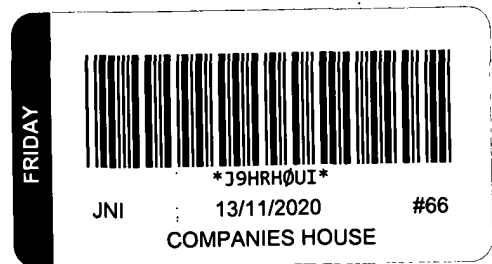


Aquilant Endoscopy Limited

Directors' report and financial statements

15 month period ended 30 December 2019 .

Registered number: 03402556



Aquilant Endoscopy Limited

Directors' report and financial statements

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Aquilant Endoscopy Limited

Directors and other information

Directors

P Kalverboer (resigned 3 October 2018)
R Dew
D Frederick (appointed 3 October 2018)
PJ Owens (resigned 21 June 2019)
T Rodgers (appointed 21 June 2019)

Company secretary

PJ Owens (Resigned 21 June 2019)
T Rodgers (appointed 21 June 2019)

Registered office

Aquilant House
Unit B1-B2 Bond Close
Kingsland Business Park
Basingstoke
RG24 8PZ
England

Independent auditors

KPMG
Chartered Accountants
85 South Mall
Cork

Bankers

NatWest Bank plc
6 Grange Road West
Charing Cross
Birkenhead
CH41 4DF
United Kingdom

Solicitors

Eversheds Sutherland
1 Wood Street
London
EC2V 7WS
United Kingdom

Registered number

3402556

Aquillant Endoscopy Limited

Strategic report

Principal activities

The principal activities of the company during the 15 month period ended 30 December 2019 continued to be the sale and servicing of medical equipment, primarily flexible endoscopes.

Business review

The results for the period are set out in the key performance indicators as shown below.

The company's turnover increased 30.4% from £8,129,872 in FY 18 to £10,603,103 in FY19.

Gross margin increased 16.5% from £3,178,222 in FY 18 to £3,701,607 in FY 19. Percentage gross margin trading decreased from 39.1% in FY 18 to 34.9% in FY 19, due to a change in the sales mix.

Profit before tax increased 107% from £342,710 in FY 18 to £709,606 in FY 19. Profit before tax as a percentage of turnover increased from 4.2% in FY 18 to 6.7% in FY 19, as a result of the sales mix change enhanced by strong cost controls implemented by management across the business.

Principal risks and uncertainties

The company has a comprehensive system of risk management and internal controls, which form an integral part of the business process. The risks and uncertainties which are currently judged to have the greatest impact on the company's performance are noted below.

The market for the supply of endoscopes in the United Kingdom is highly competitive. The company must therefore compete successfully against the market leader if it is to increase sales and profitability.

The company relies on one distribution agreement for a large proportion of its income, the loss of which would adversely affect profitability.

The success of the company is built on a strong, technically experienced sales and management team committed to achieving superior performance. The loss of key personnel may also have a negative impact on company performance.

Financial risk management objectives and policies

The management of financial risks facing the company is governed by policies reviewed and approved by the board of directors. These policies primarily cover liquidity risk, credit risk and currency risk. The primary objective of the company's policies is to minimise financial risk at a reasonable cost. The company does not trade in financial instruments.

Economic risk

COVID-19

First reported in January 2020 a novel strain of coronavirus ("Covid-19") which first surfaced in China has met the scientific definition of a pandemic, impacting a number of countries globally.

The spread of the COVID-19 outbreak has caused severe disruptions in the Irish and global economy and financial markets and has the potential to create widespread business continuity issues of an as yet unknown magnitude and duration. Many countries, including Ireland and the UK, have reacted by instituting quarantines, mandating business and school closures and restricting travel. Many experts predict that the outbreak will trigger a period of global economic slowdown or a global recession.

Aquillant Endoscopy Limited

Strategic report *(continued)*

Financial risk management objectives and policies *(continued)*

Economic risk (continued)

We are closely monitoring the potential impact of COVID-19 on our 2020 financial results and cashflows. Whilst Covid-19 has had an impact on specific divisions within the Group, the overall company financial performance has not been adversely impacted by Covid-19. Our top priority remains the health and safety of our staff and customers.

Based on information provided by the Government, the NHS, the WHO and also available publicly, we are taking a number of measures to reduce any potential impact on our operations to ensure business continuity through this period.

Brexit

The decision of the United Kingdom (UK) to exit the European Union (EU) at the end of the agreed transition period on the 31st December 2020 ("Brexit") poses a significant uncertainty on trading arrangements both between UK and Ireland and between UK and other international markets. In particular, this risk is heightened as a consequence of the failure of agreement to date on post transition trading arrangements between UK and EU.

