

Company Registration No. 07200452 (England and Wales)

**OPTIMAX CLINICS LIMITED**  
**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2017**



# OPTIMAX CLINICS LIMITED

## COMPANY INFORMATION

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<b>Directors</b>	R K Ambrose J H Rabone
<b>Secretary</b>	R K Ambrose
<b>Company number</b>	07200452
<b>Registered office</b>	96 Bristol Road Edgbaston Birmingham B5 7XJ
<b>Auditor</b>	Arram Berlyn Gardner LLP 30 City Road London EC1Y 2AB

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# **OPTIMAX CLINICS LIMITED**

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# OPTIMAX CLINICS LIMITED

## STRATEGIC REPORT

**FOR THE YEAR ENDED 31 DECEMBER 2017**

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

### Review of the business

The market for Inter Ocular Lenses and Cataract procedures both continue to grow again year on year.

The directors continue to control the costs very carefully, which has resulted in an improvement in the operating profit for the year.

The directors have identified specific areas of future growth which are being pursued. The footprint of the clinic locations is constantly reviewed.

### Principal risks and uncertainties

The company's principal financial instruments comprise bank balances, trade creditors, trade debtors and loans to the company. The main purpose of these instruments is to raise funds for and finance the company's operations.

In respect of trade debtors the credit risk is managed through policies concerning the credit offered to customers and regular monitoring of amounts outstanding for both time and credit limits.

In respect of bank balances the liquidity risk is managed by maintaining a balance between the continuity of funding.

Trade creditors are managed in respect of liquidity risk by ensuring that sufficient funds are available to meet amounts when they fall due.

In respect of loans these represent loans from a director who is aware of the company's financing requirements and has determined that these will only be repaid, in whole or in part, when finance is available, and also other loans which have been provided to finance the company's operations. The liquidity risk is managed by ensuring that sufficient funds are available to meet the agreed repayment dates.

### Key performance indicators

The key financial highlights are as follows:

	2017	2016
	£	£
Turnover	16,479,075	16,882,254
Gross profit	51.94%	51.24%
Operating profit/(loss)	524,364	(141,540)

On behalf of the board

  
.....  
R K Ambrose

Director

27 September 2018

# **OPTIMAX CLINICS LIMITED**

## **DIRECTORS' REPORT**

### **FOR THE YEAR ENDED 31 DECEMBER 2017**

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

#### **Principal activities**

The principal activities of the company are the provision of laser eye surgical and IOL/cataract treatments.

#### **Directors**

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

R K Ambrose

S J Ambrose

J H Rabone

(Resigned 27 June 2017)

#### **Results and dividends**

The results for the year are set out on page 6.

No ordinary dividends were paid. The directors do not recommend payment of a final dividend.

#### **Future developments**

The company will continue to focus its growth into Inter Ocular Lens and Cataract Procedures whilst investing in new facilities to meet this demand.

#### **Auditor**

The auditors, Arram Berlyn Gardner LLP, are deemed to be reappointed under section 487(2) of the Companies Act 2006.

#### **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 elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

# OPTIMAX CLINICS LIMITED

## DIRECTORS' REPORT (CONTINUED)

**FOR THE YEAR ENDED 31 DECEMBER 2017**

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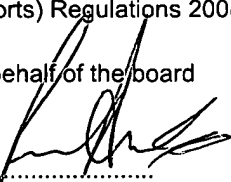
### Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

### Strategic Report

The company has chosen in accordance with Companies Act 2006, s. 414C(11) to set out in the company's strategic report certain information required by Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, Sch. 7 to be contained in the directors' report.

On behalf of the board



.....  
R K Ambrose

Director

27 September 2018

# **OPTIMAX CLINICS LIMITED**

## **INDEPENDENT AUDITOR'S REPORT**

### **TO THE MEMBERS OF OPTIMAX CLINICS LIMITED**

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#### **Opinion**

We have audited the financial statements of Optimax Clinics Limited (the 'company') for the year ended 31 December 2017 which comprise the Statement of Comprehensive Income, the Statement Of Financial Position, the Statement of Changes in Equity and notes to the financial statements, 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 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state 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. 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 directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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 this 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 our 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 the Directors' Report have been prepared in accordance with applicable legal requirements.

