Diaverum UK Limited

Strategic Report, Directors' Report and Financial Statements

Registered number 06614923

31 December 2018

Contents

Strategic Report

The Directors set out below strategic issues pertaining to the year ended 31 December 2018 and the immediate future.

Principal activity
The Company's principal activity during the year was the provision of renal dialysis services.

Review of the business and future developments
The Company's core purpose is to save lives and improve the quality of life for the people it serves. Our business provides this through direct provision of dialysis care and treatment to chronic renal failure patients, delivered from a network of dialysis facilities by our specialist teams of dialysis nurses. We hold contracts with acute NHS Trusts, who refer patients to us and provide medical supervision via their renal doctors. Our contracts for this service provision typically are agreed for a seven to ten-year term. Prices are set per treatment, and payment is made each month based on the total number of treatments conducted.

Business is secured through a process of open competitive tender. At the end of each contract term the NHS has the option to market test through an open tender process and thus may potentially change provider. Opportunities for growth are therefore twofold as we can apply for both completely new services and contract renewals of existing services, where nursing staff delivering the services typically transfer to Diaverum under TUPE rules.

Our business portfolio includes twenty two operational services. 2018 was another very positive year of development for the business building on the prior successful tender bids. The new Thamesmead service opened in June 2018 with approximately 48 patients. The addition of the new services over recent years demonstrates the Company's commitment to and delivery of renal healthcare services in the UK and solidifies Diaverum in a clear number two market position.

The new Clacton clinic with 32 patients opened in January 2019.

Our success rate in tenders continues to be high, due to a number of factors, including: positive references from existing customers, competitive financial offer, and innovation. One key challenge is that current financial pressures within the NHS are making the market much more competitive and it is unlikely that this situation will change in the near future. NHS trusts tend to evaluate the tender proposals focusing mainly on affordability and value for money. Our contracts generally provide for an annual inflationary increase in the revenues but this only provides coverage for our increases in cost, and not profit improvement. The keys to our success in improving profitability for the business are twofold: (i) gaining additional patients through new services and growth in existing services, thus providing more revenue per £ of overhead, and (ii) operational efficiencies and cost reduction programmes.

For the year ended 31 December 2018, the company reported a loss before tax of £3,801,189 (2017: £1,957,815). The loss primarily relates to additional labour cost incurred for agency staff due to the shortage of nurses in the United Kingdom.

The position of the Company balance sheet is set out on page 10.

Principal risks and uncertainties

The company operates a Risk management framework in order to manage the risks and uncertainties of the business. The Executive Team reviews all risk and escalates the top risks to the Board for review each meeting.

Our market is increasingly under pressure to provide value for money to the NHS, whilst providing the highest medical quality to our patients, recruiting and retaining high quality nursing staff. Our key challenge is to continue to provide good value for money while maintaining our high quality standards, and this balance will be facilitated by our success at growing our patient base.

We are closely monitoring the impact of Brexit on the healthcare sector. We believe the biggest risk to the sector is in relation to the recruitment and retention of healthcare professionals. We are reviewing various options to ensure the company has the right levels of staff in the business.

Strategic Report (*continued*)

Key Performance Indicators ("KPIs")

The Company's management evaluates performance on an on-going basis paying attention to a large number of performance criteria. Included within this review are a number of Medical Quality KPIs, which are closely monitored through our patient data collection, to ensure we provide the highest quality dialysis treatment (for example, KT/V, Albumin, Calcium, Haemoglobin, etc.). Further to the non-financial medical KPIs, the Company management's main financial KPI is Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA).

Performance in 2019 is expected to improve, offering enhanced patient care and building upon our extensive knowledge and experience. The directors believe that continuing to focus on the above medical KPIs, whilst recognising the need to remain dynamic and adaptable in its assessment of business opportunities, will continue to produce a good level of performance.

By order of the board

M. Hartnett

M Hartnett
Director
30-09-2019

Blenheim Gate
22 – 24 Upper Marlborough Road, St Albans
Hertfordshire AL1 3AL

Directors' Report

The Directors present their report and the audited financial statements of Diaverum UK Limited (the "Company") for the year ended 31 December 2018.