The uncertainty of the final Brexit outcome means that the full financial impact of continuing to comply with regulations and customer arrangements are not yet clear. These changes may affect the Company's operations and financial results.

The company has undertaken an extensive review of possible Brexit impacts and implemented a comprehensive contingency set of actions to minimise any commercial Brexit impact. A Brexit project team has been established to identify risks and mitigations.

As a prime mitigation, the company has substantial warehousing facilities spread geographically across Republic of Ireland and UK. The company has also increased stockholding of products to minimise the impact of any disruption to existing supply chains and has positioned stock for the UK market in its Basingstoke facility.

The company continues to engage with the relevant UK regulatory authorities in relation to Brexit preparations and requirements. The company is well positioned to meet the challenges that Brexit will impose.

Liquidity risk

The company uses cash resources to finance its operations. The company ensures that it has sufficient financing facilities available through cash flow generated from operating activities or from group borrowings, if required, to meet its projected funding requirements.

Credit risk

Trade debtors and creditors arise from operations on normal terms.

Aquillant Endoscopy Limited

Strategic report *(continued)*

Financial risk management objectives and policies *(continued)*

Currency risk

The company has purchases of goods and services denominated in currencies other than pounds sterling. The company manages said payments through operation of other denominated currency bank accounts. As a result of the level of the company's non-pound sterling purchases, financial assets and financial liabilities, and cash flows can be affected by movements in exchange rates. If significant, the company would need to mitigate its exposure by entering into forward currency contracts.

By order of the board



T Rodgers
Director

16 October 2020

Aquilant Endoscopy Limited

Directors' report

The directors present herewith their report and the audited financial statements for the 15 month period ended 30 December 2019.

Results for the period and state of affairs at period ended 30 December 2019

The profit and loss account and other comprehensive income for the 15 month period ended 30 December 2019 and balance sheet at that date are set out on pages 11 and 12. During the period, the company made a profit of £524,136 (30 September 2018: £341,829). Shareholder's funds at 30 December 2019 amounted to £3,592,981 (30 September 2018: £3,068,846).

Dividends

The directors do not propose to pay a dividend for the period (2018: £Nil).

Directors and company secretary

The directors who served during the period were:

P Kalverboer (resigned 3 October 2018)
R Dew
D Frederick (appointed 3 October 2018)
PJ Owens (resigned 21 June 2019)
T Rodgers (appointed 21 June 2019)

On 21 June 2019 P J Owens resigned as company secretary and T Rodgers was appointed.

Political contributions

The company did not make any political contributions or incur any political expenditure that require disclosure during the period (2018: £Nil).

Going concern

The financial statements have been prepared on a going concern basis. The Directors have reviewed the current position and cash flow projections of the company. These projections take into account the potential impact of the Covid-19 pandemic as outlined in the "Principal Risks and Uncertainties" section of the directors' report. The company has net assets of £3,592,981 and net current assets of £3,372,279, which includes an intercompany receivable of £4,308,091 as at 30 December 2019. Given the financial interdependency with other Group companies the Directors have also considered the work carried out by Group management as to the impact of COVID-19 which included updating the Group's going concern assessment from the year end focusing on cash flow and the ability of the Group to meet known the potential liabilities. Based on this, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future at the time of approving the financial statements.

Disclosure of information to auditor note

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.

Aquillant Endoscopy Limited

Directors' report *(continued)*

Post balance sheet events

As noted in the Principal Risks and Uncertainties section of the strategic report, the Covid-19 pandemic is a significant event after the balance sheet date. This is a non-adjusting event and an estimate of the financial effect cannot be made at this point in time, as the situation remains a rapidly evolving one.

Period of financial statements

During the period, the accounting period of the company was changed to align the reporting date with that of its holding company. The current period's financial statements cover the period from 1 October 2018 to 30 December 2019. The prior period comparatives cover the financial year from 1 October 2017 to 30 September 2018.

Auditor

The auditor, KPMG, Chartered Accountants, have expressed their willingness to continue in office and, in accordance with Section 487 of the Companies Act 2006, a resolution for their re-election will be proposed at the Annual General Meeting.

On behalf of the board



T Rodgers
Director

16 October 2020

Aquilant Endoscopy Limited

Statement of directors' responsibilities in respect of the directors' report and the financial statements

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

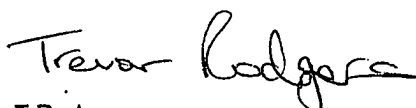
Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

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 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 controls 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.

