the company's immediate parent and sole member, Integrated Dental Holdings Limited, in accordance with section 479C of the Companies Act 2006.

On behalf of the Board



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R Storah  
Director

26 August 2021

Europa House  
Europa Trading Estate  
Stoneclough Road  
Kearsley  
Manchester  
M26 1GG

**Fallowfield (No 1) Limited**  
**Income statement**  
**For the year ended 31 March 2020**

|                                                             | <b>Note</b> | <b>2020</b><br><b>£</b> | <b>2019</b><br><b>£</b> |
|-------------------------------------------------------------|-------------|-------------------------|-------------------------|
| Turnover                                                    | 4           | 420,700                 | 433,000                 |
| Cost of sales                                               |             | <u>(200,809)</u>        | <u>(215,092)</u>        |
| Gross profit                                                |             | <u>219,891</u>          | <u>217,908</u>          |
| Administrative expenses                                     |             | <u>(180,788)</u>        | <u>(180,162)</u>        |
| <b>Profit before tax on ordinary activities</b>             | 5           | 39,103                  | 37,746                  |
| Tax on ordinary activities                                  | 8           | <u>5,970</u>            | <u>3,319</u>            |
| <b>Profit after tax on ordinary activities for the year</b> |             | 45,073                  | 41,065                  |
| Other comprehensive income for the year, net of tax         |             | <u>-</u>                | <u>-</u>                |
| <b>Total comprehensive income for the year</b>              |             | <u><u>45,073</u></u>    | <u><u>41,065</u></u>    |

*The above income statement should be read in conjunction with the accompanying notes*

**Fallowfield (No 1) Limited**  
**Balance sheet**  
**As at 31 March 2020**

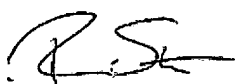
|                                                | Note | 2020<br>£      | 2019<br>£      |
|------------------------------------------------|------|----------------|----------------|
| <b>Fixed assets</b>                            |      |                |                |
| Intangible assets                              | 9    | 147,133        | 166,539        |
| Tangible assets                                | 10   | <u>111,200</u> | <u>132,952</u> |
| Total fixed assets                             |      | <u>258,333</u> | <u>299,491</u> |
| <b>Current assets</b>                          |      |                |                |
| Stocks                                         | 11   | 5,600          | 5,100          |
| Debtors                                        | 12   | <u>843,517</u> | <u>735,533</u> |
| Total current assets                           |      | <u>849,117</u> | <u>740,633</u> |
| <b>Current liabilities</b>                     |      |                |                |
| Creditors: amounts falling due within one year | 13   | <u>533,354</u> | <u>511,101</u> |
| Total current liabilities                      |      | <u>533,354</u> | <u>511,101</u> |
| <b>Net current assets</b>                      |      | <u>315,763</u> | <u>229,532</u> |
| <b>Total assets less current liabilities</b>   |      | <u>574,096</u> | <u>529,023</u> |
| <b>Non-current liabilities</b>                 |      |                |                |
| Provisions for liabilities                     | 14   | <u>5,089</u>   | <u>5,089</u>   |
| Total non-current liabilities                  |      | <u>5,089</u>   | <u>5,089</u>   |
| <b>Net assets</b>                              |      | <u>569,007</u> | <u>523,934</u> |
| <b>Capital and reserves</b>                    |      |                |                |
| Called up share capital                        | 15   | 2              | 2              |
| Retained earnings                              | 16   | <u>569,005</u> | <u>523,932</u> |
| <b>Total capital and reserves</b>              |      | <u>569,007</u> | <u>523,934</u> |

The notes on pages 12 to 21 form an integral part of these financial statements.

- (a) For the financial year ended 31 March 2020 the company was entitled to exemption from audit under section 479A of the Companies Act 2006.
- (b) The member has not required the company to obtain an audit in accordance with section 476 of the Companies Act 2006.
- (c) The directors acknowledge their responsibility for:
  - i) ensuring the company keeps accounting records which comply with Section 386; and
  - ii) preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial year, and of its profit or loss for the financial year in accordance with the requirements of the Companies Act relating to accounts, so far as is applicable to the company.

Fallowfield (No 1) Limited's company number is 06363142.