# OPTIMAX CLINICS LIMITED

## INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF OPTIMAX CLINICS LIMITED

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### 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 and the Directors' Report.

We have nothing to report in respect of the following matters where 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, 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.

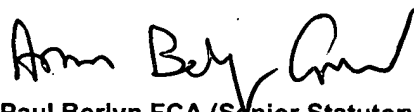
In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

### 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: <http://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's 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.



Paul Berlyn FCA (Senior Statutory Auditor)  
for and on behalf of Arram Berlyn Gardner LLP

20 September 2018

Chartered Accountants  
Statutory Auditor

30 City Road  
London  
EC1Y 2AB



# OPTIMAX CLINICS LIMITED

## STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2017

	Notes	2017 £	2016 £
Turnover		16,479,075	16,882,254
Cost of sales		(7,919,421)	(8,232,100)
<b>Gross profit</b>		<b>8,559,654</b>	<b>8,650,154</b>
Administrative expenses		(8,035,290)	(8,791,694)
<b>Operating profit/(loss)</b>	<b>3</b>	<b>524,364</b>	<b>(141,540)</b>
Interest receivable and similar income	<b>7</b>	3,606	11,378
Interest payable and similar expenses	<b>8</b>	(866,959)	(848,540)
<b>Loss before taxation</b>		<b>(338,989)</b>	<b>(978,702)</b>
Taxation	<b>9</b>	-	-
<b>Loss for the financial year</b>	<b>21</b>	<b>(338,989)</b>	<b>(978,702)</b>
<b>Other comprehensive income</b>		<b>-</b>	<b>-</b>
<b>Total comprehensive income for the year</b>		<b>(338,989)</b>	<b>(978,702)</b>

The Income Statement has been prepared on the basis that all operations are continuing operations.

# OPTIMAX CLINICS LIMITED

## STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2017

	Notes	2017 £	£	2016 £	£
<b>Fixed assets</b>					
Intangible assets	10	1,124,972		1,624,976	
Tangible assets	11	1,170,533		1,554,755	
		<u>2,295,505</u>		<u>3,179,731</u>	
<b>Current assets</b>					
Debtors	12	1,543,667		1,776,525	
Cash at bank and in hand		290,077		371,930	
		<u>1,833,744</u>		<u>2,148,455</u>	
<b>Creditors: amounts falling due within one year</b>	13	<u>(2,815,587)</u>		<u>(6,283,679)</u>	
<b>Net current liabilities</b>			<u>(981,843)</u>		<u>(4,135,224)</u>
<b>Total assets less current liabilities</b>			1,313,662		(955,493)
<b>Creditors: amounts falling due after more than one year</b>	14		(8,344,766)		(6,129,167)
<b>Provisions for liabilities</b>	17		<u>(3,779,219)</u>		<u>(4,168,692)</u>
<b>Net liabilities</b>			<u>(10,810,323)</u>		<u>(11,253,352)</u>
<b>Capital and reserves</b>					
Called up share capital	20		1,000		1,000
Other reserves	21		2,605,080		2,173,325
Profit and loss reserves	21		<u>(13,416,403)</u>		<u>(13,427,677)</u>
<b>Total equity</b>			<u>(10,810,323)</u>		<u>(11,253,352)</u>

The financial statements were approved by the board of directors and authorised for issue on 27/9/2018 and are signed on its behalf by:

.....  
R K Ambrose  
Director

Company Registration No. 07200452

# OPTIMAX CLINICS LIMITED

## STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2017

	Share capital	Other reserves	Profit and loss reserves	Total
	£	£	£	£
<b>Balance at 1 January 2016</b>	1,000	2,427,541	(12,703,191)	(10,274,650)
<b>Year ended 31 December 2016:</b>				
Loss and total comprehensive income for the year	-	-	(978,702)	(978,702)
Release of capital contribution	-	(254,216)	254,216	-
<b>Balance at 31 December 2016</b>	1,000	2,173,325	(13,427,677)	(11,253,352)
<b>Year ended 31 December 2017:</b>				
Loss and total comprehensive income for the year	-	-	(338,989)	(338,989)
Release of capital contribution	-	(350,263)	350,263	-
Other movements	21	782,018	-	782,018
<b>Balance at 31 December 2017</b>	1,000	2,605,080	(13,416,403)	(10,810,323)