On behalf of the board



T Rodgers
Director

16 October 2020



KPMG
Audit
85 South Mall
Cork
T12 A3XN
Ireland

Independent auditor's report to the members of Aquilant Endoscopy Limited

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Aquilant Endoscopy Limited ("the Company") for the 15 month period ended 30 December 2019 set out on pages 11 to 26, which comprise the profit and loss account and other comprehensive income, the balance sheet, the statement of changes in equity and related notes, including the summary of significant accounting policies set out in note 2. The financial reporting framework that has been applied in their preparation is UK Law and FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

In our opinion, the accompanying financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 December 2019 and of its profit for the period then ended;
- have been properly prepared in accordance with FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- have been properly 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 ethical requirements that are relevant to our audit of financial statements in the UK, including the Financial Reporting Council (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.

We have nothing to report on going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that 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 its 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 Company will continue in operation.



KPMG
Audit
85 South Mall
Cork
T12 A3XN
Ireland

Independent auditor's report to the members of Aquilant Endoscopy Limited (continued)

Report on the audit of the financial statements (continued)

Other information

The directors are responsible for the other information presented in the Annual Report together with the financial statements. The other information comprises the information included in the strategic and directors' report. The financial statements and our auditor's report thereon do not comprise part of the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information 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 other information.

Based solely on our work on the other information;

- we have not identified material misstatements in the directors' report or the strategic report;
- in our opinion, the information given in the directors' report and the strategic report is consistent with the financial statements; and
- in our opinion, the directors' report and the strategic report have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under 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;
- the financial statements are not in agreement with the accounting records and returns;
- 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.

Respective responsibilities and restrictions on use

Responsibilities of directors for the financial statements

As explained more fully in the directors' responsibilities statement set out on page 7, the directors are responsible for: the preparation of the financial statements including 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.



KPMG
Audit
85 South Mall
Cork
T12 A3XN
Ireland

Independent auditor's report to the members of Aquilant Endoscopy Limited
(continued)

Respective responsibilities and restrictions on use *(continued)*

Auditor's responsibilities for the audit of the financial statements

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

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities

The purpose of our audit work and to whom we owe our responsibilities

Our 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.

20 October 2020

Celine Fox:
(Senior Statutory Auditor)
for and on behalf of KPMG Statutory Auditor
Chartered Accountants
85 South Mall
Cork

Aquillant Endoscopy Limited

Profit and loss account and other comprehensive income for the 15 month period ended 30 December 2019

	Note	15 month period ended 30 December 2019 £	Year ended 30 September 2018 £
Turnover – continuing operations	3	10,603,103	8,129,872
Cost of sales		(6,901,496)	(4,951,650)
Gross profit		3,701,607	3,178,222
Administrative expenses		(2,992,001)	(2,835,512)
Profit on ordinary activities before tax		709,606	342,710
Tax on profit on ordinary activities	8	(185,470)	(881)
Profit for the financial period/year		524,136	341,829
Other comprehensive income		-	-
Total comprehensive income for the period/year		524,136	341,829

The notes on pages 14 to 26 form part of these financial statements.

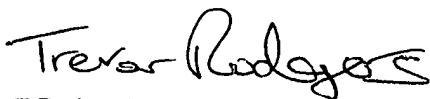
Aquilant Endoscopy Limited

Balance sheet

as at 30 December 2019

	Note	30 December 2019 €	30 September 2018 €
Fixed assets			
Tangible assets	9	220,702	617,979
		<u>220,702</u>	<u>617,979</u>
Current assets			
Stocks	10	892,541	913,493
Debtors: amounts falling due within one year	11	5,953,134	5,299,452
Cash at bank and in hand	12	273,743	217,777
		<u>7,119,418</u>	<u>6,430,722</u>
Creditors: amounts falling due within one year	13	(3,747,139)	(3,979,855)
Net current assets		<u>3,372,279</u>	<u>2,450,867</u>
Net assets		<u>3,592,981</u>	<u>3,068,846</u>
Capital and reserves			
Called up share capital	17	50	50
Capital redemption reserve		50	50
Other reserves		22,705	22,706
Profit and loss account		3,570,176	3,046,040
Shareholder's funds		<u>3,592,981</u>	<u>3,068,846</u>

These financial statements were approved by the board of directors on 16 October 2020 and were signed on its behalf by:



T Rodgers
Director

Registered number: 03402556

The notes on pages 14 to 26 form part of these financial statements.

Aquilant Endoscopy Limited

Statement of changes in equity

for the 15 month period ended 30 December 2019

	Called up share capital £	Capital redemption reserve £	Other reserves £	Profit and loss account £	Total equity £
At 1 October 2017	50	50	22,706	2,704,211	2,727,017
Profit for the year	-	-	-	341,829	341,829
At 30 September 2018	50	50	22,706	3,046,040	3,068,846
At 1 October 2018	50	50	22,706	3,046,040	3,068,846
Profit for the period	-	-	(1)	524,136	524,135
At 15 month period ended 30 December 2019	50	50	22,705	3,570,176	3,592,581

The notes on pages 14 to 26 form part of these financial statements.

