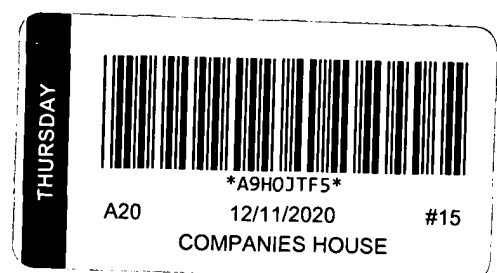


Registered number: 10023261

DIRECT HEALTHCARE GROUP HOLDINGS LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2020



DIRECT HEALTHCARE GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020**

14. Tangible fixed assets (continued)

At 31 March 2020	<u>454,765</u>	<u>40,429</u>	<u>1,195,788</u>	<u>11,700</u>	<u>112,158</u>
At 31 March 2019	<u>429,516</u>	<u>48,552</u>	<u>1,241,991</u>	<u>34,336</u>	<u>88,104</u>

	Rights of use asset £	Total £
Cost or valuation		
At 1 April 2019	3,040,249	7,425,291
Additions	315,615	880,692
Transfers intra group	-	396,797
Disposals	(19,202)	(151,419)
Transfers between classes	-	-
At 31 March 2020	<u>3,336,662</u>	<u>8,551,361</u>
Depreciation		
At 1 April 2019	578,775	3,121,318
Charge for the year on owned assets	603,279	1,361,930
Transfers intra group	-	230,882
Disposals	(19,202)	(151,419)
At 31 March 2020	<u>1,162,852</u>	<u>4,562,711</u>
Net book value		
At 31 March 2020	<u>2,173,810</u>	<u>3,988,650</u>
At 31 March 2019	<u>2,461,474</u>	<u>4,303,973</u>

DIRECT HEALTHCARE GROUP HOLDINGS LIMITED

COMPANY INFORMATION

Directors	G J Boyle R B N Brodie G Ewart A S McAllister D Patterson
Registered number	10023261
Registered office	6-10 Withey Court Western Industrial Estate Caerphilly Mid Glamorgan CF83 1BF
Independent auditor	Grant Thornton UK LLP Chartered Accountants & Statutory Auditor Colmore Plaza 20 Colmore Circus Birmingham West Midlands B4 6AT

DIRECT HEALTHCARE GROUP HOLDINGS LIMITED

CONTENTS

	Page
Directors' report	1 - 2
Independent auditor's report	3 - 6
Statement of comprehensive income	7
Statement of financial position	8
Statement of changes in equity	9
Notes to the financial statements	10 - 15

DIRECT HEALTHCARE GROUP HOLDINGS LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2020

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

Results and dividends

The profit for the year, after taxation, amounted to £NIL (2019 - £NIL).

Directors

The directors who served during the year were:

G J Boyle
R B N Brodie
G Ewart
A S McAllister
D Patterson
C Egstrand (resigned 17 December 2019)
M W Joseph (resigned 6 December 2019)

Directors' responsibilities statement

The directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law 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, including FRS 101 'Reduced Disclosure Framework'). 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 and 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;
- 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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Post balance sheet events

There have been no significant events affecting the Company since the year end.

DIRECT HEALTHCARE GROUP HOLDINGS LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2020**

Disclosure of information to auditor

The directors confirm that:

- so far as each director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

The auditor, Grant Thornton UK LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board and signed on its behalf.



R B N Brodie
Director

Date: 4/11/2020



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DIRECT HEALTHCARE GROUP HOLDINGS LIMITED

Opinion

We have audited the financial statements of Direct Healthcare Group Holdings Limited (the 'Company') for the year ended 31 March 2020, which comprise the Profit and loss account, 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 Financial Reporting Standard 101 'Reduced Disclosure Framework'.

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2020 and of its result 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.

The impact of macro-economic uncertainties on our audit

Our audit of the financial statements requires us to obtain an understanding of all relevant uncertainties, including those arising as a consequence of the effects of macro-economic uncertainties such as Covid-19 and Brexit. All audits assess and challenge the reasonableness of estimates made by the directors and the 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.

Covid-19 and Brexit are amongst the most significant economic events currently faced by the UK, and at the date of this report their effects are subject to unprecedented levels of uncertainty, with the full range of possible outcomes and their impacts unknown. We applied a standardised firm-wide approach in response to these uncertainties 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 associated with these particular events.



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DIRECT HEALTHCARE GROUP HOLDINGS LIMITED (CONTINUED)

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.