Future developments and research and development activity

The future developments and research and development activities of the Company are provided in the Strategic Report and incorporated into the Directors' report by cross-reference.

Going concern

Notwithstanding net current liabilities of £2,878,853 and net liabilities of £2,766,190 as at 31 December 2018 and a loss for the year then ended of £3,801,189, the financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

The directors have prepared cash flow forecasts for a period of 12 months from the date of approval of these financial statements which indicate that, taking account of reasonably possible downsides, the company will have sufficient funds, through its existing €7 million borrowing facility from the parent group, to meet its liabilities as they fall due for that period.

Those forecasts are dependent on the company's fellow subsidiary company, Diaverum Treasury AB, not seeking repayment of the amounts currently due to the group, which at 31 December 2018 amounted to £3,935,676 (€4.4 million) and continuing to provide access to the €7m facility. Diaverum AB, an intermediate parent of the company and Diaverum Treasury AB, has indicated that it will continue to provide financial support and working capital support to the company, for the period covered by the forecasts. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Consequently, the directors are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

The Directors have satisfied themselves that Diaverum AB and Diaverum Treasury AB has the available resources to provide those funds.

The financial statements do not include any adjustments that would result if Diaverum AB was to withdraw its financial support.

Dividend

The Directors do not propose the payment of a dividend *(2017: nil)*.

Directors

The following Directors have held office during the year and up to the date of approval of these financial statements, unless otherwise stated.

Michael Hartnett
Magnus Sjoholm
Alan John Bowkett
D Andersson Tilk (resigned 8 April 2019)
Neil Stuart Paston-Delmas (resigned on 8 July 2018)
Gavin Donovan Wright (appointed 8 April 2019)

The Directors did not hold an interest in the share capital of the Company at any time during the year.

A qualifying third party indemnity provision was in place for the benefit of the Directors of the Company during the financial year and also at the date of approval of the financial statements.

Financial risk management objectives and policies

The Company's activities expose it to a number of financial risks including credit risks and liquidity risks. The principal risk and uncertainties are detailed further in the Strategic Report.

Directors' Report (*continued*)

Credit risk

The company's principal financial assets are bank balances and cash, trade and other receivables and investments. The company's credit risk is primarily attributable to its trade debtors and amounts due from group undertakings. The amounts presented in the balance sheet is net of allowance for doubtful receivables. An allowance for impairment is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of the cashflows.

The credit risk on liquid funds is limited because counterparties are banks with high credit ratings assigned by international credit rating agencies.

The company has no significant concentration of credit risk, with exposure spread over a large number of counterparties.

Liquidity risk

To maintain liquidity and ensure that sufficient funds are available for ongoing operations and future developments, the company uses a mixture of short term internal debt financing and working capital.

Policies regarding the employment of disabled persons and employee involvement

Applications for employment by disabled persons are always fully considered, bearing in mind abilities of the applicant concerned. In the event of members of staff becoming disabled, every effort is made to ensure that their employment with the Group continues and that appropriate training is arranged. It is the policy of the Company that the training, career development and promotion of disabled persons should, as far as possible, be identical to that of other employees.

Events after the balance sheet date

The Company signed updated facility agreements on 13 May 2019, which amended the lender from Diaverum S.a.r.l. to Diaverum Treasury AB and increased the facility from €6 million to €7 million.

On 7 January 2019, Diaverum UK opened a new clinic facility in Clacton. This is a 23-station facility, which now accommodates approximately 32 patients.

On 1 April 2019 saw the opening of the newly located Lewisham clinic. Previously located at a much smaller unit at Forest Hill, the works on a brand new, state-of-the-art facility based at University Hospital Lewisham completed, and the clinic was opened with a total of 20 dialysis machines.

Disclosure of information to auditor

The Directors who were in office on the date of approval of these financial statements have confirmed that, as far as they are aware, there is no relevant audit information of which the auditor is unaware. The Directors have taken all the steps they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the auditor.

Auditor

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.