Aquilant Endoscopy Limited

Notes

forming part of the financial statements

1 General information

Aquilant Endoscopy Limited ("the company") is a private limited company incorporated, domiciled and registered in the United Kingdom (UK). The registered office of the company is Aquilant House Unit B1-B2 Bond Close, Kingsland Business Park, Basingstoke, RG24 8PZ, England. The registered number of the company is 3402556.

2 Accounting policies

2.1 Introduction

A summary of the principal accounting policies, all of which have been applied consistently throughout the period and the preceding year, unless otherwise noted, are set out below.

2.2 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"). There have been no material departures from the standard. The presentation currency of these financial statements is British Pounds.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Primacy Healthcare 21 Limited, a parent undertaking of the Company, includes the company in its consolidated financial statements. The consolidated financial statements of Primacy Healthcare 21 Limited are prepared in accordance with FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* and are available to the public. 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

2.3 Measurement convention

The financial statements are prepared on the historical cost basis.

2.4 Going concern

The financial statements have been prepared on a going concern basis. The Directors have reviewed the current position and cash flow projections of the company. These projections take into account the potential impact of the Covid-19 pandemic as outlined in the "Principal Risks and Uncertainties" section of the directors' report. The company has net assets of £3,592,981 and net current assets of £3,372,279, which includes an intercompany receivable of £4,308,091 as at 30 December 2019. Given the financial interdependency with other Group companies the Directors have also considered the work carried out by Group management as to the impact of COVID-19 which included updating the Group's going concern assessment from the year end focusing on cash flow and the ability of the Group to meet known the potential liabilities. Based on this, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future at the time of approving the financial statements.

Aquilant Endoscopy Limited

Notes (continued)

2 Accounting policies (continued)

2.5 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Sales of goods

Revenue from sale of goods is recognised when all of the following conditions are satisfied:

- the company has transferred the significant risks and rewards of ownership to the buyer;
- the company retains neither continuing marginal involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the company will receive the consideration due under the transaction; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

2.6 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

During the year, the company changed the useful lives of its fixed assets in order to align with the Group. The impact of this change in useful lives can be seen in note 4.

Depreciation is provided on the following basis:

	30 December 2019	30 September 2018
Fixtures, fittings and equipment	20%	10%
Software and development	20%	20%

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the statement of comprehensive income.

Aquillant Endoscopy Limited

Notes (continued)

2 Accounting policies (continued)

2.7 Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a first in, first out basis. Work in progress and finished goods include labour and attributable overheads.

At each balance sheet date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in profit or loss.

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 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.10 Creditors

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.11 Foreign currency translation

Functional and presentation currency

The company's functional and presentational currency is British Pounds (£).

Transactions and balances

Foreign currency transactions are translated into functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value is determined.

2.12 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. Dividends on shares recognised as liabilities are recognised as expenses and classified within interest payable.

Aquillant Endoscopy Limited

Notes (continued)

2 Accounting policies (continued)

2.13 Operating leases: the company as lessee

Rentals paid under operating leases are charged to the profit and loss account and other comprehensive income on a straight line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the lease term, unless another systematic basis is representative of the time pattern of the lessee's benefit from the use of the leased asset.

2.14 Retirement benefit obligations

Defined contribution pension plan

The company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the company pays fixed contributions into a separate entity. Once the contributions have been paid the company has no further payment obligations.

The contributions are recognised as an expense in the profit and loss account and other comprehensive income when they fall due. Amounts not paid are shown in accruals as a liability in the balance sheet. The assets of the plan are held separately from the company in independently administered funds.

2.15 Provisions for liabilities

Provisions are made where an event has taken place that gives the company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the profit and loss account and other comprehensive income in the period that the company becomes aware of the obligation, and are measured at the best estimate at the statement of financial position date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the balance sheet.

2.16 Current and deferred taxation

The tax expense for the period comprises current and deferred tax.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that:

- the recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

2.17 Critical accounting judgements and key sources of estimation uncertainty

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the period. However, the nature of estimation means that actual outcomes could differ from those estimates. Judgements or key sources of estimation uncertainty that have a material impact on these financial statements include:

Aquillant Endoscopy Limited

Notes (continued)

2 Accounting policies (continued)

2.17 Critical accounting judgements and key sources of estimation uncertainty (continued)

Useful economic lives of tangible fixed assets

The annual depreciation charge for tangible fixed assets is sensitive to changes in the estimated useful economic lives and residual values of the assets. The useful economic lives and residual values are re-assessed annually. They are amended when necessary to reflect current estimates based on technological advancement, future investments, economic utilisation and the physical condition of the assets. See note 10 for the carrying amount of the tangible fixed assets, and note 2.6 for the useful economic lives for each class of assets.

