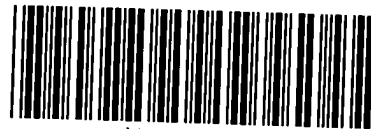


Registered No: 07092971

Spire Fertility (Disposal) Limited
Annual Report and Audited Financial Statements
For the Year Ended 31 December 2017

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Spire Fertility (Disposal) Limited
Registered No: 07092971

Company Information

Directors

D F Toner

J J Ash

J J De Gorter

P J Corfield

Company secretary

D F Toner

Registered office

3 Dorset Rise
London
EC4Y 8EN

Auditors

Ernst & Young LLP
Apex Plaza
Forbury Road
Reading
RG1 1YE

Spire Fertility (Disposal) Limited
Registered No: 07092971

Strategic Report
for the Year Ended 31 December 2017

The directors present their strategic report for the year ended 31 December 2017.

1. Principal activities and review of the business

The Company did not trade in the current or prior period, therefore is that of a dormant company.

2. Principal risks and uncertainties

Overall risk management

Overall risk is managed with reference to Spire Healthcare Group plc and its subsidiaries (the "Group") and the principal risks and uncertainties facing the Company are therefore integrated with those facing the Group as a whole. Further information is provided in the Annual Report of Spire Healthcare Group plc, which is available at www.spirehealthcare.com.

Approved by the Board on 30 June 2018 and signed on its behalf by:



.....
D F Toner
Company secretary and director

Spire Fertility (Disposal) Limited
Registered No: 07092971

Directors' Report
for the Year Ended 31 December 2017

The directors present their report and the financial statements for the year ended 31 December 2017.

Directors' of the company

The directors, who held office during the year, were as follows:

S Gordon (resigned 1 March 2018)

D F Toner - Company secretary and director

A W N White (deceased 22 July 2017)

C L Mason (appointed 6 February 2017 and resigned 13 October 2017)

A C Goldsmith (appointed 27 June 2017 and resigned 27 October 2017)

J J Ash (appointed 30 October 2017)

J J De Gorter

The following director was appointed after the year end:

P J Corfield (appointed 22 March 2018)

Dividends

No ordinary dividend was paid in the year (2016: £nil)

Future developments

The Directors do not foresee any changes in the Company's activities in the foreseeable future.

Going concern

The directors have reviewed the current and projected financial position of the Company, making reasonable assumptions about future performance. On the basis of this review, and after making due enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue to operate for the foreseeable future. For this reason they continue to adopt the going concern basis in preparing the financial statements.

Directors' indemnity

As at the date of this report and during the year, the Company had in force an indemnity provision in favour of one or more directors of the Company, against liability in respect of proceedings brought by third parties, subject to the conditions set out in section 234 of the Companies Act 2006.

Disclosure of information to the auditors

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditor is unaware.

Reappointment of auditors

The auditor, Ernst & Young LLP, was the Company's auditor during the year and are deemed to be reappointed under section 487(2) of the Companies Act 2006.

Spire Fertility (Disposal) Limited
Registered No: 07092971

Directors' Report
for the Year Ended 31 December 2017 (continued)

Approved by the Board on 30 June 2018 and signed on its behalf by:

.....
D F Toner
Company secretary and director

Statement of Directors' Responsibilities

The directors acknowledge their responsibilities 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 elected to prepare the financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 'Reduced Disclosure Framework' ('FRS 101'). 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 apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether FRS 101 has 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. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent Auditor's Report to the Members of Spire Fertility (Disposal) Limited

Opinion

We have audited the financial statements of Spire Fertility (Disposal) Limited for the year ended 31 December 2017 which comprise the Balance Sheet, the Statement of comprehensive income, the Statement of changes in equity and the related notes 1 to 9, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 101 "Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 31 December 2017 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report below. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

Independent Auditor's Report to the Members of Spire Fertility (Disposal) Limited (continued)

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

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

Responsibilities of directors

As explained more fully in the directors' responsibilities 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, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for 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 the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Independent Auditor's Report to the Members of Spire Fertility (Disposal) Limited (continued)

Auditor's responsibilities for the audit of the financial statements

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 an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a 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 the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

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.

Ernst & Young LLP

.....
Jane Turnor (Senior Statutory Auditor)
For and on behalf of Ernst & Young LLP, Statutory Auditor

Apex Plaza
Forbury Road
Reading
RG1 1YE

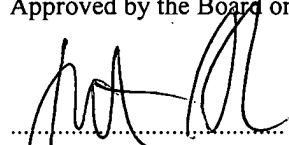
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Spire Fertility (Disposal) Limited
Registered No: 07092971

Statement of Financial Position
as at 31 December 2017

	Note	2017 £ 000	2016 £ 000
Current assets			
Cash at bank and in hand		4,823	4,823
Creditors: Amounts falling due within one year		<u>(4,823)</u>	<u>(4,823)</u>
Net assets/(liabilities)		<u>-</u>	<u>-</u>
Capital and reserves			
Equity shareholders' funds/(deficit)		<u>-</u>	<u>-</u>

Approved by the Board on 30 June 2018 and signed on its behalf by:


.....
JJ Ash
Director

Spire Fertility (Disposal) Limited

Registered No: 07092971

Notes to the Financial Statements for the Year Ended 31 December 2017

1 General information

Statement of compliance

Spire Fertility (Disposal) Limited ("the Company") is a limited company incorporated and domiciled in England and Wales. The address of its registered office and principal place of business is disclosed in the Company Information.

