FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 APRIL 2013

FOR

MEDIVET GROUP LIMITED

(REGISTERED NUMBER 03481736)

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COMPANY INFORMATION FOR THE YEAR ENDED 30 APRIL 2013

DIRECTORS:

A S Levy G Carter

J Smithers K L Morris

SECRETARY:

A S Levy

REGISTERED OFFICE:

50 Seymour Street

London W1H 7JG

REGISTERED NUMBER

03481736 (England and Wales)

AUDITORS:

Grant Thornton UK LLP

Grant Thornton House

Melton Street Euston Square London NW1 2EP

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 30 APRIL 2013

The directors present their report with the financial statements of the company for the year ended 30 April 2013

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of the provision of veterinary services and the management of veterinary practices

REVIEW OF BUSINESS

The business continues to grow in the right direction with the inclusion of more individual practices to which the services are provided Turnover and profitability have also shown a good trend. The company has been successful in recruiting and retaining professional staff. The company has capitalised on the business opportunities available within the group and resources are utilised best by employing them flexibly for overall growth. The principal risks facing the company constitute market competitors, professional regulations and continuing bank support. To minimise these risks, the company is improving practice premises, hiring qualified staff and investing in information technology system. The company's complete reliance on its parent and subsidiary entities, for revenue generation is not considered a risk as it is part of the business model for the group under common control.

DIVIDENDS

No dividends will be distributed for the year ended 30 April 2013

DIRECTORS

The directors shown below have held office during the whole of the period from 1 May 2012 to the date of this report

A S Levy G Carter J Smithers K L Morris

Other changes in directors holding office are as follows

R M Leonard - resigned 17 January 2013 J Gladstone - resigned 17 January 2013

At 30 April 2013, all the issued share capital of the company was held by Medivet Partnership LLP, a partnership in which all the directors of Medivet Group Limited are partners

Key performance indicators

The directors manage the group on key indicators including growth, profitability and cash generation. Other indicators include the acquisition of new customers and the retention of existing ones. Furthermore, the directors are always considering improved and new sources of supply and any cost effectiveness.

Financial risk management objectives and policies

The slowdown in consumer spending, rising costs and increased compliance costs are the principal risks for the company

The company is cash generating and it is not considered to carry material liquidity risks. The company has an excellent record of credit control and the members do not consider that it carries material credit risk.

In order to maintain liquidity to ensure that sufficient funds are available for ongoing operations and future developments, the group uses its bank facilities

The directors, through financial and management controls applied at all levels of its operations, ensures corrective action can be taken to avoid future problems

CHARITABLE CONTRIBUTIONS

During the year the company made charitable donations amounting to £4,550 (2012 £3,772)

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 30 APRIL 2013

DISABLED EMPLOYEES

Applications for disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of members of staff becoming disabled, every effort is made to ensure their employment with the company continues and that appropriate training is arranged. It is the policy of the company that the training, career development and promotion of disabled persons should, as far as possible, be identical with that of other employees.

EMPLOYEE CONSULTATION

The company places considerable value on the involvement of its employees and has continued to keep them informed on matters affecting them as employees and on the various factors affecting the performance of the company

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors and the financial statements in accordance with applicable law and regulations

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

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

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

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information

AUDITORS

The auditors, Grant Thornton UK LLP, will be proposed for re-appointment at the forthcoming Annual General Meeting

ON BEHALF OF THE BOARD:

A S Levy - Secretary

Date 25 October 2013

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF MEDIVET GROUP LIMITED

We have audited the financial statements of Medivet Group Limited for the year ended 30 April 2013 which comprise the profit and loss account, balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

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 a Report of the Auditors 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

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page three, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's website at www fre org uk/apb/scope/private cfm

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 30 April 2013 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

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements

Matters on which we are required to report by exception

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

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

Philip Westerman (Senior Statutory Auditor) for and on behalf of Grant Thornton UK LLP

London

Date 25 October 2013

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 APRIL 2013

		201	3	201	2
N	Notes	£	£	£	£
TURNOVER			38,432,404		34,996,046
Administrative expenses			35,949,760		33,063,660
OPERATING PROFIT	3		2,482,644		1,932,386
Income from fixed asset investments Interest receivable and similar income		27,000 64		27,000 186	
	•		27,064		27,186
			2,509,708		1,959,572
Interest payable and similar charges	4		1,792		720
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION			2,507,916		1,958,852
Tax on profit on ordinary activities	5		712,249		516,223
PROFIT FOR THE FINANCIAL YEAR			1,795,667		1,442,629