Valuation of stocks

Stocks are measured at the lower of cost and net realisable value. The company's policy is to hold stocks at original cost and create a stocks provision where evidence exists that indicates net realisable value is below cost for a particular item of stocks. Damaged, slow-moving or obsolete stocks are typical examples of such evidence.

3 Turnover

Turnover represents the amounts derived from the provision of services which fall within the company's ordinary activities, stated net of trade discounts, trade rebates and exclusive of VAT and other sales taxes or duties.

	15 month period ended 30 December 2019 £	Year ended 30 September 2018 £
An analysis of turnover by class of business is as follows:		
Sales and servicing of medical equipment	10,603,103	8,129,872
	<hr/>	<hr/>
	15 month period ended 30 December 2019 £	Year ended 30 September 2018 £
Analysis of turnover by country of destination:		
United Kingdom	10,603,103	8,129,872
	<hr/>	<hr/>

All turnover arose within the United Kingdom.

Aquilant Endoscopy Limited

Notes (continued)

4 Profit on ordinary activities before taxation

The profit on ordinary activities before taxation is stated after charging:

	30 December 2019 £	30 September 2018 £
Align depreciation to group policy	5,741	-
Depreciation	660,685	292,356
Operating lease charge – rent	37,478	31,080
Operating lease charge – motor vehicles	122,966	76,492
Exchange (gain)	(5,024)	(14,227)
Loss on disposal of fixed asset	2,400	-
	<u> </u>	<u> </u>

5 Employees

Staff costs were as follows:

	30 December 2019 £	30 September 2018 £
Wages and salaries	1,498,371	1,114,443
Social security	186,565	136,780
Health insurance	-	24,652
Cost of defined contribution pension scheme	57,306	36,003
	<u> </u>	<u> </u>
	1,742,242	1,311,878
	<u> </u>	<u> </u>

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

	30 December 2019 No.	30 September 2018 No.
Administration	4	3
Sales representative	25	24
	<u> </u>	<u> </u>
	29	27
	<u> </u>	<u> </u>

6 Auditor's and directors' remuneration

The auditor's and directors' remuneration have been borne by another group company in the current period and prior year.

Aquillant Endoscopy Limited

Notes (continued)

7 Directors' remuneration

	15 month period ended 30 December 2019 £	Year ended 30 September 2018 £
Remuneration and other emoluments	120,841	-
	<u>120,841</u>	<u>-</u>

The company has not paid any fees or other remuneration to directors related to the directorship role they provided to the company as part of their group wide executive management role. The above amounts are an estimated allocation of the emoluments paid or payable to those individuals in relation to their group wide executive management role. The estimated allocation is based on an estimate of the qualifying services, including management of the affairs of the company, they provided during the financial year.

8 Taxation

	15 month period ended 30 December 2019 £	Year ended 30 September 2018 £
<i>Corporation tax</i>		
Current tax on profits for the period/year	136,577	-
Adjustments in respect of previous years	98,987	21
Total current tax	<u>235,564</u>	<u>21</u>
<i>Deferred tax</i>		
Origination and reversal of timing differences	(50,090)	960
Changes to tax rates	-	(100)
Adjustment in respect of prior years	(4)	-
Total deferred tax	<u>(50,094)</u>	<u>860</u>
Taxation on profit on ordinary activities	<u>185,470</u>	<u>881</u>

Aquilant Endoscopy Limited

Notes (continued)

8 Taxation (continued)

Factors affecting tax charge for the period/year

The tax assessed for the period is higher than (2018: *higher than*) the standard rate of corporation tax in the UK of 19%. The differences are explained below:

	15 month period ended 30 December 2019 £	Year ended 30 September 2018 £
Profit on ordinary activities before tax	709,606	342,710
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19%	134,825	65,115
<i>Effects of:</i>		
Expenses not deductible for tax and other purposes	1,177	1,134
Adjustments to tax charge in respect of prior years	98,983	19
Impact of change in tax rates	-	(101)
Group relief received	-	(65,286)
Deferred tax adjustment	(49,515)	-
Total tax charge for the period/year	185,470	881

Factors that may affect future tax charges

UK corporation tax rate is to remain at 19% with effect from 1 April 2020, rather than reducing to 17% as previously enacted. This was substantively enacted on 17 March 2020. For balance sheets prepared to a date prior to 17 March 2020 (e.g. 31 December 2019 year ends), this is a non-adjusting subsequent event, with disclosure required if the effect will be significant.