# OPTIMAX CLINICS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

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### 1 Accounting policies

#### Company information

Optimax Clinics Limited is a company limited by shares incorporated in England and Wales. The registered office and principal place of business is 96 Bristol Road, Edgbaston, Birmingham, B5 7XJ.

#### 1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

This company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements:

- Section 4 'Statement of Financial Position' – Reconciliation of the opening and closing number of shares;
- Section 7 'Statement of Cash Flows' – Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues' – Carrying amounts, interest income/expense and net gains/losses for each category of financial instrument; basis of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive income;
- Section 26 'Share based Payment' – Share-based payment expense charged to profit or loss, reconciliation of opening and closing number and weighted average exercise price of share options, how the fair value of options granted was measured, measurement and carrying amount of liabilities for cash-settled share-based payments, explanation of modifications to arrangements;
- Section 33 'Related Party Disclosures' – Compensation for key management personnel.

The financial statements of the company are consolidated in the financial statements of Eye Hospitals Group Limited (formerly Ophthalmic Surgery Specialists Limited). These consolidated financial statements are available from its registered office, 96 Bristol Road, Edgbaston, Birmingham, B5 7XJ.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

#### 1.2 Going concern

The company incurred a net loss of £338,989 (2016: £978,702) in the year and at the balance sheet date, the company had net liabilities amounting to £10,810,323 (2016: £11,253,352).

The company meets its day to day working capital requirements from both its trading activity and additional funds from the directors as considered necessary.

The company's forecasts and projections, having taken account of reasonable possible changes in trading activity, indicate that the company is expected to have adequate resources to continue in operational existence for the foreseeable future. Consequently, the financial statements have been prepared on the going concern basis on the grounds that the company directors will continue to provide ongoing support.

# OPTIMAX CLINICS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 DECEMBER 2017

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#### 1 Accounting policies

(Continued)

##### 1.3 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

When cash inflows are deferred and represent a financing arrangement, the fair value of the consideration is the present value of the future receipts. The difference between the fair value of the consideration and the nominal amount received is recognised as interest income.

Turnover represents amounts receivable for medical services rendered net of trade discounts. Turnover is recognised at the time when the medical services are performed.

##### 1.4 Intangible fixed assets - goodwill

Goodwill represents the excess of the cost of acquisition of unincorporated businesses over the fair value of net assets acquired. It is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is considered to have a finite useful life and is amortised on a systematic basis over its expected life, which is 10 years.

For the purposes of impairment testing, goodwill is allocated to the cash-generating units expected to benefit from the acquisition. Cash-generating units to which goodwill has been allocated are tested for impairment at least annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit.

##### 1.5 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Plant and machinery	25% reducing balance or over life of lease
Fixtures, fittings & equipment	25% reducing balance
Motor vehicles	25% reducing balance

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

The assets residual values and useful lives are reviewed and adjusted, if appropriate, at the end of each reporting period. The effect of any change is accounted for prospectively.

##### 1.6 Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

# OPTIMAX CLINICS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

### 1 Accounting policies

(Continued)

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

#### 1.7 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand.

#### 1.8 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

##### **Basic financial assets**

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method 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. Financial assets classified as receivable within one year are not amortised.

##### **Impairment of financial assets**

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. 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 profit or loss.

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 profit or loss.

