

EMED GROUP MIDCO LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022

EMED GROUP MIDCO LIMITED

COMPANY INFORMATION

Directors	R J Harvey M Kerins C Smith S Pattni (resigned 15 August 2022)
Registered number	13118178
Registered office	3rd Floor 22 Cross Keys Close London W1U 2DW
Independent auditor	MHA Maidstone United Kingdom

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**STRATEGIC REPORT
FOR THE YEAR ENDED 31 DECEMBER 2022**

Introduction

The directors present their Annual Report, consisting of the Strategic Report and the Directors' Report, and the audited financial statements of EMED Group Midco Limited ("the company") for the year ended 31 December 2022.

The company changed its name from "Leto 2021 Midco Limited" to the name listed on these financial statements on 8 May 2023.

Business review

The company is an investment holding company. At the year end, the company reported a profit of £1,507,468 (2021 - £225,099) and had net liabilities of £440,757 (2021 - net assets of £25,101).

Principal risks and uncertainties

As an investment holding company, the principal risk that the company is exposed to is the recoverability of its investment values. The directors carry out annual impairment reviews of these investments and regular performance reviews of the underlying businesses.

The credit, liquidity and cash flow risks are managed on a group-wide basis. Due to the limited level of activity of the company, these risks are considered to be low.

Financial key performance indicators

Given the straightforward nature of the business, the company's directors are of the opinion that analysis using

KPIs is not necessary for an understanding of the development, performance or position of the company.

Directors' statement of compliance with duty to promote the success of the Company

With most principal decisions being made at group level, and considering the limited activity in the company, the main way in which the directors can be seen to have acted in good faith and a way most likely to promote the success of the company for the benefit of its members as a whole, is in the decisions taken around dividend policy during the year ended 31 December 2022.

Dividends are declared and paid across the group as and when required to facilitate the strategic and financial objectives of the group.

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

R J Harvey

Director

Date: 20 September 2023

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2022**

The directors present their report and the financial statements for the year ended 31 December 2022.

Directors' responsibilities statement

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 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 for the Company's financial statements 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 to 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.

Results and dividends

The profit for the year, after taxation, amounted to £1,507,468 (2021 - £225,099).

During the year dividends of £1,973,326 (2021 - £200,000) were declared and paid.

Directors

The directors who served during the year were:

R J Harvey
M Kerins
C Smith
S Pattni (resigned 15 August 2022)

Future developments

There are no planned changes to the operations of the business.

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022**

Greenhouse gas emissions, energy consumption and energy efficiency action

Details of energy and carbon usage reporting requirements for the Company are met by combining the Company activities with fellow group companies into one energy report. Details can be found in the financial statements of EMED Group Holdings Limited, the ultimate parent company.

Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

The auditor, MHA, 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 J Harvey

Director

Date: 20 September 2023

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF EMED GROUP MIDCO LIMITED

Opinion

We have audited the financial statements of EMED Group Midco Limited (the 'Company') for the year ended 31 December 2022, which comprise the Statement of comprehensive income, the Balance sheet, the Statement of changes in equity and the related notes, 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 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 2022 and of its profit 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 United Kingdom, including the Financial Reporting Council'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

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF EMED GROUP MIDCO LIMITED (CONTINUED)

Other information

The other information comprises the information included in the Annual Report other than the financial statements and our Auditor's report thereon. The directors are responsible for the other information contained within the Annual Report. 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. 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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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.

Opinion on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

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

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

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

Responsibilities of directors

As explained more fully in the Directors' responsibilities statement set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF EMED GROUP MIDCO LIMITED (CONTINUED)

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- Enquiry of management, those charged with governance around actual and potential litigation and claims;
- Performing audit work over the risk of management override of controls, including testing of journal entries

and other adjustments for appropriateness, evaluating the business rationale of significant transactions

outside the normal course of business and reviewing accounting estimates for bias;

- Reviewing minutes of meetings of those charged with governance;
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance

with applicable laws and regulations; and

- Maintaining professional scepticism throughout the course of our audit work.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF EMED GROUP MIDCO LIMITED (CONTINUED)