In our evaluation of the directors' conclusions, we considered the risks associated with the company's business model, including effects arising from macro-economic uncertainties such as Covid-19 and Brexit, and analysed how those risks might affect the company's financial resources or ability to continue operations over the period of at least twelve months from the date when the financial statements are authorised for issue. In accordance with the above, we have nothing to report in these respects.

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

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 the audit:

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



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DIRECT HEALTHCARE GROUP HOLDINGS LIMITED (CONTINUED)

Matter on which we are required to report under the Companies Act 2006

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 Directors' report.

Matters on which we are required to report by exception

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 for the financial statements

As explained more fully in the Directors' responsibilities statement set out on page 1, 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: 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



**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DIRECT HEALTHCARE GROUP HOLDINGS
LIMITED (CONTINUED)**

Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Grant Thornton UK LLP

David Muntun BSc (Hons) FCA
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
Birmingham
Date: 4/11/2020

DIRECT HEALTHCARE GROUP HOLDINGS LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 MARCH 2020**

The Company has not traded during the year or the preceding financial year. During these periods, the Company received no income and incurred no expenditure and therefore made neither profit or loss.

The notes on pages 10 to 15 form part of these financial statements.

DIRECT HEALTHCARE GROUP HOLDINGS LIMITED
REGISTERED NUMBER:10023261

STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2020

	Note	2020 £	2020 £	2019 £	2019 £
Fixed assets					
Investments	6		100		100
			<u>100</u>		<u>100</u>
Current assets					
Debtors: amounts falling due within one year	7	17,542		17,542	
		<u>17,542</u>		<u>17,542</u>	
Total assets less current liabilities			17,642		17,642
Net assets			<u>17,642</u>		<u>17,642</u>
Capital and reserves					
Called up share capital			170		170
Share premium account	9		17,472		17,472
			<u>17,642</u>		<u>17,642</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:



R B N Brodie
 Director

Date: 4/11/2020

The notes on pages 10 to 15 form part of these financial statements.

DIRECT HEALTHCARE GROUP HOLDINGS LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2020**

	Called up share capital	Share premium account	Total equity
	£	£	£
At 1 April 2018	170	17,472	17,642
At 1 April 2019	170	17,472	17,642
At 31 March 2020	170	17,472	17,642

The notes on pages 10 to 15 form part of these financial statements.

DIRECT HEALTHCARE GROUP HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

1. General information

Direct Healthcare Group Holdings Limited is a private company limited by shares and incorporated in England and Wales. The company's registered office can be found on the Company Information page.

The financial statements are presented in sterling which is the financial currency of the company. Monetary amounts in the financial statements are rounded to the nearest £1.

The principal activity of the company is that of an intermediate holding company.

2. Accounting policies

2.1 Basis of preparation of financial statements

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

The preparation of financial statements requires management to make estimates and judgements that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenditure during the reported period. The estimates and associated judgements are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying values of assets and liabilities that not readily apparent from other sources.

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

In preparation of these financial statements, estimates and judgements have been made by management concerning the assumptions used in assessing fixed asset investments for impairment. Actual amounts could differ from those estimates.

DIRECT HEALTHCARE GROUP HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

2. Accounting policies (continued)

2.2 Financial reporting standard 101 - reduced disclosure exemptions

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

- the requirements of paragraphs 62, B64(d), B64(e), B64(g), B64(h), B64(j) to B64(m), B64(n)(ii), B64(o)(ii), B64(p), B64(q)(ii), B66 and B67 of IFRS 3 Business Combinations
- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
 - paragraph 79(a)(iv) of IAS 1;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures
- 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

2.3 Exemption from preparing consolidated financial statements

The Company is a parent Company that is also a subsidiary included in the consolidated financial statements of its immediate parent undertaking established under the law of an EEA state and is therefore exempt from the requirement to prepare consolidated financial statements under section 400 of the Companies Act 2006.

2.4 Valuation of investments

Investments in subsidiary undertakings are measured at cost less accumulated impairment.

Impairment

Investments are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount might not be recoverable. An impairment loss is recognised for the amount by which the investment's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an investment's fair value less costs of disposal and value in use. For the purposes of assessing impairment, investments are assessed at the lowest levels for which there are largely independent cash inflows (cash-generating units). Prior impairments of non-financial assets are reviewed for possible reversal at each reporting date.

3. Judgements in applying accounting policies and key sources of estimation uncertainty

There are no judgements or key sources of estimation uncertainty involved in the preparation of these financial statements.