By order of the board

M. Hartnett

M Hartnett
Director

30-09-2019

Blenheim Gate
22 – 24 Upper Marlborough Road
St Albans
Hertfordshire
AL1 3AL

Statement of Directors' responsibilities in respect of the Strategic Report, Directors' Report and the Financial Statements

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 they 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 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 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 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 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 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 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 company and to prevent and detect fraud and other irregularities.

KPMG

Independent auditor's report to the members of Diaverum UK Limited

Opinion

We have audited the financial statements of Diaverum UK Limited ("the company") for the year ended 31 December 2018 which comprise the Profit and Loss Account and other Comprehensive Income, Balance Sheet, Statement of Changes in Equity and 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 company's affairs as at 31 December 2018 and of its loss for the year 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 company 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.

The impact of uncertainties due to the UK exiting the European Union on our audit

Uncertainties related to the effect of Brexit are relevant to understanding our audit of the financial statements. All audits assess and challenge the reasonableness of estimates made by the directors such as recoverability of debtors and related disclosures and the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessment of the future economic environment and the company's future prospects and performance.

Brexit is one of the most significant economic events for the UK, and at the date of this report its effects are subject to unprecedented levels of uncertainty of outcomes, with the full range of possible effects unknown. We applied a standardized firm-wide approach in response to that uncertainty when assessing the company's future prospects and performance. However no audit should be expected to predict the unknowable factors or all possible future implications for a company and this is particularly the case in relation to Brexit.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

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 a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model, including the impact of Brexit, and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

KPMG

Independent auditor's report to the members of Diaverum UK Limited (continued)

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 year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

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, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in these respects.

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 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 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.

KPMG

Independent auditor's report to the members of Diaverum UK Limited (continued)

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.

B. J. Stapleton 30 September 2019

Benjamin Stapleton (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
58 Clarendon Road
Watford
WD17 1DE

Profit and Loss Account and Other Comprehensive Income
for the year ended 31 December 2018

	Note	2018 £	2017 £
Turnover	2	11,648,473	9,902,188
Cost of sales		(10,694,682)	(9,118,092)
Gross profit		953,791	784,096
Administrative expenses		(4,562,565)	(2,648,803)
Operating loss		(3,608,774)	(1,864,707)
Interest payable and similar expenses	5	(192,415)	(93,108)
Loss before taxation		(3,801,189)	(1,957,815)
Tax on loss	6	-	-
Loss for the financial year		(3,801,189)	(1,957,815)
Other comprehensive income for the year, net of income tax		-	-
Total comprehensive loss for the year		(3,801,189)	(1,957,815)

The results above relate to continuing operations.

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

Balance Sheet
at 31 December 2018

	Note	2018 £	2018 £	2017 £	2017 £
Fixed assets					
Tangible assets	7		75,733		91,544
Intangible assets	8		36,930		53,813
			112,663		145,357
Current assets					
Debtors	9	9,099,189		10,935,862	
Cash at bank and in hand	10	668,731		721,354	
		9,767,920		11,657,216	
Creditors: amounts falling due within one year	11	(12,646,773)		(10,767,574)	
Net current (liabilities)/assets			(2,878,853)		889,642
Total assets less current liabilities			(2,766,190)		1,034,999
Net (liabilities)/assets			(2,766,190)		1,034,999
Capital and reserves					
Called up share capital	13		2		2
Profit and loss account	13		(2,766,192)		1,034,997
Shareholders' (deficit)/funds			(2,766,190)		1,034,999

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

These financial statements were approved by the Board of Directors on 30-9-19 and were signed on its behalf by:

M. Hartnett

M Hartnett
Director

Company registered number: 06614923

Statement of Changes in Equity

	Note	Called up share capital	Share Premium	Profit and loss account	Total equity
		£	£	£	£
Balance at 1 January 2017		1	-	1,492,813	1,492,814
Total comprehensive income for the period					
Loss for the financial year		-	-	(1,957,815)	(1,957,815)
Total comprehensive income for the period		-	-	(1,957,815)	(1,957,815)
Transactions with owners, recorded directly in equity:					
Issue of Shares	*13*	1	1,499,999	-	1,500,000
Capital Reduction	*13*	-	(1,499,999)	1,499,999	-
Balance at 31 December 2017		2	-	1,034,997	1,034,999