These financial statements on pages 9 to 21 were approved by the board of directors on 26 August 2021 and were signed on its behalf by:



\_\_\_\_\_  
 R Storah  
 Director

26 August 2021

*The above balance sheet should be read in conjunction with the accompanying notes*

**Fallowfield (No 1) Limited**  
**Statement of changes in equity**  
**For the year ended 31 March 2020**

|                                                      | <b>Called up<br/>share capital<br/>£</b> | <b>Retained<br/>earnings<br/>£</b> | <b>Total capital<br/>and reserves<br/>£</b> |
|------------------------------------------------------|------------------------------------------|------------------------------------|---------------------------------------------|
| Balance at 1 April 2018                              | 2                                        | 482,867                            | 482,869                                     |
| Profit after tax on ordinary activities for the year | -                                        | 41,065                             | 41,065                                      |
| Other comprehensive income for the year, net of tax  | -                                        | -                                  | -                                           |
| Total comprehensive income for the year              | -                                        | 41,065                             | 41,065                                      |
| Balance at 31 March 2019                             | <u>2</u>                                 | <u>523,932</u>                     | <u>523,934</u>                              |

|                                                      | <b>Called up<br/>share capital<br/>£</b> | <b>Retained<br/>earnings<br/>£</b> | <b>Total capital<br/>and reserves<br/>£</b> |
|------------------------------------------------------|------------------------------------------|------------------------------------|---------------------------------------------|
| Balance at 1 April 2019                              | 2                                        | 523,932                            | 523,934                                     |
| Profit after tax on ordinary activities for the year | -                                        | 45,073                             | 45,073                                      |
| Other comprehensive income for the year, net of tax  | -                                        | -                                  | -                                           |
| Total comprehensive income for the year              | -                                        | 45,073                             | 45,073                                      |
| Balance at 31 March 2020                             | <u>2</u>                                 | <u>569,005</u>                     | <u>569,007</u>                              |

*The above statement of changes in equity should be read in conjunction with the accompanying notes*

**Fallowfield (No 1) Limited**  
**Notes to the financial statements**  
**For the year ended 31 March 2020**

**1. Company information**

The financial statements cover Fallowfield (No 1) Limited as an individual entity. The financial statements are presented in Pound sterling, which is Fallowfield (No 1) Limited's functional and presentation currency.

The company is a private company limited by shares, incorporated in the United Kingdom and domiciled in England. Its registered office is Europa House, Europa Trading Estate, Stoneclough Road, Kearsley, Manchester, M26 1GG.

The principal activity of the company is the provision of dental services.

The company is a member of the group of companies headed by Turnstone Equityco 1 Limited ('the group'). The principal activities of the group are the operation of dental practices and the provision of materials, services and equipment to dental practices.

**2. Accounting policies**

***Basis of preparation***

These financial statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 – The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland ('FRS 102'), and with the Companies Act 2006.

These financial statements are prepared on a going concern basis, under the historical cost convention.

The directors believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of the ultimate parent company Turnstone Equityco 1 Limited. The directors have received confirmation that Turnstone Equityco 1 Limited intend to support the company for at least one year after these financial statements are signed, and therefore the going concern of the company is dependent on the going concern of the parent company. In making their assessment of the going concern of the parent company, the directors of the parent company have considered the recent Palamon Transaction, the recent refinancing of the Group's external debt, and the preparation of both a base case and a severe but plausible downside case.

A summary of the more important accounting policies, which have been applied on a consistent basis, is set out below.

***Exemptions for qualifying entities under FRS 102***

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to certain conditions which have been complied with, including notification of, and no objection to, the use of the exemptions by the company's shareholders.

The company has taken advantage of the following exemptions:

- from preparing a statement of cash flows, on the basis that it is a qualifying entity and that the company's cash flows are included within the consolidated cash flow statement for the group;
- from preparing a reconciliation of the number of shares outstanding at the beginning and end of the financial year;
- from disclosing the compensation paid to the company's key management personnel; and
- from disclosing related party transactions between wholly owned entities that are part of the Turnstone Equityco 1 Limited group of companies.

**Fallowfield (No 1) Limited**  
**Notes to the financial statements**  
**For the year ended 31 March 2020**

**2. Accounting policies (continued)**

***Turnover***

Turnover represents the income received in the ordinary course of business for dentistry goods or services provided to the extent that the company has obtained the right to consideration. NHS turnover is recognised based on the volume of dental activity delivered in the contract period. Amounts received from the NHS in advance of dental activity delivered are held on the balance sheet within deferred income. Turnover from orthodontic treatment is recognised based on the stage of the completion reached during the course of treatment.