These financial statements were prepared in accordance with 'Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101)' and in accordance with applicable accounting standards.

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

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have, unless otherwise stated, been consistently applied to all periods presented.

2 Accounting policies

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 101 (FRS 101) 'Reduced Disclosure Framework' and the Companies Act 2006.

Reporting exemptions

The company has taken advantage of the following disclosure exemptions under FRS 101:

- (a) the requirements of IAS 7 Statement of Cash Flows;
- (b) the requirements of IFRS 7 Financial Instruments: Disclosures;
- (c) the requirements of paragraph 17 of IAS 24 Related Party Disclosures; and
- (d) the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group provided that any subsidiary which is a party to the transaction is wholly owned by such a member.

Going concern

The directors have reviewed the current and projected financial position of the Company, making reasonable assumptions about future performance. On the basis of this review, and after making due enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue to operate for the foreseeable future. For this reason they continue to adopt the going concern basis in preparing the financial statements.

Tax

Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

Current tax assets and liabilities are measured at the amount expected to be received from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted by the balance sheet date.

Spire Fertility (Disposal) Limited
Registered No: 07092971

Notes to the Financial Statements
for the Year Ended 31 December 2017 (continued)

2 Accounting policies (continued)

Deferred income tax is recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements where the initial recognition exemption does not apply.

Deferred income tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carried forward tax credits or tax losses can be utilised.

Deferred income tax assets and liabilities are measured in an undiscounted basis at the tax rates that are expected to apply when the related asset is realised or liability is settled, based on tax rates and laws enacted at the balance sheet date.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date. Deferred income tax assets and liabilities are offset, only if a legally enforceable right exists to set off current tax assets against current tax liabilities, the deferred income taxes relate to the same taxation authority and that authority permits the company to make a single net payment.

Cash and cash equivalents

Cash comprise cash balances.

Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are deducted from share premium.

3 Parent and ultimate parent undertaking

The Company's immediate parent undertaking is Spire Healthcare Limited, a company registered in England and Wales. The Company's ultimate parent undertaking is Spire Healthcare Group plc, a company registered in England and Wales. The largest and smallest group in which the results of the Company are consolidated is that held by Spire Healthcare Group plc. Copies of the consolidated financial statements of Spire Healthcare Group plc may be obtained from the Spire Healthcare website or Company Secretary (www.spirehealthcare.com or 3 Dorset Rise, London EC4Y 8EN).

4 Staff costs and directors' remuneration

The company had no employees during the year (2016: nil) and consequently incurred no staff costs.

Emoluments for the directors of the Company are paid for by Spire Healthcare Limited, a fellow subsidiary of Spire Healthcare Group plc. Spire Healthcare Limited has not recharged any amount to the Company (2016: £nil) on the basis that the amount attributable to the Company is negligible.

Spire Fertility (Disposal) Limited
Registered No: 07092971

Notes to the Financial Statements
for the Year Ended 31 December 2017 (continued)

5 Auditors' remuneration

	2017 £ 000	2016 £ 000
Estimated money value of benefits in kind for audit services	3	3
Fees for the audit of the company are borne by other group companies.		

6 Share capital

Allotted, called up and fully paid shares

	2017 £ 000	2016 £ 000
800,100 Ordinary shares of £0.00 each	-	-

7 Creditors - amounts falling due within one year

	2017 £ 000	2016 £ 000
Amounts due to related parties	4,823	4,823
The amounts owed to Group undertakings is unsecured and is repayable on demand.		

8 Contingent liabilities

On 11 July 2014, Spire Healthcare Group plc entered into a Senior Facility Agreement in the amount of £525,000,000 which has been guaranteed by the Company and other material subsidiaries of the Group. In addition, the Company and a number of other material subsidiaries have charges their shareholding, by way of a fixed charges, in favour of HSBC Bank plc as Security Agent for and on behalf of the Lenders. The loan amounts outstanding at the balance sheet date were £425,000,000 (2016: £425,000,000).

Under a group registration, the Company is jointly and severally liable for value added tax due by certain other Group companies. The amount outstanding at the balance sheet date for VAT was £nil (2016: £nil).

9 Events after the reporting period

There are no events arising after the reporting date that require recognition or disclosure in the financial statements for the year ended 31 December 2017.