	Note	Called up share capital	Share Premium	Profit and loss account	Total equity
		£	£	£	£
Balance at 1 January 2018		2	-	1,034,997	1,034,999
Total comprehensive income for the period					
Loss for the financial year		-	-	(3,801,189)	(3,801,189)
Total comprehensive income for the period		-	-	(3,801,189)	(3,801,189)
Balance at 31 December 2018		2	-	(2,766,192)	(2,766,190)

Notes

(forming part of the financial statements)

1 Accounting policies

Diaverum UK Limited (the "Company") is a Company limited by shares and incorporated and domiciled in the UK.

These financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard* applicable in the UK and Republic of Ireland (*"FRS 102"*). The presentational currency of these financial statements is sterling.

The Company's ultimate parent undertaking, Diaverum S.a.r.l includes the Company in its consolidated financial statements. The consolidated financial statements of Diaverum S.a.r.l are available to the public. In these financial statements, the Company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the period;
- Cash Flow Statement and related notes;
- Key Management Personnel compensation.

As the consolidated financial statements of Diaverum S.a.r.l include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

- The disclosures required by FRS 102.11 *Basic Financial Instruments* and FRS 102.12 *Other Financial Instrument Issues* in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

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

1.1 Measurement convention

The financial statements are prepared on the historical cost basis.

1.2 Going concern

Notwithstanding net current liabilities of £2,878,853 and net liabilities of £2,766,190 as at 31 December 2018 and a loss for the year then ended of £3,801,189, the financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

The directors have prepared cash flow forecasts for a period of 12 months from the date of approval of these financial statements which indicate that, taking account of reasonably possible downsides, the company will have sufficient funds, through its existing €7 million borrowing facility from the parent group, to meet its liabilities as they fall due for that period.

Those forecasts are dependent on the company's fellow subsidiary company, Diaverum Treasury AB, not seeking repayment of the amounts currently due to the group, which at 31 December 2018 amounted to £3,935,676 (€4.4 million) and continuing to provide access to the €7m facility. Diaverum AB, an intermediate parent of the company and Diaverum Treasury AB, has indicated that it will continue to provide financial support and working capital support to the company, for the period covered by the forecasts. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Consequently, the directors are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

1.3 Foreign currency

Transactions in foreign currencies are translated to the Company's functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined. Foreign exchange differences arising on translation are recognised in the profit and loss account.

Notes *(continued)*

1 Accounting policies *(continued)*

1.4 Basic financial instruments

Trade and other debtors / creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits.

1.5 Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses.

Leases in which the Company assumes substantially all the risks and rewards of ownership of the leased asset are classified as finance leases. All other leases are classified as operating leases. Leased assets acquired by way of finance lease are stated on initial recognition at an amount equal to the lower of their fair value and the present value of the minimum lease payments at inception of the lease, including any incremental costs directly attributable to negotiating and arranging the lease. At initial recognition a finance lease liability is recognised equal to the fair value of the leased asset or, if lower, the present value of the minimum lease payments. The present value of the minimum lease payments is calculated using the interest rate implicit in the lease. Lease payments are accounted for as described at 1.9 below.

The Company assesses at each reporting date whether tangible fixed assets (including those leased under a finance lease) are impaired.

Depreciation is charged to the profit and loss account on a straight-line basis over the estimated useful lives of each part of an item of tangible fixed assets. Leased assets are depreciated over the shorter of the lease term and their useful lives. The estimated useful lives are as follows:

Leasehold improvements and equipment	-	Over the lease term
Plant, machinery, computers and exhibition equipment	-	3 to 10 years
Motor vehicles and computer equipment	-	3 years
Capitalised monitors	-	Over the contract
Buildings	-	5 to 10 years

Depreciation methods, useful lives and residual values are reviewed if there is an indication of a significant change since last annual reporting date in the pattern by which the Company expects to consume an asset's future economic benefits.

