# **Medequip Group Limited**

Strategic Report, Directors' Report and Financial Statements Registered number 09553385 For the year ended 31 December 2018

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#### **Principal activities**

. The principal activity of Medequip. Group Limited (the "Company") continues to be that of a holding company.

#### Business review and results

The Company made a loss of £594,000 (2017:£231,000), primarily attributable to interest paid on bank loans paid off during the year (see note 9), amortisation of bank facility fees and non-recurring admin expenses relating to X.

The Company was purchased 100% by Medequip Holdings Limited, its new ultimate parent, on 27 July 2019 for a consideration before costs of £48,000,000.

## Key performance indicators

The Company is a holding company and therefore does not use key performance indicators.

#### Principal risks and uncertainties

The Company uses financial instruments, other than derivatives, comprising borrowings, cash and other liquid resources and various other items such as intra group debtors and creditors that arise directly from its operations.

The prospect of the UK leaving the European Union ("Brexit") has given rise to uncertainty. The Company has carefully considered the potential implications for its business and will continue to do so. The conclusion to date is that Brexit is unlikely to represent a risk to our ability to operate effectively. Our business trades in the UK and there is minimal cross border activity. Discussions continue with our suppliers to identify and manage potential issues. Naturally, a general economic downturn could impact all businesses. The Company will continue to monitor the situation.

#### **Future developments**

The Company anticipates that it will continue to be a holding company but that any activities relating to the management of the Medequip group of companies will be transferred to its immediate parent and the ultimate holding company of the Medequip group, Medequip Holdings Limited.

Signed on behalf of the Board

J Ibbotson
Director

27 June 2019

Unit 2 The Summit Centre Skyport Drive West Drayton Middlesex UB7 0LJ

# **Directors' Report**

The directors present their Directors' Report and Financial Statements for the year ended 31 December 2018.

#### Dividends

The directors do not recommend the payment of a dividend (2017: £nil).

#### **Directors**

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

A J Siddall

D S Griffiths

P R Siddall (resigned 27.07.2018)

J A Firth (resigned 27.07.2018)

J C Siddall

A P Firth

C P Siddall

J P Cockcroft

N S P Cook

M E Ellison (resigned 27.07.2018)

J Ibbotson

M West

M Greenwood (appointed 27.04.2018)

#### Political contributions

The Company made £nil political donations during the year or incurred any political expenditure (2017: £nil).

#### Disclosure of information to the auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

## Other information

An indication of likely future developments in the business and particulars of significant events which have occurred since the end of the financial year have been included in the Strategic Report.

By order of the Board

J Ibbotson Director

27 June 2019

Unit 2 The Summit Centre Skyport Drive West Drayton Middlesex UB7 0LJ

# 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, 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.



# Independent auditor's report to the members of Medequip Group Limited

#### **Opinion**

We have audited the Financial Statements of Medequip Group 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; 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 effects 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 investments in subsidiaries and related group debtors and related disclosures and the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments 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 standardised 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 group or the company or to cease their operations, and as they have concluded that the group and 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 their 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 group or the company will continue in operation.

# Independent auditor's report to the directors of Medequip Group 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 3, 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.

# Independent auditor's report to the directors of Medequip Group 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.

Stuart Burdass (Senior Statutory Auditor)

& Rendon

for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants

1 St Peter's Square
Manchester
M2 3AE

4.7.2019

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

	Note	2018 £000	2017 £000
Turnover Cost of sales		v [	-
Gross profit			
Administrative expenses	2	(339)	•
Loss before interest and taxation		(339)	-
Interest payable and similar charges	3	(255)	(231)
Loss before taxation		(594)	(231)
Tax	4	-	-
Loss for the year		(594)	(231)

The profit and loss account has been prepared on the basis that all operations are continuing operations.

The Company has no recognised gains or losses other than the profits for the current year or previous year.

The notes on page 10 to 16 form part of these Financial Statements.

# Balance Sheet at 31 December 2018

	Note	2018 £000	£000	2017 £000	£000
Fixed assets Investments	5	X000	50,787	2000	50,787
Current assets Debtors	6	333		492	
Creditors: amounts falling due within one year	7	(19,949)		(14,314)	
Net current liabilities			(19,616)		(13,822)
Total assets less current liabilities		•	31,171		36,965
Creditors: amounts falling due after more than one year	8		-		(5,200)
Net assets		-	31,171		31,765
Capital and reserves Ordinary share capital Preferred ordinary share capital Profit and loss account	10 10		375 32,221 (1,425)	·	375 32,221 (831)
Shareholders' funds		-	31,171		31,765

The notes on page 10 to 16 form part of these Financial Statements.