From early March 2020, due to the coronavirus outbreak NHS dental practices were restricted to emergency procedures only. The NHS confirmed that for the contract year ended 31 March 2020, any shortfall in March 2020 activity performance due to the restrictions placed on practices could be mitigated by substituting the number of March 2019 claims for March 2020 performance.

***Taxation***

Current tax is recognised for the amount of income tax payable in respect of the taxable profit for the current or past reporting periods using the tax rates and laws that have been enacted or substantially enacted by the reporting date.

Deferred tax is recognised in respect of all timing differences at the reporting date, except as otherwise indicated. Deferred tax assets are only recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. If and when all conditions for retaining tax allowances for the cost of a fixed asset have been met, the deferred tax is reversed.

Deferred tax is calculated using the tax rates and laws that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing difference.

***Goodwill***

Purchased goodwill (representing the excess of the fair value of the consideration and associated costs over the fair value of the separable net assets acquired, including intangible assets) arising in respect of business combinations is capitalised. Positive goodwill is amortised to nil by equal annual instalments over its estimated useful life.

The company has not applied section 19 of FRS 102 to business combinations which occurred prior to the transition date of 1 April 2014, in accordance with the transitional exemption permitted under FRS 102.

Goodwill arising prior to the transition date is amortised over a useful life of 20 years. The useful lives reflect the period over which the company expects to benefit from the assets acquired.

In calculating the goodwill, the total consideration, both actual and deferred, is taken into account. Where the deferred consideration is contingent and dependent upon future trading performance, an estimate of the present value of the likely consideration payable is made. This contingent deferred consideration is re-assessed annually and corresponding adjustment is made to the goodwill arising on acquisition.

On the subsequent disposal or termination of a business acquired, the profit or loss on disposal or termination is calculated after charging the unamortised amount of any related goodwill.

**Fallowfield (No 1) Limited**  
**Notes to the financial statements**  
**For the year ended 31 March 2020**

**2. Accounting policies (continued)**

***Tangible assets and depreciation***

Tangible fixed assets are stated at historic purchase cost less accumulated depreciation. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use.

Depreciation is provided on all tangible fixed assets, at rates calculated to write off the cost of each asset less expected residual value over its expected useful life as follows:

|                        |            |
|------------------------|------------|
| Fittings and equipment | 4-10 years |
|------------------------|------------|

Where the residual value of an asset is material it is reviewed at the end of each financial year, to ensure that it has been depreciated on an appropriate basis.

***Impairment of fixed assets***

At each reporting date fixed assets, including goodwill and tangible assets are reviewed to determine whether there is any indication that those assets have suffered an impairment loss. If there is an indication of possible impairment, the recoverable amount of any affected asset is estimated as the higher of its fair value less costs to sell or the value in use. This is then compared with its carrying amount. If estimated recoverable amount is lower, the carrying amount is reduced to its estimated recoverable amount, and an impairment loss is recognised immediately in the income statement.

If an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but not in excess of the amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in the income statement.

***Stocks***

Stocks are stated at the lower of cost and estimated selling price less costs to sell. Dental practice consumables are valued at the weighted average purchase cost during the financial year. Average purchase cost is calculated to take account of trade discounts received and transport and handling costs incurred. Provision is made for obsolete, slow moving and defective stock.

***Leases***

Operating lease rentals are charged to the income statement on a straight line basis over the period of the lease.

***Pensions***

The company makes contributions to the National Employment Savings Trust ('NEST'), a defined contribution pension scheme, on behalf of its employees. The assets of the scheme are held separately from those of the company in an independently administered fund. Contributions are charged to the income statement in the period to which they relate.

***Provisions***

Provisions are recognised when the company has a present obligation as a result of a past event, it is probable that a transfer of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

**Fallowfield (No 1) Limited**  
**Notes to the financial statements**  
**For the year ended 31 March 2020**

**2. Accounting policies (continued)**

***Financial instruments***

Basic financial assets and liabilities, including trade and other receivables, trade and other payables, amounts owed to and by group undertakings and cash balances, in accordance with section 11 and 12 of FRS102 are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in the income statement. If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in the income statement.