1.6 Intangible fixed assets

Intangible assets that are acquired by the Company are stated at cost less accumulated amortisation and less accumulated impairment losses.

The cost of intangible assets acquired in a business combination are capitalised separately from goodwill if the fair value can be measured reliably at the acquisition date.

1.7 Employee benefits

Pension contributions

The Company contributes to the personal pension plans of certain employees only. Contributions are charged to the profit and loss account as they become payable in accordance with the rules of the scheme.

1 Accounting policies *(continued)*

1.8 Turnover

The Company's turnover is attributable to its principal activity being the provision of renal care dialysis clinics.

Turnover from patient treatments is recognised in the period in which the treatment is performed. Turnover originates in the United Kingdom and represents net sales to customers excluding value added tax.

1.9 Expenses

Operating lease

Payments (excluding costs for services and insurance) made under operating leases are recognised in the profit and loss account on a straight-line basis over the term of the lease unless the payments to the lessor are structured to increase in line with expected general inflation; in which case the payments related to the structured increases are recognised as incurred. Lease incentives received are recognised in profit and loss over the term of the lease as an integral part of the total lease expense.

Finance lease

Minimum lease payments are apportioned between the finance charge and the reduction of the outstanding liability using the rate implicit in the lease. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability. Contingent rents are charged as expenses in the periods in which they are incurred.

Interest receivable and Interest payable

Interest payable and similar charges include interest payable, finance charges on shares classified as liabilities and finance leases recognised in profit or loss using the effective interest method, unwinding of the discount on provisions, and net foreign exchange losses that are recognised in the profit and loss account (see foreign currency accounting policy).

Other interest receivable and similar income include interest receivable on funds invested and net foreign exchange gains.

Interest income and interest payable are recognised in profit or loss as they accrue, using the effective interest method.

1.10 Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met; and differences relating to investments in subsidiaries to the extent that it is not probable that they will reverse in the foreseeable future and the reporting entity is able to control the reversal of the timing difference. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted. Unrelieved tax losses and other deferred tax assets are recognised only to the extent that is it probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Notes *(continued)*

2 Turnover

	2018 £	2017 £
Renal dialysis turnover	11,648,473	9,902,188
Total turnover	11,648,473	9,902,188

	2018 £	2017 £
By geographical market		
United Kingdom	11,648,473	9,902,188
	11,648,473	9,902,188

3 Expenses and auditor's remuneration

Included in profit/loss are the following:

	2018 £	2017 £
Depreciation of tangible fixed assets	44,748	30,823
Amortisation of intangible fixed assets	36,098	21,551
Operating lease charges	-	95,897
Exchange losses	58,058	1,487

Auditor's remuneration:

	2018 £	2017 £
Audit of these financial statements	14,400	14,400
Amounts receivable by the Company's auditor and its associates in respect of:		
Taxation compliance services	6,300	6,000
Other tax advisory services	7,992	4,200
Group re-organisation	-	9,000
Audit-related assurance services	-	2,400

4 Staff numbers and costs

The average number of persons employed by the Company (including Directors) during the year, analysed by category, was as follows:

	Number of employees 2018	2017
Nursing staff	253	238
Healthcare assistants	87	77
Administration	23	22
	363	337

Notes (continued)

The aggregate payroll costs of these persons were as follows:

	2018	2017
	£	£
Wages and salaries	10,296,698	8,050,813
Social security costs	975,452	732,638
Other pension costs	243,300	107,144
	11,515,450	8,890,595

Directors' remuneration

	2018	2017
	£	£
Directors' remuneration	259,184	276,339
Company contributions to money purchase pension plans	24,343	57,626
	283,527	333,965

The aggregate of remuneration of the highest paid Director was £171,408 *(2017: £167,310)*, and Company pension contributions of £19,413 *(2017: £26,186)* were made to a pension scheme on his behalf.