DIRECT HEALTHCARE GROUP HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020**

4. Auditor's remuneration

	2020 £	2019 £
Fees payable to the Company's auditor and its associates for the audit of the Company's annual financial statements	-	10,000

Fees payable to the Company's auditor for the audit of the Company's annual financial statements for the current financial year are borne by another group Company.

The Company has taken advantage of the exemption not to disclose amounts paid for non audit services as these are disclosed in the group accounts of the parent Company.

5. Employees

The Company has no employees other than the directors, who did not receive any remuneration (2019 - £NIL).

6. Fixed asset investments

	Investments in subsidiary companies £
Cost or valuation	
At 1 April 2019	100
At 31 March 2020	100
Net book value	
At 31 March 2020	100
At 31 March 2019	100

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Registered office	Principal activity	Class of shares	Holding
Direct Healthcare Group Management Limited	UK	Holding company	Ordinary	100%

DIRECT HEALTHCARE GROUP HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020**

6. Fixed asset investments (continued)**Subsidiary undertakings (continued)**

Name	Registered office	Principal activity	Class of shares	Holding
Direct Healthcare Group Limited*	UK	Design and manufacture of equipment to the medical industry	Ordinary	100%
Nightingale Care Beds Limited*	UK	Sale, rental, repair and refurbishment of medical equipment Nightingale Care Beds Limited	Ordinary	100%
The Kirton Healthcare Group Limited*	UK	Design and manufacture of furniture	Ordinary	100%
Poshchair Medical Limited*	UK	Rental service of medical equipment	Ordinary	100%
Qbitus Products Limited*	UK	Manufacture of wheelchair and accessories	Ordinary	100%
Direct Healthcare Group PTY Limited*	Australia	Dormant	Ordinary	100%
Direct Healthcare Services Limited*	UK	Dormant	Ordinary	100%

* indirect subsidiary undertaking via Direct Healthcare Group Management Limited.

DIRECT HEALTHCARE GROUP HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020**

7. Debtors

	2020 £	2019 £
Amounts owed by group undertakings	<u>17,542</u>	<u>17,542</u>

8. Share capital

	2020 £	2019 £
Alloted, called up and fully paid		
6,125 (2019: 6,125) A shares of £0.01 each	61.25	61.25
393 (2019: 393) A2 shares of £0.05 each	19.65	19.65
448 (2019: 448) B shares of £0.01 each	4.48	4.48
449 (2019: 449) B1 shares of £0.01 each	4.49	4.49
110 (2019: 110) C shares of £0.10 each	11.00	11.00
287 (2019: 287) D shares of £0.01 each	2.87	2.87
138 (2019: 138) D1 shares of £0.01 each	1.38	1.38
500 (2019: 500) E shares of £0.01 each	5.00	5.00
343 (2019: 343) E1 shares of £0.01 each	3.43	3.43
749 (2019: 749) F shares of £0.05 each	37.45	37.45
359 (2019: 359) F1 shares of £0.05 each	17.95	17.95
100 (2019: 100) G shares of £0.01 each	1.00	1.00
	<u>169.95</u>	<u>169.95</u>

The table below shows the rights to the existing share classes:

Class of Shares	Dividends	Voting rights
A	Rank equally	Yes (one vote on a show of hands and one vote per share on a poll)
A2	Rank equally	No
B	Rank equally	Yes (one vote on a show of hands and one vote per share on a poll)
C	Rank equally	Yes (the C shares as a class hold 5% of all votes capable of being cast)
D	Rank equally	No
E	Rank equally	No
F	Rank equally	Yes (each holder of F shares shall hold 5% of all votes capable of being cast)
G	Rank equally	No

9. Reserves

Share premium account

The share premium account includes any premiums received on issue of share capital. Any transaction costs associated with the issuing of shares are deducted from share premium.

DIRECT HEALTHCARE GROUP HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020**

10. Ultimate controlling party

The company's immediate parent undertaking is DHG Bidco Limited, an entity incorporated in England and Wales. DHG Bidco Limited heads the largest and smallest group into which the results of this company are consolidated. The consolidated financial statements of this group are available from their offices at 6-10 Withey Court, Western Industrial Estate, Caerphilly, Mid Glamorgan, CF82 1BF.

The ultimate parent company company is DHG Holdco Sarl, an entity incorporated in Luxembourg. The ultimate controlling party is Archimed SAS, an entity incorporated in France.