**3. Significant accounting judgements and estimates**

In preparing the financial statements, the directors are required to make significant judgements and estimates. The principal areas of the financial statements where judgements and estimates have been made are:

***Impairment of fixed assets***

At each reporting date, fixed assets, including goodwill and tangible assets, are reviewed to determine whether there is any indication that those assets have suffered an impairment loss. In determining whether there is an indication of impairment a number of judgemental factors must be considered, including an estimate of the future economic benefits that can be derived from the assets and current market conditions.

***Income tax***

The current income tax provision directly relates to the actual tax payable on the group's profits. Assumptions and judgements are made in applying tax laws to the taxable profits in any given period in order to calculate the tax charge for that year, including any deferred income tax element. Where the eventual tax paid or reclaimed is different to the amounts originally estimated, or where deferred tax estimates are revised, the difference will be charged or credited to the income statement in the period in which it is determined. See also note 8.

***Useful economic lives of fixed assets***

Fixed assets including goodwill and tangible assets are amortised over their useful economic lives. Useful lives are based on management's estimates of the period over which the assets will generate income. Useful lives are periodically reviewed for their continued appropriateness. Changes to estimates can result in changes in the carrying values and hence change the amounts charged to the income statement in particular periods which could be significant. More details, including carrying values, are included in notes 9 and 10.

***Carrying value of financial assets and liabilities***

At the end of each reporting period, the directors assess the carrying value of financial assets for objective evidence of impairment. In addition, where financial assets or liabilities constitute a financing arrangement, the value of the asset or liability is measured by reference to the present value of the estimated future cash flows. Both of these estimates require the future cash flows arising from the financial assets or liabilities to be estimated and an appropriate discount rate to be selected.

**4. Turnover**

Turnover relates to the company's principal activity of the operation of dental practices. All services are provided in the United Kingdom.



**Fallowfield (No 1) Limited**  
**Notes to the financial statements**  
**For the year ended 31 March 2020**

**5. Profit before tax on ordinary activities**

|                                                                 | 2020<br>£ | 2019<br>£ |
|-----------------------------------------------------------------|-----------|-----------|
| <b>Profit before tax on ordinary activities after charging:</b> |           |           |
| Depreciation - owned assets                                     | 23,974    | 23,854    |
| Amortisation of intangible assets                               | 19,406    | 19,406    |
| Operating leases - land and buildings                           | 10,500    | 10,500    |

**6. Employees**

The average monthly number of persons employed by the company (excluding directors), during the financial year was made up as follows:

|                             | 2020     | 2019     |
|-----------------------------|----------|----------|
| Surgery staff               | 4        | 4        |
| Administration staff        | 2        | 2        |
| Average number of employees | <u>6</u> | <u>6</u> |

The aggregate payroll costs of these persons were as follows:

|                                 | 2020<br>£     | 2019<br>£     |
|---------------------------------|---------------|---------------|
| Wages and salaries              | 78,350        | 78,350        |
| Social security costs           | 3,886         | 3,483         |
| Other pension costs             | <u>1,210</u>  | <u>613</u>    |
| Total employee benefits expense | <u>83,446</u> | <u>82,446</u> |

**7. Directors' remuneration**

The directors received no emoluments from the company for their services during the financial year (2019: £nil). The emoluments received as a director of a group trading company are disclosed in the financial statements of Petrie Tucker and Partners Limited for C Davies, B Moroney, R Storah, N Whitley and O Shafi Khan.

**Fallowfield (No 1) Limited**  
**Notes to the financial statements**  
**For the year ended 31 March 2020**

**8. Tax on ordinary activities**

**a) Analysis of tax credit for the financial year**

|                                        | 2020<br>£      | 2019<br>£      |
|----------------------------------------|----------------|----------------|
| <b>Deferred tax</b>                    |                |                |
| Deferred tax credit for the year       | (4,071)        | (3,624)        |
| Adjustment relating to the prior year  | 355            | 305            |
| Impact of change in tax rate           | (2,254)        | -              |
| Total deferred tax credit for the year | <u>(5,970)</u> | <u>(3,319)</u> |
| Tax on ordinary activities             | <u>(5,970)</u> | <u>(3,319)</u> |