	Number of Directors	
	2018	2017
Retirement benefits are accruing to the following number of Directors under:		
Defined benefit schemes	-	-

5 Interest payable and similar charges

	2018	2017
	£	£
Payable to group undertakings	192,415	93,108

Notes *(continued)*

6 Taxation

Total tax expense recognised in the profit and loss account

	2018	2018	2017	2017
	£	£	£	£
Current tax				
Current tax on loss for the period	-		-	
Adjustments in respect of prior periods	-		-	
Total current tax		-		-
Deferred tax				
Origination and reversal of timing differences	-		-	
Adjustments in respect of prior periods	-		-	
Total deferred tax		-		-
Total tax expense/(credit)		-		-
Recognised in Profit and Loss Account		-		-
		-		-

Reconciliation of effective tax rate

	2018	2017
	£	£
Profit / (loss) for the year	(3,801,189)	(1,957,815)
Total tax (expense) / income	-	-
Profit / (loss) excluding taxation	(3,801,189)	(1,957,815)
Tax using the UK corporation tax rate of 19% *(2017: 19.25%)*	(722,226)	(376,812)
Effects of:		
Non-deductible expenses	4,140	26,663
Fixed asset differences	38	34
Impact of rate change on deferred tax	-	840
Adjustments in respect to prior periods	8	-
Deferred tax not recognised	245,104	20,355
Group relief surrendered	472,936	328,920
Total tax expense/(credit) included in profit or loss	-	-

Deferred tax assets amounting to £1,073,271 *(2017: £853,932)* have not been recognised in respect of unutilised tax losses due to uncertainty over their future recoverability.

Factors affecting the tax charge for the year

A reduction in the UK corporation tax rate from 21% to 20% (effective from 1 April 2015) was substantively enacted on 2 July 2013. Further reductions to 19% (effective from 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015, and an additional reduction to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016. This will reduce the Company's future current tax charge accordingly. The unrecognised deferred tax balances at 31 December 2018 has been calculated based on these rates.

Notes *(continued)*

7 Tangible fixed assets

	Assets under construction £	Buildings £	Plant, machinery, computers and exhibition equipment £	Total £
Cost				
Balance at 1 January 2018	30,564	31,999	139,802	202,365
Additions	28,937	-	-	28,937
Disposals	-	-	(8,384)	(8,384)
Movement from assets under construction	(48,274)	-	48,274	-
Balance at 31 December 2018	11,227	31,999	179,692	222,918
Depreciation and impairment				
Balance at 1 January 2018	-	(18,724)	(92,097)	(110,821)
Depreciation charge for the year	-	(4,928)	(39,820)	(44,748)
Disposals	-	-	8,384	8,384
Balance at 31 December 2018	-	(23,652)	(123,533)	(147,185)
Net book value				
At 31 December 2018	**11,227**	**8,347**	**56,159**	**75,733**
At 1 January 2018	30,564	13,275	47,705	91,544

8 Intangible fixed assets

	Assets under construction £	*Software* £	*Total* £
Cost			
Balance at 1 January 2018	29,078	70,339	99,417
Additions	18,597	618	19,215
Movement from assets under construction	(47,352)	47,352	-
Balance at 31 December 2018	323	118,309	118,632
Amortisation and impairment			
Balance at 1 January 2018	-	(45,604)	(45,604)
Amortisation charge for the year	-	(36,098)	(36,098)
Balance at 31 December 2018	-	(81,702)	(81,702)
Net book value			
At 31 December 2018	**323**	**36,607**	**36,930**
At 1 January 2018	29,078	24,735	53,813

Notes *(continued)*

9 Debtors

	2018 £	2017 £
Trade debtors	1,486,525	1,500,603
Amounts owed by group undertakings within one year	7,573,407	9,336,062
Prepayments and other debtors	39,257	99,197
Debtors include balances of £nil (2017: £nil) due after more than one year.	9,099,189	10,935,862

10 Cash and cash equivalents

	2018 £	2017 £
Cash at bank and in hand	668,731	721,354

11 Creditors: amounts falling due within one year

	2018 £	2017 £
Trade creditors	64,473	178,063
Amounts owed to group undertakings (refer note below)	11,553,734	8,910,998
Other creditors and accruals	1,028,566	1,678,513
	12,646,773	10,767,574

Amounts owed to group undertakings include loans from Diaverum S.a.r.l. (a company incorporated in Luxembourg) of £3,935,676 (€4.4 million). The loan from Diaverum S.a.r.l. was drawn from an available facility of €6 million. Subsequent to the year end, the Company signed updated facility agreements on 13 May 2019, which amended the lender from Diaverum S.a.r.l. to Diaverum Treasury AB and increased the facility from €6 million to €7 million.