# OPTIMAX CLINICS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

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### 1 Accounting policies

(Continued)

#### ***Derecognition of financial assets***

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

#### ***Classification of financial liabilities***

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

#### ***Basic financial liabilities***

Basic financial liabilities, including creditors and loans, including loans from fellow group companies are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

#### ***Other financial liabilities***

Debt instruments that do not meet the conditions in FRS 102 paragraph 11.9 are subsequently measured at fair value through profit or loss. Debt instruments may be designated as being measured at fair value through profit or loss to eliminate or reduce an accounting mismatch or if the instruments are measured and their performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

#### ***Derecognition of financial liabilities***

Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

### 1.9 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

### 1.10 Taxation

The tax expense represents tax currently payable.

#### ***Current tax***

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

# OPTIMAX CLINICS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

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### 1 Accounting policies

(Continued)

#### 1.11 Provisions

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

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting end date, taking into account the risks and uncertainties surrounding the obligation. Where the effect of the time value of money is material, the amount expected to be required to settle the obligation is recognised at present value. When a provision is measured at present value, the unwinding of the discount is recognised as a finance cost in profit or loss in the period in which it arises.

Following patient treatments, there are a number of additional costs to be incurred once the results of the treatments have been reassessed. The provision is expected to be fully utilised over a period of time in accordance with the age profile of the patients.

#### 1.12 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

#### 1.13 Retirement benefits

The company operates a defined contribution scheme for the benefit of its employees. Contributions payable are charged to the profit and loss account in the year they are payable.

#### 1.14 Share-based payments

Equity-settled share-based payments are measured at fair value at the date of grant by reference to the fair value of the equity instruments granted using calculated maintainable earnings. The fair value determined at the grant date is expensed on a straight-line basis over the vesting period, based on the estimate of shares that will eventually vest. A corresponding adjustment is made to equity.

When the terms and conditions of equity-settled share-based payments at the time they were granted are subsequently modified, the fair value of the share-based payment under the original terms and conditions and under the modified terms and conditions are both determined at the date of the modification. Any excess of the modified fair value over the original fair value is recognised over the remaining vesting period in addition to the grant date fair value of the original share-based payment. The share-based payment expense is not adjusted if the modified fair value is less than the original fair value.

Cancellations or settlements (including those resulting from employee redundancies) are treated as an acceleration of vesting and the amount that would have been recognised over the remaining vesting period is recognised immediately.



# **OPTIMAX CLINICS LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**FOR THE YEAR ENDED 31 DECEMBER 2017**

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### **1 Accounting policies**

**(Continued)**

#### **1.15 Leases**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessees. All other leases are classified as operating leases.

Assets held under finance leases are recognised as assets at the lower of the assets fair value at the date of inception and the present value of the minimum lease payments. The related liability is included in the statement of financial position as a finance lease obligation. Lease payments are treated as consisting of capital and interest elements. The interest is charged to the income statement so as to produce a constant periodic rate of interest on the remaining balance of the liability.

Rentals payable under operating leases, including any lease incentives received, are charged to income on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the lease asset are consumed.

# OPTIMAX CLINICS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

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### 2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

#### **Critical judgements**

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

#### **Goodwill**

The directors assess goodwill for impairment at the year end. Where an indication of impairment is identified the estimation of recoverable value requires estimation of the recoverable value of the cash generating units (CGUs). This requires estimation of the future cash flows from the CGUs and also selection of appropriate discount rates in order to calculate the net present value of those cash flows.

#### **Tangible assets**

Accounting for tangible assets involves the use of estimates and judgements for determining the useful lives over which these are to be depreciated and the existence and amount of any impairment.

Tangible assets are depreciated on a straight line basis over their estimated useful lives and taking into account their expected residual values. When the Company estimates useful lives, various factors are considered including expected technological obsolescence and the expected usage of the asset.

The Directors regularly review these asset lives and change them as necessary to reflect the estimated current remaining lives in light of technological changes, future economic utilisation and physical condition of the assets concerned. A significant change in asset lives can have a significant change on depreciation and amortisation charges for the period.

#### **Impairment of debtors**

The company makes an estimate of the recoverable value of trade and other debtors. When assessing impairment of trade and other debtors, management considers factors including the current credit rating of the debtor, the ageing profile of debtors and historical experience.