**b) Factors affecting the tax credit for the financial year**

The tax charge for the year is lower (2019: lower) than the standard rate of corporation tax in the UK for the year ended 31 March 2020 of 19% (2019: 19%). The differences are explained below:

|                                             | 2020<br>£       | 2019<br>£       |
|---------------------------------------------|-----------------|-----------------|
| Profit before tax on ordinary activities    | <u>39,103</u>   | <u>37,746</u>   |
| Tax at the statutory tax rate of 19%        | 7,430           | 7,172           |
| Expenses not deductible for tax purposes    | 4,455           | 4,453           |
| Difference in tax rate - capital allowances | (419)           | (54)            |
| Adjustment relating to the prior year       | 355             | 305             |
| Impact of change in tax rate                | (2,254)         | -               |
| Group relief claimed for nil consideration  | <u>(15,537)</u> | <u>(15,195)</u> |
| Tax on ordinary activities                  | <u>(5,970)</u>  | <u>(3,319)</u>  |

In the Spring Budget 2021, the Government announced that from 1 April 2023 the corporation tax rate will increase to 25%. Since the proposal to increase the rate to 25% had not been substantively enacted at the balance sheet date, its effects are not included in these financial statements. However, it is likely that the overall effect of the change, had it been substantively enacted by the balance sheet date, would be to reduce the tax expense for the period and increase the deferred tax asset by £8,047.

**Fallowfield (No 1) Limited**  
**Notes to the financial statements**  
**For the year ended 31 March 2020**

**9. Intangible assets**

|                                   | <b>Goodwill</b><br>£ |
|-----------------------------------|----------------------|
| <b>Cost</b>                       |                      |
| At 1 April 2019 and 31 March 2020 | <u>388,115</u>       |
| <b>Accumulated amortisation</b>   |                      |
| At 1 April 2019                   | 221,576              |
| Charge for the year               | <u>19,406</u>        |
| At 31 March 2020                  | <u>240,982</u>       |
| <b>Net book value</b>             |                      |
| At 31 March 2020                  | <u>147,133</u>       |
| At 31 March 2019                  | <u>166,539</u>       |

**10. Tangible assets**

|                                 | <b>Fittings and<br/>equipment</b><br>£ |
|---------------------------------|----------------------------------------|
| <b>Cost</b>                     |                                        |
| At 1 April 2019                 | 358,483                                |
| Additions                       | <u>2,222</u>                           |
| At 31 March 2020                | <u>360,705</u>                         |
| <b>Accumulated depreciation</b> |                                        |
| At 1 April 2019                 | 225,531                                |
| Charge for the year             | <u>23,974</u>                          |
| At 31 March 2020                | <u>249,505</u>                         |
| <b>Net book value</b>           |                                        |
| At 31 March 2020                | <u>111,200</u>                         |
| At 31 March 2019                | <u>132,952</u>                         |

**11. Stocks**

|                             | <b>2020</b><br>£ | <b>2019</b><br>£ |
|-----------------------------|------------------|------------------|
| Dental practice consumables | <u>5,600</u>     | <u>5,100</u>     |

**Fallowfield (No 1) Limited**  
**Notes to the financial statements**  
**For the year ended 31 March 2020**

**12. Debtors**

|                                    | 2020<br>£      | 2019<br>£      |
|------------------------------------|----------------|----------------|
| Trade debtors                      | -              | 1,278          |
| Amounts owed by group undertakings | 784,952        | 687,868        |
| Other debtors                      | -              | 919            |
| Deferred tax                       | 25,483         | 19,513         |
| Prepayments and accrued income     | 33,082         | 25,955         |
|                                    | <u>843,517</u> | <u>735,533</u> |

Amounts owed by group undertakings are unsecured, are not subject to an interest charge and are repayable on demand.

**Deferred tax**

The movement on deferred tax in the financial year is analysed as follows:

|                                       | Deferred tax<br>£ |
|---------------------------------------|-------------------|
| At 1 April 2019                       | 19,513            |
| Capital allowances                    | 4,071             |
| Adjustment relating to the prior year | (355)             |
| Impact of change in tax rate          | <u>2,254</u>      |
| At 31 March 2020                      | <u>25,483</u>     |

The elements of deferred taxation are as follows:

|                    | 2020<br>£     | 2019<br>£     |
|--------------------|---------------|---------------|
| Capital allowances | <u>25,483</u> | <u>19,513</u> |

**13. Creditors: amounts falling due within one year**

|                                    | 2020<br>£      | 2019<br>£      |
|------------------------------------|----------------|----------------|
| Trade creditors                    | 117            | -              |
| Amounts owed to group undertakings | 443,548        | 443,548        |
| Accruals and deferred income       | 89,689         | 67,553         |
|                                    | <u>533,354</u> | <u>511,101</u> |

Amounts owed to group undertakings are unsecured, are not subject to an interest charge and are repayable on demand.