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous year

TOTAL RECOGNISED GAINS AND LOSSES

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

MEDIVET GROUP LIMITED (REGISTERED NUMBER: 03481736)

BALANCE SHEET 30 APRIL 2013

		201	13	2012	
	Notes	£	£	£	£
FIXED ASSETS					
Intangible assets	6		33,004,688		35,755,062
Tangible assets	7		4,060,760		3,410,198
Investments	8		585,670		579,000
			37,651,118		39,744,260
CURRENT ASSETS					
Stocks	9	743,270		573,408	
Debtors	10	4,501,425		4,704,603	
Cash at bank		388,128		338,826	
		5,632,823		5,616,837	
CREDITORS					
Amounts falling due within one year	11	4,689,082		4,578,379	
NET CURRENT ASSETS			943,741		1,038,458
TOTAL ASSETS LESS CURRENT LIABILITIES			38,594,859		40,782,718
CREDITORS Amounts falling due after more than one					
year	12		(30,293,457)		(34,143,228)
PROVISIONS FOR LIABILITIES	14		(38,236)		(171,991)
NET ASSETS			8,263,166		6,467,499
CANTAL AND DECEMBER					
CAPITAL AND RESERVES	1.5		#10.00°		710 000
Called up share capital	15		710,000		710,000
Profit and loss account	16		7,553,166		5,757,499
SHAREHOLDERS' FUNDS	21		8,263,166		6,467,499

The financial statements were approved by the Board of Directors on 25 October 2013 and were signed on its behalf by

A S Levy - Director

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2013

1 ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention and are in accordance with applicable accounting standards

Preparation of consolidated financial statements

The financial statements contain information about Medivet Group Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under Section 400 of the Companies Act 2006 from the requirements to prepare consolidated financial statements as it and its subsidiary undertaking are included by full consolidation in the consolidated financial statements of its parent, Medivet Partnership LLP, a partnership incorporated in the United Kingdom

Turnover

Turnover represents the amounts recoverable from customers for veterinary services and related veterinary products provided during the year

Turnover is recognised to the extent that it is probable that the economic benefits will flow to the company and turnover can be reliably measured. Revenue is measured at the fair value of the consideration received, excluding value added tax

Goodwill

Goodwill, being the amount paid in connection with the acquisition of a business, is being amortised evenly over its useful life of 15 years

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life

Improvements to property Software development costs

velopment costs - 15% on reducing balance fittings - 15% on reducing balance

Fixtures and fittings Motor vehicles

- 25% on reducing balance

- 15% on reducing balance

Computer equipment

- 15% on reducing balance

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items

Deferred tax

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, or a right to pay less or to receive more tax, with the following exceptions

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the years in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

Hire purchase and leasing commitments

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 30 APRIL 2013

ACCOUNTING POLICIES - continued 1

Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme Contributions payable to the company's pension scheme are charged to the profit and loss account in the period to which they relate

Investments

Investments held as fixed assets are stated at cost less provision for permanent diminution in value. Those held as current assets are stated at the lower of cost and net realisable value

Preference shares

The preference shares are held by Medivet Partnership LLP and are redeemable only at the LLP's option, and therefore they have been classified as long term creditors

Critical judgements applied

The directors have exercised significant judgement when determining the accounting treatment for the acquisition of the branch practices from Medivet Partnership LLP This has resulted in purchased goodwill of £41 2m being recognised on acquisition against which amortisation of £2 75m has been applied. The tax charge and year end liability has been reduced by £0 33m due to tax relief available on this amortisation

2 STAFF COSTS

	2013 £	2012 £
Wages and salaries	12,189,232	10,873,506
Social security costs	1,035,970	946,801
Other pension costs	24,845	24,528
	13,250,047	11,844,835
The average monthly number of employees during the year was as follows	2013	2012
Administration	177	89
Veterinary staff	<u>561</u>	566
	<u>738</u>	<u>655</u>
OPERATING PROFIT		
The survey of Constant Active		

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The operating profit is stated after charging

	2013	2012
	£	£
Hire of plant and machinery	347,308	91,750
Depreciation - owned assets	719,354	602,289
Goodwill amortisation	2,750,374	2,750,374
Auditors' remuneration	45,000	46,386
Land and buildings	_2,118,501	2,017,144
Directors' remuneration	-	-