# OPTIMAX CLINICS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

### 2 Judgements and key sources of estimation uncertainty

(Continued)

#### **Taxation**

The Company evaluates the recoverability of deferred tax assets based on estimates of future earnings. The ability to recover these taxes depends ultimately on the Company's ability to generate taxable earnings over the course of the period for which the deferred tax assets remain deductible. This analysis is based on the estimated reversal of deferred taxes as well as estimates of taxable earnings, which are sourced from internal projections and are updated to reflect the latest trends.

The appropriate classification of tax assets and liabilities depends on a number of factors, including estimates as to the timing and materialisation of deferred tax assets and the forecast tax payment schedule. Actual tax receipts and payments could differ from the estimates made by Company as a result of changes in tax legislation or unforeseen transactions that could affect tax balances.

#### **Provisions**

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount can be made. This obligation may be legal or constructive deriving from regulations, contracts, normal practices or public commitments that lead third parties to reasonably expect that the Company will assume certain responsibilities. The amount of the provision is determined based on the best estimate of the outflow of resources required to settle the obligation, taking into account all available information.

No provision is recognised if the amount of liability cannot be estimated reliably. In this case, the relevant information is disclosed in the notes to the financial statements.

Given the uncertainties inherent in the estimates used to determine the amount of provision, actual outflows of resources may differ from the amounts recognised originally on the basis of the estimates.

### 3 Operating profit/(loss)

	2017	2016
Operating profit/(loss) for the year is stated after charging/(crediting):	£	£
Depreciation of owned tangible fixed assets	377,013	431,488
Depreciation of tangible fixed assets held under finance leases	233,148	332,085
Loss/(profit) on disposal of tangible fixed assets	7,060	5,015
Amortisation of intangible assets	500,004	500,004
Operating lease charges	117,870	136,923
	<u>          </u>	<u>          </u>

### 4 Auditor's remuneration

	2017	2016
Fees payable to the company's auditor and associates:	£	£
<b>For audit services</b>		
Audit of the company's financial statements	20,000	19,500
	<u>          </u>	<u>          </u>

# OPTIMAX CLINICS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

### 5 Employees

The average monthly number of persons (including directors) employed by the company during the year was:

	2017 Number	2016 Number
Nurses & Clinic	79	82
Administrative	62	56
	<u>141</u>	<u>138</u>

Their aggregate remuneration comprised:

	2017 £	2016 £
Wages and salaries	3,362,250	3,188,998
Social security costs	328,758	305,895
Pension costs	51,731	47,623
	<u>3,742,739</u>	<u>3,542,516</u>

### 6 Directors' remuneration

	2017 £	2016 £
Remuneration for qualifying services	<u>126,015</u>	<u>117,750</u>

The number of directors for whom retirement benefits are accruing under defined contribution schemes amounted to 1 (2016 - 1).

### 7 Interest receivable and similar income

	2017 £	2016 £
Interest income		
Other interest income	<u>3,606</u>	<u>11,378</u>

# OPTIMAX CLINICS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

### 8 Interest payable and similar expenses

	2017 £	2016 £
Interest on bank overdrafts and loans	-	200
Interest on finance leases and hire purchase contracts	123,685	154,751
Interest payable on other loans	350,263	273,136
Other interest	393,011	420,453
	<u>866,959</u>	<u>848,540</u>

### 9 Taxation

The actual charge for the year can be reconciled to the expected credit for the year based on the profit or loss and the standard rate of tax as follows:

	2017 £	2016 £
Loss before taxation	<u>(338,989)</u>	<u>(978,702)</u>
Expected tax charge based on the standard rate of corporation tax in the UK of 19.25% (2016: 20.00%)	(65,255)	(195,740)
Tax effect of expenses that are not deductible in determining taxable profit	51,709	48,526
Depreciation on assets not qualifying for tax allowances	117,456	150,752
Amortisation on assets not qualifying for tax allowances	96,251	100,001
Loss on disposal of tangible fixed assets	1,359	1,003
Capital allowances	(111,627)	(116,684)
Tax losses carried forward	<u>(89,893)</u>	<u>12,142</u>
Tax expense for the year	<u>-</u>	<u>-</u>

The company has estimated losses of £9,000,000 (2016 - £ 9,450,000) available for carry forward against future trading profits.