While the amounts owed to group undertakings are repayable on demand, it is not expected that they will be settled within 12 months.

**Fallowfield (No 1) Limited**  
**Notes to the financial statements**  
**For the year ended 31 March 2020**

**14. Provisions for liabilities**

|                                   | <b>Dilapidations<br/>£</b> |
|-----------------------------------|----------------------------|
| At 1 April 2019 and 31 March 2020 | <u><u>5,089</u></u>        |

**Dilapidations**

Provision has been made for the costs associated with contractual obligations to return the practice to its original condition at the end of the lease.

**15. Called up share capital**

The allotted, called up and fully paid share capital is as follows:

|                                  | <b>2020<br/>No. of shares</b> | <b>2020<br/>£</b> | <b>2019<br/>No. of shares</b> | <b>2019<br/>£</b> |
|----------------------------------|-------------------------------|-------------------|-------------------------------|-------------------|
| Ordinary shares of £0.00002 each | <u>100,000</u>                | <u>2</u>          | <u>100,000</u>                | <u>2</u>          |

**16. Retained earnings**

Cumulative net gains and losses recognised in the company income statement or through equity.

**17. Commitments**

The company had the following future minimum lease payments under non-cancellable operating leases at the balance sheet date are as follows:

|                            | <b>2020<br/>£</b>    | <b>2019<br/>£</b>    |
|----------------------------|----------------------|----------------------|
| <b>Land and buildings</b>  |                      |                      |
| Within one year            | 10,500               | 10,500               |
| Between one and five years | <u>16,625</u>        | <u>27,159</u>        |
|                            | <u><u>27,125</u></u> | <u><u>37,659</u></u> |

**Fallowfield (No 1) Limited**  
**Notes to the financial statements**  
**For the year ended 31 March 2020**

**18. Financial assets and liabilities**

The company has the following financial instruments:

|                                                         | 2020<br>£        | 2019<br>£        |
|---------------------------------------------------------|------------------|------------------|
| <b>Financial assets measured at amortised cost</b>      |                  |                  |
| Trade debtors (note 12)                                 | -                | 1,278            |
| Amounts owed by group undertakings (note 12)            | 784,952          | 687,868          |
| Other debtors (note 12)                                 | -                | 919              |
|                                                         | <u>784,952</u>   | <u>690,065</u>   |
|                                                         | 2020<br>£        | 2019<br>£        |
| <b>Financial liabilities measured at amortised cost</b> |                  |                  |
| Trade creditors (note 13)                               | (117)            | -                |
| Amounts owed to group undertakings (note 13)            | (443,548)        | (443,548)        |
| Accruals and deferred income (note 13)                  | (89,689)         | (67,553)         |
|                                                         | <u>(533,354)</u> | <u>(511,101)</u> |

**19. Controlling party**

The immediate parent undertaking is Integrated Dental Holdings Limited, incorporated in the United Kingdom.

The results of the company are consolidated in the financial statements of Turnstone Equityco 1 Limited, a company incorporated in the United Kingdom.

Turnstone Midco 2 Limited is the parent undertaking of the smallest group to consolidate these financial statements. Turnstone Equityco 1 Limited is the parent undertaking of the largest group to consolidate these financial statements. The consolidated financial statements of both Turnstone Midco 2 Limited and Turnstone Equityco 1 Limited are publicly available and may be obtained from Turnstone Equityco 1 Limited, Europa House, Stoneclough Road, Kearsley, Manchester, M26 1GG.

The ultimate controlling party is considered by the directors to be CEP III Participations S.a.r.l. SICAR, an investment vehicle for The Carlyle Group. CEP III Participations S.a.r.l. SICAR is the controlling party of Turnstone Equityco 1 Limited.

**20. Events after the reporting period**

Please refer to the Strategic report for details of the impact of the Covid-19 pandemic.

On 16 August 2021, following the completion of the Palamon transaction, the immediate parent undertaking of Turnstone Equityco 1 Limited was ADP Primary Care Acquisitions Limited. The controlling party from 16 August 2021 is considered by the directors to be ADP Primary Care Acquisitions Limited.