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an Auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Duncan Cochrane-Dyet BSc BFP FCA (Senior Statutory Auditor)
for and on behalf of

MHA

Statutory Auditor
Maidstone
United Kingdom

20 September 2023

MHA is the trading name of MacIntyre Hudson LLP, a limited liability partnership in England and Wales (registered number OC312313)

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2022

	Note	2022 £	2021 £
Administrative expenses		(10,590)	-
Operating (loss)/profit		(10,590)	-
Income from fixed assets investments	6	2,523,326	765,000
Interest payable and similar expenses	7	(1,005,268)	(539,901)
Profit before tax		1,507,468	225,099
Profit for the financial year		1,507,468	225,099

There were no recognised gains and losses for 2022 or 2021 other than those included in the statement of comprehensive income.

There was no other comprehensive income for 2022 (2021:£NIL).

The notes on pages 11 to 16 form part of these financial statements.

BALANCE SHEET
AS AT 31 DECEMBER 2022

	Note	2022 £	2021 £
Fixed assets			
Investments	9	2	2
Current assets			
Debtors: amounts falling due within one year	10	20,606,650	16,109,998
		<u>20,606,650</u>	<u>16,109,998</u>
Creditors: amounts falling due within one year	11	(21,047,409)	(16,084,899)
		<u>(440,759)</u>	<u>25,099</u>
Net current (liabilities)/assets			
		<u>(440,757)</u>	<u>25,101</u>
Total assets less current liabilities			
		<u>(440,757)</u>	<u>25,101</u>
Net (liabilities)/assets			
		<u>(440,757)</u>	<u>25,101</u>
Capital and reserves			
Called up share capital	12	-	-
Share premium account		2	2
Profit and loss account		(440,759)	25,099
		<u>(440,757)</u>	<u>25,101</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 20 September 2023.

R J Harvey
Director

The notes on pages 11 to 16 form part of these financial statements.

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2022**

	Share premium account £	Profit and loss account £	Total equity £
Comprehensive income for the year			
Profit for the year	-	225,099	225,099
Total comprehensive income for the year	-	225,099	225,099
Dividends: Equity capital	-	(200,000)	(200,000)
Shares issued during the year	2	-	2
Total transactions with owners	2	(200,000)	(199,998)
At 1 January 2022	2	25,099	25,101
Comprehensive income for the year			
Profit for the year	-	1,507,468	1,507,468
Total comprehensive income for the year	-	1,507,468	1,507,468
Dividends: Equity capital	-	(1,973,326)	(1,973,326)
Total transactions with owners	-	(1,973,326)	(1,973,326)
At 31 December 2022	<u>2</u>	<u>(440,759)</u>	<u>(440,757)</u>

The notes on pages 11 to 16 form part of these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

1. General information

EMED Group Midco Limited is a private company limited by shares and is incorporated in England & Wales in the United Kingdom. The address of the registered office is 3rd Floor, 22 Cross Keys Close, London, United Kingdom W1U 2DW.

The financial statements have been presented in GBP and rounded to the nearest £1.

The company changed its name from "Leto 2021 Midco Limited" to the name listed on these financial statements on 8 May 2023.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102 ('FRS 102'), the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 FRS 102 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102:

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of EMED Group Holdings Limited as at 31 December 2022 and these financial statements may be obtained from 3rd Floor, 22 Cross Keys Close, London, United Kingdom, W1U 2DW.

2.3 Exemption from preparing consolidated financial statements

The Company is a parent company that is also a wholly-owned subsidiary included in the consolidated financial statements of a larger group by a parent undertaking established under the law of the United Kingdom and is therefore exempt from the requirement to prepare consolidated financial statements under section 400 of the Companies Act 2006.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

2. Accounting policies (continued)

2.4 Going concern

The directors make reference to the fact the net liability position at the year end. This is attributable to dividends paid based on the interim management accounts at the time but subsequently resulted in insufficient distributable reserves based on the final management accounts information. This has been resolved after the year end and therefore the directors have concluded that there are no material uncertainties in the company's ability to continue as a going concern. Pertinent to this is that the Company forms a link to the ownership structure of a profitable group, and there are no concerns over the group's going concern status. Accordingly the financial statements have been prepared on a going concern basis accordingly.