# OPTIMAX CLINICS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

### 10 Intangible fixed assets

	Intangible assets £
<b>Cost</b>	
At 1 January 2017 and 31 December 2017	5,000,000
<b>Amortisation and impairment</b>	
At 1 January 2017	3,375,024
Amortisation charged for the year	500,004
At 31 December 2017	3,875,028
<b>Carrying amount</b>	
At 31 December 2017	1,124,972
At 31 December 2016	1,624,976

### 11 Tangible fixed assets

	Plant and machinery £	Fixtures, fittings & equipment £	Motor vehicles £	Total £
<b>Cost</b>				
At 1 January 2017	5,876,191	1,102,735	79,122	7,058,048
Additions	209,498	31,701	-	241,199
Disposals	(114,320)	-	-	(114,320)
At 31 December 2017	5,971,369	1,134,436	79,122	7,184,927
<b>Depreciation and impairment</b>				
At 1 January 2017	4,586,861	874,810	41,622	5,503,293
Depreciation charged in the year	535,879	64,907	9,375	610,161
Eliminated in respect of disposals	(99,060)	-	-	(99,060)
At 31 December 2017	5,023,680	939,717	50,997	6,014,394
<b>Carrying amount</b>				
At 31 December 2017	947,689	194,719	28,125	1,170,533
At 31 December 2016	1,289,330	227,925	37,500	1,554,755

# OPTIMAX CLINICS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

### 11 Tangible fixed assets

(Continued)

The net carrying value of tangible fixed assets includes the following in respect of assets held under finance leases or hire purchase contracts.

	2017 £	2016 £
Plant and machinery	54,757	287,905
Depreciation charge for the year in respect of leased assets	233,148	332,085

### 12 Debtors

	2017 £	2016 £
<b>Amounts falling due within one year:</b>		
Trade debtors	551,390	660,601
Other debtors	13,821	10,105
Prepayments and accrued income	978,456	1,105,819
	1,543,667	1,776,525

Trade debtors disclosed above are classified as loans and receivables and are therefore measured at amortised cost.

### 13 Creditors: amounts falling due within one year

	Notes	2017 £	2016 £
Obligations under finance leases	16	40,609	170,450
Other borrowings	15	16,667	2,520,000
Trade creditors		1,814,466	1,726,344
Amounts due to group undertakings		-	236,722
Other taxation and social security		155,349	728,382
Other creditors		22,322	-
Accruals and deferred income		766,174	901,781
		2,815,587	6,283,679

There is a debenture secured against the monies due or to become due from Optimax Clinics Limited to R K Ambrose, a director and shareholder of the company.

There is a fixed and floating charge over the assets of the company in favour of its bankers. There is also a cross guarantee with Eye Hospitals Group Limited and Ultralase Eye Clinics Limited.

# OPTIMAX CLINICS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

### 14 Creditors: amounts falling due after more than one year

	Notes	2017 £	2016 £
Obligations under finance leases	16	-	40,609
Other borrowings	15	8,344,766	6,088,558
		<u>8,344,766</u>	<u>6,129,167</u>

### 15 Other loans

	2017 £	2016 £
Other loans	8,361,433	8,608,558
	<u>8,361,433</u>	<u>8,608,558</u>
Payable within one year	16,667	2,520,000
Payable after one year	8,344,766	6,088,558
	<u>8,361,433</u>	<u>8,608,558</u>

### 16 Finance lease obligations

	2017 £	2016 £
Future minimum lease payments due under finance leases:		
Within one year	73,065	294,136
In two to five years	-	73,065
	<u>73,065</u>	<u>367,201</u>
Less: future finance charges	(32,456)	(156,142)
	<u>40,609</u>	<u>211,059</u>

Finance lease payments represent rentals payable by the company for certain items of plant and machinery. Leases include purchase options at the end of the lease period, and no restrictions are placed on the use of the assets. The average lease term is 2 years. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments.