12 Deferred tax

The net elements of unrecognised deferred tax are as follows:

	2018 £	2017 £
Fixed asset timing differences	20,360	12,786
Short term timing differences	5,766	5,774
Losses and other deductions	1,047,145	835,372
	1,073,271	853,932

Notes *(continued)*

13 Capital and reserves

Share capital

	2018	2017
	£	£
Allotted, called up and fully paid		
Share capital opening balance	2	1
Capital reduction	-	(1,499,999)
Share premium	-	1,499,999
Issue of shares	-	1
Shares classified in shareholder's funds: 2 *(2017: 2)* ordinary shares of £1 each	2	2

Profit and loss reserves

	2018	2017
	£	£
Opening balance	1,034,997	1,492,813
Loss for the financial year	(3,801,189)	(1,957,815)
Capital reduction on issue of shares	-	1,499,999
Closing balance	(2,766,192)	1,034,997

14 Operating leases

Non-cancellable operating lease rentals are payable as follows:

	2018	2017
	£	£
Less than one year	-	78,346
Between one and five years	-	133,152
More than five years	-	107,920
	-	319,418

During the year £nil was recognised as an expense in the profit and loss account in respect of operating leases *(2017: £95,897)*.

Notes *(continued)*

15 Contingent liabilities

In the year ended 31 December 2018, it was established that the Company had not been deducting withholding tax from loan interest payments made to Diaverum Holding S.a.r.l (a company registered in Luxembourg). The appropriate clearance to pay the interest gross was granted from 7 November 2018. For the interest payments made gross before this date, the Company is at risk of having to pay interest to HMRC for the withholding tax not deducted. It has been estimated that the maximum liability should HMRC impose the interest charges is £15,510. The Company is awaiting a decision from HMRC, pending the outcome of a Bulgarian tax case which has proved such interest unlawful, and has therefore not provided for it in the year ended 31 December 2018.

16 Accounting estimates and judgements

Other than as described in note 15 above, the Directors do not consider there to be any sources of key estimation, uncertainty or critical accounting judgements at the balance sheet date.

17 Subsequent events

The Company signed updated facility agreements on 13 May 2019, which amended the lender from Diaverum S.a.r.l. to Diaverum Treasury AB and increased the facility from €6 million to €7 million.

On 7 January 2019, Diaverum UK opened a new clinic facility in Clacton. This is a 23-station facility, which now accommodates approximately 32 patients.

On the 1st April 2019 saw the opening of the newly located Lewisham clinic. Previously located at a much smaller unit at Forest Hill, the works on a brand new, state-of-the-art facility based at University Hospital Lewisham completed, and the clinic was opened with a total of 20 dialysis machines.

18 Related parties

Identity of related parties with which the Company has transacted

The Company has taken advantage of the exemption available under FRS 102 from disclosing transactions between wholly-owned subsidiaries or with their parent.

In the normal course of business the Company will transact at an arms-length basis with fellow members of the Group.

19 Ultimate parent Company and parent Company of larger group

The Company is a subsidiary undertaking of Diaverum Holding UK Limited, a Company registered in the United Kingdom, whose immediate parent undertaking is Diaverum AB, a Company incorporated in Sweden. The ultimate parent undertaking is Diaverum S.a.r.l, a Company controlled by Bridgepoint Capital, who purchased the entire share capital from Gambro AB on 2 July 2007.

The smallest and largest group for which group financial statements are prepared are Diaverum S.a.r.l. The financial statements of Diaverum S.a.r.l may be obtained from the Company's registered office, L-1331 Luxembourg, 65, Boulevard Grande-Duchese Charlotte, RCS Luxembourg B 68.235.