Aquillant Endoscopy Limited

Notes (continued)

9 Tangible fixed assets

	Fixtures, fittings and equipment £	Software and development £	Total £
Cost or valuation			
At 1 October 2018	3,680,319	71,944	3,752,263
Additions	270,044	1	270,045
Disposals	(311,843)	-	(311,843)
Reclassification	31,298	(31,298)	-
	<hr/>	<hr/>	<hr/>
At 30 December 2019	3,669,818	40,647	3,710,465
	<hr/>	<hr/>	<hr/>
Depreciation			
At 1 October 2018	3,086,417	47,867	3,134,284
Charge for the period on owned assets	648,378	18,048	666,426
Disposals	(310,947)	-	(310,947)
Reclassification	31,919	(31,919)	-
	<hr/>	<hr/>	<hr/>
At 30 December 2019	3,455,767	33,996	3,489,763
	<hr/>	<hr/>	<hr/>
Net book value			
At 30 December 2019	214,051	6,651	220,702
	<hr/>	<hr/>	<hr/>
At 30 September 2018	593,902	24,077	617,979
	<hr/>	<hr/>	<hr/>

During the period reclassifications were made between the two categories of asset noted above in order to correctly present their classification. This had no impact on net book value.

Aquilant Endoscopy Limited

Notes (continued)

10 Stocks	30 December 2019 £	30 September 2018 £
Finished goods and goods for resale	892,541	913,493

Replacement costs of stock

There are no material differences between the replacement cost of stock and the balance sheet amounts.

The value of finished goods recognised as cost of sales in the period amounted to £6,026,630 (2018: £2,467,273).

11 Debtors: amounts due within one year	30 December 2019 £	30 September 2018 £
Trade debtors	1,322,922	1,040,882
Amounts owed by group undertakings (a)	4,308,091	3,957,427
Prepayments and accrued income	58,173	76,724
Deferred taxation (note 15)	175,526	125,432
Corporation tax	88,422	98,987
	5,953,134	5,299,452

(a) Amounts owed by group undertakings are unsecured, interest free and repayable on demand.

12 Cash and cash equivalents	30 December 2019 £	30 September 2018 £
Cash at bank and in hand	273,743	217,777

Aquilant Endoscopy Limited

Notes (continued)

13 Creditors: amounts falling due within one year	30 December 2019 £	30 September 2018 £
Trade creditors (a)	880,192	551,302
Amounts owed to group undertakings (b)	149,081	-
Taxation and social security	89,939	38,976
Accruals and deferred income	2,388,584	2,499,526
Other creditors	-	6,865
Asset based lending facilities (note 14)	239,343	883,186
	3,747,139	3,979,855

(a) Trade creditors include amounts owing to suppliers who have purport to have title to goods supplied. Since the extent to which these creditors are effectively secured at any time depends on a number of conditions the validity of some of which is not readily determinable, it is not possible to indicate how much of the above amount is effectively secured by reservation of title.

(b) Amounts owed to group undertakings are unsecured, interest free and repayable on demand.

14 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.

Creditors: amounts falling due within one year	30 December 2019 £	30 September 2018 £
Asset based lending facilities	239,343	883,186

Asset based lending facilities is secured in favour of BNP Paribas Commercial Finance Limited by debenture over the fixed and floating assets of the company. BNP Paribas Commercial Finance Limited holds a cross company guarantee given by Healthcare 21 (UK) Limited, Tools for Living (Ireland) Limited, Lyncare Systems Limited, Primary Healthcare 21 (International) Limited, Primacy Healthcare 21 Holding Company, Medscope Limited, Healthcare Acquisition Limited, Aquilant Limited, Aquilant Endoscopy Limited, Aquilant Northern Ireland Limited, Aquilant Scientific (ROI) Limited, Aquilant Medical (ROI) Limited, Aquilant Pharmaceutical Limited and Aquilant Analytical Services Limited over the asset based lending facilities of Primacy Healthcare 21 Limited.

Terms and debt repayment

	Nominal Interest rate	Repayment schedule	30 December 2019 £	30 September 2018 £
Asset based lending facilities	1.5%/1.75% + Euribor	Monthly	239,343	883,186

Aquilant Endoscopy Limited

Notes (continued)

15 Pensions

Retirement benefits for persons providing services to the company are funded through both defined contribution retirement benefit schemes, the assets of which are vested in independent trustees for the benefit of such persons and their dependents. The retirement benefit costs charge in the statement of comprehensive income are set out in note 5.