2.5 Investment income

Income from investments is recognised in the profit and loss when it falls due.

2.6 Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.7 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.8 Debtors

Short-term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.9 Creditors

Short-term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

2. Accounting policies (continued)**2.10 Financial instruments**

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or in case of an out-right short-term loan that is not at market rate, the financial asset or liability is measured, initially at the present value of future cash flows discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost, unless it qualifies as a loan from a director in the case of a small company, or a public benefit entity concessionary loan.

2.11 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

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

There have been no material judgements made by management in preparing these financial statements.

4. Auditor's remuneration

Fees payable to the company's auditor for the audit of the company's annual financial statements have been borne by Ezeec Medical Transport Services - trading as EMED Group Limited, an indirect subsidiary undertaking.

5. Employees

The average monthly number of employees, including the directors, during the year was as follows:

	2022 No.	2021 No.
	4	4
Directors		

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

6. Income from investments

	2022 £	2021 £
Dividends received from subsidiary undertaking	2,523,326	765,000
	<u>2,523,326</u>	<u>765,000</u>

7. Interest payable and similar expenses

	2022 £	2021 £
Other loan interest payable	1,005,268	539,901
	<u>1,005,268</u>	<u>539,901</u>

8. Dividends

	2022 £	2021 £
Dividends paid to parent undertaking	1,973,326	200,000
	<u>1,973,326</u>	<u>200,000</u>

During the year the dividends shown above was declared and paid, based on interim management accounts information. With the benefit of final management accounts information, the directors were made aware that the company did not have sufficient distributable reserves to make this distribution. This has been resolved after the year end.

9. Fixed asset investments

	Investments in subsidiary companies £
Cost or valuation	
At 1 January 2022	2
	<u>2</u>
At 31 December 2022	<u>2</u>

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**
Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Registered office	Class of shares	Holding
EMED Group Subco Limited	3rd Floor, 22 Cross Keys Close, London, United Kingdom, W1U 2DW	Ordinary	100 %
*EMED Group Limited	3rd Floor, 22 Cross Keys Close, London, United Kingdom, W1U 2DW	Ordinary	100 %
*EMED Holdings Limited	3rd Floor, 22 Cross Keys Close, London, United Kingdom, W1U 2DW	Ordinary	100 %
*Ezec Medical Transport Services - Trading as EMED Group Limited	3rd Floor, 22 Cross Keys Close, London, United Kingdom, W1U 2DW	Ordinary	100 %

*The interest in these subsidiaries is held indirectly through wholly owned subsidiary undertakings.

10. Debtors

	2022 £	2021 £
Amounts owed by group undertakings	20,606,650	16,109,998
	<u>20,606,650</u>	<u>16,109,998</u>

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

11. Creditors: Amounts falling due within one year

	2022 £	2021 £
Loan notes	10,418,495	8,644,998
Amounts owed to group undertakings	10,628,914	7,439,901
	<u>21,047,409</u>	<u>16,084,899</u>

Amounts owed to group undertakings are interest free and repayable on demand.

Loan notes are due within one year, are unsecured and subject to compounding interest of 12% per annum. The balance includes compound interest of £1,545,169.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

12. Share capital

	2022	2021
	£	£
Allotted, called up and fully paid		
2 (2021 - 2) Ordinary shares of £0.01 each	<u>-</u>	<u>-</u>

The Ordinary shares have attached to them full voting, dividend and capital distribution (including upon winding up) rights; they do not confer any rights of redemption.

13. Parent undertaking and ultimate controlling party

The immediate and ultimate parent undertaking, and parent of the largest and smallest group for which consolidated accounts are available, is EMED Group Holdings Limited. A company registered in England and Wales, at 3rd Floor 22 Cross Keys Close, London, United Kingdom, W1U 2DW.

The consolidated accounts are available from this address, or from the Companies House website.

The ultimate controlling party is considered to be Cairngorm Capital Partners III LLP.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.