### 17 Provisions for liabilities

	2017 £	2016 £
Acquisition	-	80,000
Patient Costs	3,779,219	4,088,692
	<u>3,779,219</u>	<u>4,168,692</u>



# OPTIMAX CLINICS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

### 17 Provisions for liabilities

(Continued)

Movements on provisions:

	Acquisition £	Patient Costs £	Total £
At 1 January 2017	80,000	4,088,692	4,168,692
Additional provisions in the year	-	1,037,451	1,037,451
Utilisation of provision	(80,000)	(1,346,924)	(1,426,924)
At 31 December 2017	-	3,779,219	3,779,219

#### Acquisition

During the year ended 31 December 2013 the Office of Fair Trading and the Competitive Commission conducted an enquiry into the Ultralase acquisition so as to protect the trade and the continued reputation of the company in the market place and found in favour of the company. After consideration, the directors believe that the acquisition amount will not be payable and so have released the provision.

#### Patient Costs

Following patient treatments, there are a number of additional costs to be incurred once the results of the treatments have been reassessed. The provision is expected to be fully utilised over a period of time in accordance with the age profile of the patients.

### 18 Retirement benefit schemes

	2017 £	2016 £
<b>Defined contribution schemes</b>		
Charge to profit or loss in respect of defined contribution schemes	38,016	35,933

The company operates a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the company in an independently administered fund.

### 19 Share-based payment transactions

Eye Hospitals Group Limited has granted Enterprise Management Incentive [EMI] options to employees of this company.

Directors and staff are granted options at the company's discretion. EMI options were granted on 10 April 2017 to 8 employees of 11,250 shares and these can be exercised at any time before 10 April 2027.

The estimated fair value of each option granted is £Nil. The estimated fair value was calculated with reference to the valuation agreed with HMRC. If any individual leaves the company before the exercise of their options then their options lapse.

There are no performance conditions attaching to the scheme. The exercise price is £0.01 per share.

# OPTIMAX CLINICS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

### 20 Share capital

	2017 £	2016 £
<b>Ordinary share capital</b>		
<b>Issued and fully paid</b>		
1,000 Ordinary shares of £1 each	1,000	1,000
	<u>1,000</u>	<u>1,000</u>

There is a single class of ordinary shares. There are no restrictions on the distribution of dividends and repayment of capital.

### 21 Reserves

#### Profit and loss reserves

Retained earnings represents accumulated comprehensive income for the year and prior periods less dividends paid.

#### Other reserves

The other reserves represent the capital contribution arising on the restatement of the directors loan account following transition to FRS102 and movements in subsequent years.

### 22 Operating lease commitments

#### Lessee

At the reporting end date the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	2017 £	2016 £
Within one year	80,400	93,710
Between two and five years	11,569	67,200
	<u>91,969</u>	<u>160,910</u>

### 23 Related party transactions

#### Transactions with related parties

	<b>Recharged expenses</b>	
	2017 £	2016 £
Key management personnel	196,003	258,272
Other related parties	99,172	112,251
	<u>295,175</u>	<u>370,523</u>

# OPTIMAX CLINICS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

### 23 Related party transactions

(Continued)

During the year, a notional interest charge of £350,263 (2016: £273,136) was also provided for key management personnel of the company in accordance with FRS 102.

Key management personnel of the company waived the right to rent licence fees in the year in respect of properties made available for use as clinics. The sum of £565,937 (2016: £565,937) represents rent licence fees waived.

	2017 £	2016 £
<b>Amounts owed to related parties</b>		
Key management personnel	8,344,766	6,073,558
Other related parties	1,450	1,447
	<u>8,346,216</u>	<u>6,075,005</u>

The company has taken advantage of the exemptions from disclosure available to subsidiary undertakings under section 33 of FRS102 in connection with intra group transactions.

### 24 Controlling party

The company is a wholly owned subsidiary of Eye Hospitals Group Limited, a company incorporated in England and Wales. The ultimate controlling party is R K Ambrose by virtue of his shareholding in that company.