16 Deferred taxation	30 December 2019 £	30 September 2018 £
At beginning of period/year	125,432	126,292
(Charge) to the profit or loss (note 8)	50,094	(860)
At end of period/year	175,526	125,432
	30 December 2019 £	30 September 2018 £
The deferred tax assets is made up as follows:		
Accelerated capital allowances	175,526	125,432
	30 December 2019 £	30 September 2018 £
17 Share capital		
Shares classified as equity		
<i>Authorised, allotted, called up and fully paid</i>		
50 ordinary shares of £1 each	50	50

18 Commitments under operating leases

At 30 December 2019 the company had future minimum lease payments under non-cancellable operating leases as follows:

	30 December 2019 £	30 September 2018 £
Car leases		
Not later than 1 year	-	72,836
Later than 1 year and not later than 5 years	-	82,349
	-	155,185

Aquillant Endoscopy Limited

Notes (continued)

18 Commitments under operating leases (continued)	30 December 2019 £	30 September 2018 £
Property rental		
Not later than 1 year	29,200	29,200
Later than 1 year and not later than 5 years	21,900	43,800
	<hr/> 51,100 <hr/>	<hr/> 73,000 <hr/>

19 Related party transactions

During the period, the company entered into transactions, in the ordinary course of business, with other group companies. The company has taken advantage of the exemption under FRS 102.331(a) not to disclose transactions with fellow wholly owned subsidiaries. There were no director's loans or other arrangements with directors in the period.

20 Post balance sheet events

As noted in the Principal Risks and Uncertainties section of the strategic report, the Covid-19 pandemic is a significant event after the balance sheet date. This is a non-adjusting event and an estimate of the financial effect cannot be made at this point in time, as the situation remains a rapidly evolving one.

21 Capital commitments and contingencies

The company had no capital commitments or contingencies at 31 December 2019 (2018: €nil).

22 Immediate and ultimate parent undertaking

Healthcare Acquisition Limited, an Irish incorporated and resident company, is the Company's parent undertaking, holding 100% of the equity capital of the Company. Primacy Healthcare 21 Limited, an Irish incorporated and resident company, is the parent undertaking of Healthcare Acquisition Limited.

The ultimate parent undertaking is Primacy Healthcare 21 Holding Company Unlimited Company, a company incorporated and resident in the Republic of Ireland, with a registered office of Unit 5, Westpoint Buildings, Westpoint Business Park, Ballincollig, Cork, Ireland.

23 Approval of financial statements

The board of directors approved these financial statements for issue on 16 October 2020.

Urban Life Manchester Limited
Filleted Financial Statements
for the financial year ended 31 December 2019

(As modified by Section 444 of
the Companies Act 2006)

Urban Life Manchester Limited

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Urban Life Manchester Limited
STATEMENT OF DIRECTORS' RESPONSIBILITIES
for the period ended 31 December 2019

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 they have elected to prepare the financial statements in accordance with 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 assets, liabilities and financial position of the Company and of its profit or loss 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 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 which disclose with reasonable accuracy at any time the assets, liabilities, financial position and profit or loss of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal controls 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. The directors are also responsible for preparing a directors' report that complies with the requirements of the Companies Act 2006.

On behalf of the board



L.P. Goodman
Director

22 September 2020



P. Brennan
Director

22 September 2020


Urban Life Manchester Limited
Company Number: 10634227
FILLETED BALANCE SHEET
as at 31 December 2019

	Notes	2019 £	2018 £
Current Assets			
Debtors	6	100	100
Net Current Assets		<u>100</u>	<u>100</u>
Total Assets less Current Liabilities		<u>100</u>	<u>100</u>
Capital and Reserves			
Called up share capital	7	100	100
Equity attributable to owners of the company		<u>100</u>	<u>100</u>


These accounts have been prepared and delivered in accordance with the provisions applicable to companies subject to the small companies regime.

The profit and loss account and directors' report have not been delivered to the Registrar of Companies in accordance with the special provisions applicable to companies subject to the small companies' regime.

These financial statements Urban Life Manchester Limited registered number 10634227 were approved by the board of directors on 18 September 2019 and were signed on its behalf by:-


L.P. Goodman
Director

22 September 2020


P. Brennan
Director

22 September 2020

Urban Life Manchester Limited
NOTES TO THE FILLETED FINANCIAL STATEMENTS
for the period ended 31 December 2019

1. GENERAL INFORMATION

Urban Life Manchester Limited is a company limited by shares incorporated in the United Kingdom. 6290 Bishops Court, Solihull Parkway, Birmingham Business Park, Birmingham B37 7YB is the registered office, which is also the principal place of business of the company.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Statement of compliance

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"). There have been no material departures from the standard. The presentation currency of these financial statements is Euro. The financial statements have been prepared on the going concern basis and in accordance with the historical cost convention.

The Company's ultimate holding undertaking, Urban Life Limited includes the Company in its consolidated financial statements. The consolidated financial statements of Urban Life Limited are available to the public and may be obtained from the Companies Registration Office, Dublin. As the consolidated financial statements of Urban Life Limited include the equivalent disclosures, the company 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.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Cash flow statement

The company has availed of the exemption in FRS 102 from the requirement to prepare a Cash Flow Statement because it is classified as a small company.