The audit remuneration includes the fees for the parent and subsidiaries

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 30 APRIL 2013

4	INTEREST PAYABLE AND SIMILAR CHARGES Bank interest	2013 £ 1,792	2012 £
5	TAXATION		
	Analysis of the tax charge The tax charge on the profit on ordinary activities for the year was as follows	2013 £	2012 £
	Current tax	-	-
	UK corporation tax	846,004	556,539
	Deferred tax	<u>(133,755</u>)	(40,316)
	Tax on profit on ordinary activities	712,249	516,223
	Factors affecting the tax charge The tax assessed for the year is higher than the standard rate of corporation to explained below	ux in the UK T	The difference is
	Profit on ordinary activities before tax	2013 £ 2,507,916	2012 £ 1,958,852
	Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 24% (2012 - 26%)	601,900	509,302
	Effects of		
	Expenses not deductible for tax purposes	24,000	29,119
	Purchased goodwill not deductible for tax reasons	146,274	158,463
	Difference between capital allowances and depreciation	73,830	83,223
	investments Overprovision in previous years		(223,568)
	Current tax charge	846,004	556,539

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 30 APRIL 2013

6	INTANGIBLE FIXED ASSETS			Goodwill £
	COST At 1 May 2012 and 30 April 2013		-	41,255,810
	AMORTISATION At 1 May 2012 Amortisation for year		_	5,500,748 2,750,374
	At 30 April 2013		_	8,251,122
	NET BOOK VALUE At 30 April 2013		-	33,004,688
	At 30 April 2012		-	35,755,062
7	TANGIBLE FIXED ASSETS	Improvements to property £	Software development costs £	Fixtures and fittings £
	COST At 1 May 2012 Additions	2,404,104 22,620	1,190,539 365,682	2,396,632 981,614
	At 30 April 2013	2,426,724	1,556,221	3,378,246
	DEPRECIATION At 1 May 2012 Charge for year	733,334 250,615 983,949	366,470 178,463 544,933	1,559,681 278,205 1,837,886
	At 30 April 2013 NET BOOK VALUE	963,949	344,933	1,637,660
	At 30 April 2013	1,442,775	1,011,288	1,540,360
	At 30 April 2012	1,670,770	824,069	836,951

Ordinary

Profit for the year

Aggregate capital and reserves

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 30 APRIL 2013

7	TANGIBLE FIXED ASSETS - continued			-
		Motor vehicles £	Computer equipment £	Totals £
	COST			
	At 1 May 2012 Additions	9,320 	117,498 	6,118,093 1,369,916
	At 30 April 2013	9,320	117,498	7,488,009
	DEPRECIATION			
	At 1 May 2012	6,215	42,195	2,707,895
	Charge for year	776	11,295	719,354
	Charge for year		11,273	719,334
	At 30 April 2013	6,991	53,490	3,427,249
	NET BOOK VALUE			
	At 30 April 2013	2,329	64,008	4,060,760
	7 tt 50 7 tp/11 2015	2,327	04,000	4,000,700
	At 30 April 2012	3,105	75,303	3,410,198
8	FIXED ASSET INVESTMENTS			
				Unlisted investments
	COST			-
	At 1 May 2012			579,000
	Additions			6,670
	At 30 April 2013			585,670
	NET BOOK VALUE			
	At 30 April 2013			585,670
	At 30 April 2012			579,000
	The company's investments at the balance sheet date in t	he share capital of comp	panies include the	e following
	Complete Animal Care Limited Country of incorporation England and Wales Nature of business Veterinary equipment supplier			
	, i i	%		
	Class of shares	holding		
	Oedmost	100.00		

In the prior year, the company held 90% of the issued ordinary share capital of Complete Animal Care Limited The company purchased the balance of the share capital on 1 May 2012 for £6,670

100 00

2012

£

769,509

105,775

2013 £

858,192

88,683

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 30 APRIL 2013

8	FIXED ASSET INVESTMENTS - continued			
	Lab Services Limited Country of incorporation England and Wales Nature of business Veterinary Equipment Laboratory	%		
	Class of shares Ordinary	holding 33 00	2013	2012
	Aggregate capital and reserves Profit for the year		£ 136,456 132,068	£ 85,388 144,290
	Topbuild (UK) Limited Country of incorporation England and Wales Nature of business Building company			
	Class of shares Ordinary	% holding 50 00	2013	2012
	Aggregate capital and reserves Profit for the year		£ 26,523 <u>46,727</u>	£ (20,204) <u>83,547</u>
9	STOCKS		2013	2012
	Stocks		£ 743,270	£ 573,408
	The company's stock is made up of drugs and food			
10	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE	YEAR	2013	2012
	Trade debtors		£ 246,561	£ 440,915
	Other debtors Amounts owed by group undertakings		775,638 2,636,912	737,752 2,316,146
	Prepayments and accrued income		842,314	1,209,790
			4,501,425	4,704,603