These Financial Statements were approved by the board of directors on 27 June 2019 and were signed on its behalf by:

M. 2-1.

M Greenwood

Director

Registered number 09553385

# Statement of Changes in Equity

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no I, man uma uma e e e e e e e e e e e e e e e e e e e	Called up share capital £000	Share premium £000	Profit and loss account £000	Total equity £000
Balance at 1 January 2017	375	32,221	(600)	31,996
Total comprehensive income for the year				
Loss	-	-	(231)	(231)
Total comprehensive income for the year	-		(231)	(231)
Balance at 31 December 2017 and 1 January 2018	375	32,221	(831)	31,765
Total comprehensive income for the year Loss		-	(594)	(594)
Total comprehensive income for the year			(594)	(594)
Balance at 31 December 2018	375	32,221	(1,425)	31,171
		=		

The notes on page 10 to 16 form part of these Financial Statements.

#### Notes

(forming part of the Financial Statements)

#### 1. Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements, unless noted otherwise below.

#### Basis of preparation

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") as issued in August 2014. The amendments to FRS 102 issued in July 2016 and effective immediately have been applied. The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

The Company's ultimate parent undertaking, Medequip Holdings Limited includes the Company in its consolidated financial statements. The consolidated Financial Statements of Medequip Holdings Limited are prepared in accordance with FRS 102 and are available to the public and may be obtained from Companies House, Crown Way, Cardiff CF14 3UZ. 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:

- · Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

As the consolidated financial statements of Medequip Holdings Limited 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 Financial Statements present information about the Company as an individual undertaking and not about its group. The Company has not prepared group financial statements as it is exempt from the requirement to do so by section 400 of the Companies Act 2006 as it is a subsidiary undertaking of Medequip Holdings Limited, a company incorporated in England and Wales, and is included in the consolidated financial statements of that company.

#### Going concern

Notwithstanding net current liabilities of £19,616,000 as at 31 December 2018 and a loss for the year then ended of £594,00, 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 at least 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 access to a £30,000,000 revolving credit facility which is held by Medequip Holdings Limited, to meet its liabilities as they fall due for that period. Those forecasts are dependent on the company's fellow subsidiary company, Medequip Assistive Technology Limited not seeking repayment of the amounts currently due to the group, which at 31 December 2019 amounted to £19,949,000. Medequip Assistive Technology Limited has indicated that it does not intend to seek repayment of these amounts 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.

#### Investments

Fixed asset investments are stated at cost less provision for diminution in value.

#### **Taxation**

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 102.

Deferred tax

Total deferred tax

Total tax

Origination and reversal of timing differences Effect of tax rate change on opening balance Adjustments in respect of prior years

## 2 Expenses and auditor's remuneration

2 Expenses and auditor's remuneration				
Included in profit are the following:				
		2	2018	2017
		:	000	£000
Reduction in carrying amount of other loans receivable following recoverability	reassessment of		307	-
Other expenses			32	-
		_	<del></del>	
Auditor's remuneration:				
• • •			2018	2017
			£000	£000
Amounts receivable by the company's auditor and its associates in re	espect of:			
Audit of these Financial Statements (borne by Medequip Assistiv			5	5
Limited)				
Taxation compliance services			-	-
Other services			-	-
3 Interest payable and similar charges				
		2018		2017
			)00	£000
		•		
On bank loans and overdrafts Write-off in the year of issue costs of historic bank loans			78	156
Amortisation of issue costs of new bank loans			33 44	75
Amortisation of issue costs of new bank loans			<del></del> -	
Total interest payable and similar charges		2:	 55	231
Total interest payable and similar charges			=	
4 Taxation				
Total tax expense recognised in the profit and loss account				
	2018		2017	
	£000	£000	£000	£000
Current tax				
Current tax on income for the year	-		-	
Adjustments in respect of prior years	-		-	
Total current tax		-		-

There is no current or deferred tax recognised in the profit and loss account (2017: £nil).

## 4 Taxation (continued)

#### Reconciliation of effective tax rate

	2018 £000	2017 £000
Loss for the year	594	231
Total tax expense	-	-
Profit excluding taxation	594	231
Tax using the UK corporation tax rate of 19.00% (2017: 19.25%)	112	44
Group relief surrendered	(54)	(44)
Non-deductible expenses	(58)	•
Total tax expense included in profit or loss	-	-

Reductions in the UK corporation tax rate from 20% to 19% (effective from 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015. An additional reduction to 17% (effective from 1 April 2020) was substantially enacted on 6 September 2016. The deferred tax liability at 31 December 2018 has been calculated based on these rates.

#### 5 Fixed asset investments

Company	Associate undertakings £000	Subsidiary undertakings £000	Total £000
Cost At the beginning of the year Additions	872	49,915 -	50,787
At the end of the year	872	49,915	50,787
<b>Provisions</b> At the beginning and end of the year	-	•	. •
Net book value At 31 December 2018	872	49,915	50,787
At 31 December 2017	872	49,915	50,787

## 5 Fixed asset investments (continued)

The Company has the following investments in subsidiaries:

Subsidiary undertakings	Registered office address	Class of shares held	Ownership 2018 %	Ownership 2017 %
Siddall Medequip Limited	Summit Centre, Skyport Drive, Harmondsworth, UB7 0LJ	Ordinary	100	100
Siddall Group Limited	Summit Centre, Skyport Drive, Harmondsworth, UB7 0LJ	Ordinary	100	100
Medequip Assistive Technology Limited	Summit Centre, Skyport Drive, Harmondsworth, UB7 0LJ	Ordinary	100	100
Manage at Home Limited	Summit Centre, Skyport Drive, Harmondsworth, UB7 0LJ	Ordinary	100	100

Subsidiary undertakings	Principal activity
Siddall Medequip Limited	Dormant
Siddall Group Limited	Dormant
Medequip Assistive Technology Limited	Healthcare services
Manage at Home Limited (Dormant)	Dormant

The Company has the following investments in associates:

Associate undertakings	Registered office address	Class of shares held	Ownership 2018 %	Ownership 2017 %
Creative Software Solutions (Europe) Ltd	Unit 3 Parkside Court, Greenhough Road, Lichfield, WS13 7AU	Ordinary	20	20
6 Debtors			2018 £000	2017 £000
Amounts owed by related undertakings Other debtors Amounts owed to group companies		_	333	240 252 - - 492

Amounts owed by group companies are interest-free and repayable on demand.

## Creditors: amounts falling due within one year

2018 £000	
Interest payable Amounts owed to group companies 19,945	9 14,305
	· ———
19,949	14,314
·	

Amounts owed to group companies are interest-free. The current intention of the group directors is to maintain the loans in their current form for at least 12 months from the balance sheet date.

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

	2018 £000	2017 £000
Bank loans (see note 9)		5,200
	-	5,200

## 7 Creditors: amounts falling due within one year

	2018 £000	2017 £000
Interest payable Amounts owed to group companies	19,949	9 14,305
•	<del> </del>	
	19,949	14,314
	<del></del>	

Amounts owed to group companies are interest-free and repayable on demand. Amounts owed to group companies were included in due after more than one year in 2017 and have been reclassified to due within one year. The current intention of the group directors is to maintain the loans in their current form for at least 12 months from the balance sheet date, however in the absence of a signed agreement, classifying the balances as current is more appropriate.

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

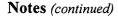
			2018 £000	2017 £000
Bank loans (see note 9)			-	5,200
,			·	<u> </u>
		•	-	5,200
•				

## 9 Interest-bearing loans and borrowings

......This note provides information about the contractual terms of the Company's interest-bearing loans and borrowings, which are measured at amortised cost.

Conditions followed as affecting the second				2018 £000		2017 £000
Creditors falling due after more than one year Secured bank loans					_	5,200
					≐	
Terms and debt repayment schedule						
		Nominal interest	Year of	Repayment		
Group	Currency	rate	maturity	schedule	2018 £000	2017 £000
Revolving credit facility loan	£	See below	See below	See below	-	5,200
						<del></del>
					-	5,200
						<del></del>

The revolving credit facility relating to the prior year loan was settled in full and terminated during the year, in advance of its maturity date in 2020. The Company is an obligor to a new revolving credit facility; the Company has made no drawings under this new facility during the year. The new facility interest rate is based on LIBOR plus a margin, which varies between 1.20% and 1.95%. The facility is a £30million revolving loan facility that is available until 31st July 2023, which is available to Medequip Holdings Limited (ultimate parent company) and its direct subsidiaries, which includes the Company, for working capital and general corporate purposes.



# 10 Capital and reserves

#### Share capital

Allotted, called up and fully paid	2018 £000	2017 £000
150,000 A ordinary shares at £1 each – allotted, called up and fully paid	150	150
150,000 B ordinary shares at £1 each - allotted, called up and fully paid	150	150
75,000 B ordinary shares at £1 each – allotted, called up and fully paid	75	75
75,000 B ordinary shares at £1 each - allotted, called up and unpaid	-	75
		<del>_</del>
	375	375
32,221,000 preferred ordinary shares of £0.00001 each 32,221,000 preferred ordinary share premium at £0.99999 each	32,221	32,221
	32,221	32,221
Shares classified in shareholders' funds	32,596	32,596

All shares in the share capital of the Company in issue, rank pari-passu.

## 11 Contingent liabilities

The Company is part of a Group banking facility and as such has guaranteed payment to the bank, on demand, of all present, future, actual or contingent liabilities of the subsidiary undertakings within the Medequip Holdings Limited Group of companies. The net amount outstanding at 31 December 2018 of the Medequip Holdings Limited Group of companies was £18,311,000.

#### 12 Ultimate parent company

The immediate and ultimate parent company is Medequip Holdings Limited, whose registered address is Unit 2 Summit Centre, Skyport Drive, West Drayton, Middlesex UB7 0LJ, and Medequip Holdings Limited is the parent company of both the smallest and largest group of which the Company is a member and for which group financial statements are drawn up. The Company is registered in England and Wales and its registered address is Unit 2 Summit Centre, Skyport Drive, West Drayton, Middlesex, UB7 0LJ. The accounts of the Company and its parent are available to the public and may be obtained from the Register of Companies, Companies House, Crown Way, Cardiff, CF14 3UZ. No other group accounts include the results of the Company.