Presentational currency

These financial statements have been presented in sterling.

Going concern

The company is closely monitoring the evolution of COVID-19 virus in Ireland, however we do not expect there to be any impact on the financial position of the company. The Directors have reviewed financial projections prepared and considered the availability of future support. The financial statements have been prepared on a going concern basis which assumes adequate finance will be available for the foreseeable future and the directors believe that this is appropriate.

Significant accounting judgements and key sources of estimation uncertainty

At the balance sheet date there were no sources of estimation uncertainty that may cause material adjustments to the carrying amount of assets and liabilities within the next financial period.

Trade and other debtors

Trade and other debtors are initially recognised at transaction price less attributable transaction costs and thereafter stated at amortised cost using the effective interest method less impairment losses for bad and doubtful debts except where the effect of discounting would be immaterial. In such cases the receivables are stated at cost less impairment losses for bad and doubtful debts.

Urban Life Manchester Limited

NOTES TO THE FILLETED FINANCIAL STATEMENTS

for the period ended 31 December 2019

2. ACCOUNTING POLICIES (continued)

Taxation and deferred taxation

Current tax represents the amount expected to be paid or recovered in respect of taxable profits for the financial year and is calculated using the tax rates and laws that have been enacted or substantially enacted at the Balance Sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more tax in the future, or a right to pay less tax in the future. Timing differences are temporary differences between the company's taxable profits and its results as stated in the financial statements.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated at the rates of exchange ruling at the Balance Sheet date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated at the rates of exchange ruling at the date of the transaction. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. The resulting exchange differences are dealt with in the Profit and Loss Account.

3. PERIOD OF FINANCIAL STATEMENTS

During the prior period the accounting period of the company was changed to align the reporting date with that of its holding company. The current year's financial statements cover the period from 1 January 2019 to 31 December 2019. The prior period comparatives cover the financial year from 1 October 2017 to 31 December 2018.

4. STATUTORY AND OTHER INFORMATION

There was no remuneration paid to the directors in the current or prior period. Auditor's remuneration, including taxation and other services, is borne by a fellow group company. The company had no employees in the current or prior period.

5. TAX ON PROFIT ON ORDINARY ACTIVITIES

	2019 £	2018 £
Analysis of charge in the financial year		
Current tax:		
Corporation tax	-	-
Profit on ordinary activities before tax	-	-

No charge to tax arises as the company was not in receipt of any taxable income.

6. DEBTORS

	2019 £	2018 £
Amounts owed by group companies	100	100

Urban Life Manchester Limited
NOTES TO THE FILLETED FINANCIAL STATEMENTS
for the period ended 31 December 2019

7. SHARE CAPITAL			2019	2018
			£	£
Description	Number of shares	Value of units		
Allotted, called up and fully paid				
Ordinary shares of Stg £1 each	100	£1 each	<u>100</u>	<u>100</u>

The holder of the Ordinary Shares are entitled to receive dividends from time to time and are entitled to one vote per share at meetings of the company.

The directors' interests in the share capital of other group companies are as follows:

Name	Company	Class of Shares	Number Held At	
			31/12/19	01/01/19
Holdings in Parent Company				
L.P. Goodman	Urban Life Limited	Ordinary shares	<u>100</u>	<u>100</u>

8. RELATED PARTY TRANSACTIONS

There were no transactions with group companies during the current or prior period.

9. PARENT COMPANY

The immediate and ultimate parent is Urban Life Limited. Urban Life Limited is registered in the Republic of Ireland. Laurence P. Goodman, or entities controlled by him, have a beneficial interest in 100% of the company's issued share capital.

The largest group in which the results of the company are consolidated is that headed by Urban Life Limited, Upper Mell, Drogheda, Co. Louth. The consolidated financial statements of this group are available to the public and may be obtained from the Companies Registration Office, Dublin.

10. POST-BALANCE SHEET EVENTS

The outbreak of COVID 19 presents global challenges and uncertainties. The extent of COVID 19's severity, spread and likely duration remain largely unknown and its full impact on the Global and Irish economy is at present uncertain. However, to date this has not had a significant impact on the financial performance or position of the company. Subsequent to the year end, the company purchased a development site in Manchester. There have been no other significant events affecting the company since the year-end.

11. CAPITAL COMMITMENTS

The company had no capital commitments at 31 December 2019 (2018: €nil).

12. AUDIT REPORT

On 22 September 2020, KPMG reported, as auditors of Urban Life Manchester Limited, to the members on the Company's financial statements for the period ended 31 December 2019 which was unqualified and unmodified. The audit report from KPMG was signed by Cliona Mullen (Senior Statutory Auditor).