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 30 APRIL 2013

11	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2013	2012
		£	£
	Trade creditors	2,498,025	2,346,668
	Corporation Tax	846,004	780,107
	Other Taxes and Social Security	285,290	253,077
	VAT	355,273	363,870
	Other creditors	28,590	5,430
	Amounts owed to group undertakings	171,044	170,400
	Amounts owed to partners	378,710	436,536
	Accrued expenses	<u>126,146</u>	222,291
		4,689,082	4,578,379
12	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR		
		2013	2012
		£	£
	Deferred consideration	4,462,597	5,182,291
	Preference shares	25,830,860	28,960,937
		30,293,457	34,143,228

On 1 May 2010, the company acquired the trade and assets of certain branch practices from Medivet Partnership LLP for a total consideration of £41 5m. The consideration has been settled through the issue of £34,727,200 of £1 redeemable preference shares by the company and deferred consideration of £6,772 800. During the year, the company paid £719,694 (2012 - £937,372) against the deferred consideration and redeemed preference shares to the value of £3,130,077 (2012 - £2,654,361)

13 OPERATING LEASE COMMITMENTS

At 30 April 2013, the company was committed to making the following payments under non-cancellable operating leases

14	PROVISIONS FOR LIABILITIES Deferred tax	2013 £ 38,236	2012 £ 171.991
		2,224,850	1,956,000
	Within 2-5 years After 5 years	212,400 1,633,850	627,000 1,081,000
	Land & Buildings Operating leases which expire Within 1 year	2013 £ 378,600	2012 £ 248,000

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 30 APRIL 2013

14 INOVISIONS FOR LIABILITIES - COMMING	14	PROVISIONS FOR LIABILITIES - continued
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	• • • • • • • • • • • • • • • • • • • •					
	Balance at 1 M Unused amoun Balance at 30	nts reversed during year			Deferred tax £ 171,991 (133,755) 38,236	
15	CALLED UP	SHARE CAPITAL				
		d and fully paid				
	Number	Class	Nominal	2013	2012	
			value	£	£	
	710,000	Ordinary	£1	710,000	710,000	
16	RESERVES					
					Profit	
					and loss	
					account	
					£	
	At 1 May 2012				5,757,499	
	Profit for the y	/ear			1,795,667	
	At 30 April 20	013			7,553,166	

17 PENSION COMMITMENTS

The company operates a defined contribution pension scheme, for which the pension cost charged for the year amounted to £24,845 (2012 - £24,528)

18 CAPITAL COMMITMENTS

There were no capital commitments at the balance sheet date

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 30 APRIL 2013

19 RELATED PARTY DISCLOSURES

All the services rendered by the company during the year were to Medivet Partnership LLP, an LLP controlled by the directors At 30 April 2013, the balance due from the partnership was £2,636,912 (2012 £2,316,146)

At 30 April 2013, included in other creditors are balances owed to Complete Animal Care Limited, a subsidiary company, of £171,043 (2012 £170,400)

At 30 April 2013, included in other debtors are balances owed from Medivet Property Holdings Limited, a company controlled by the directors, of £702,180 (2012 £702,180), Lab Services Limited, an associate company, of £27,367 (2012 £5,430) and Topbuild (UK) Limited, an associate company, of £46,090 (2012 £24,500)

During the year the company sold services to Topbuild (UK) Limited, an associate company to the value of £26,861 (2012 £23,239)

During the year the company purchased services from Lab Services Limited and Topbuild (UK) Limited, associate companies to the value of £715,226 (2012 £590,439) and £750,713 (2012 £734,176) respectively

20 ULTIMATE CONTROLLING PARTY

The company is controlled by and is a wholly owned subsidiary of Medivet Partnership LLP. The largest and smallest group to prepare consolidated accounts which include this company is that headed by Medivet Partnership LLP.

21 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2013	2012
Profit for the financial year	£ _1,795,667	1,442,629
Net addition to shareholders' funds Opening shareholders' funds	1,795,667 6,467,499	1,442,629 5,024,870
Closing shareholders' funds	8,263,166	6,467,499