ACTIVA HEALTHCARE LIMITED ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

THURSDAY



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COMPANY INFORMATION

Directors Mr R K D Holder

Mr G F Stadler Mr W Suessle

Mr R Morton

(Appointed 1 January 2015)

Company number 3631028

Registered office 1 Lancaster Park

Newborough Road

Needwood

Burton upon Trent

DE13 9PD

Auditors Baldwins (Derby) Limited

10-11 St. James Court

Friar Gate Derby Derbyshire DE1 1BT

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STRATEGIC REPORT

FOR THE YEAR ENDED 31 DECEMBER 2015

The directors present the strategic report and financial statements for the year ended 31 December 2015.

Review of the business

The principal activity of the company during the year was the sale of compression hosiery and bandages and wound dressings.

The profit for the year, after taxation, amounted to £3.096m (2014: £2.978m).

The key financial performance indicators are those that communicate the financial performance of the company as a whole, these being turnover and profit for the year before taxation.

Turnover increased 8.7% from £20.167m to £21.920m whilst profit before tax increased from £3.833m to £3.839m.

Principal risks and uncertainties

The company operates in a highly competitive market place in the UK. The company's future success is dependent on maintaining product quality, high levels of customer care and compliance with all relevant medical standards. The company achieves these aims through its development and management of, and its annual compliance with, ISO and BSI standards.

On behalf of the board

Mr R K D Holder

Director

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2015

The directors present their annual report and financial statements for the year ended 31 December 2015.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Mr R K D Holder Mr G F Stadler Mr W Suessle Mr R Morton

(Appointed 1 January 2015)

Results and dividends

The results for the year are set out on page 6.

Ordinary dividends were paid amounting £4m. The directors do not recommend payment of a final dividend.

Financial Risk Management Objectives and Policies

The company's principal financial instruments comprise bank balances, trade creditors and trade debtors. The main purpose of these instruments is to raise funds to finance the company's operations.

Due to the nature of the financial instruments used by the company there is no exposure to price risk.

The company has an overdraft facility but adequate bank balances exist to eliminate liquidity risk. The company makes use of money market facilities where funds are available.

Trade debtors are managed in respect of credit and cash flow risk by policies concerning the credit offered to customers and the regular monitoring of amounts outstanding for both time and credit limits.

Trade creditors liquidity risk is managed by ensuring sufficient funds are available to meet amounts due.

Auditors

Parkinson Matthews LLP ceased as auditor on 26 June 2015. Baldwins (Derby) Limited were appointed as auditor on 26 June 2015 and are deemed to be reappointed under section 487(2) of the Companies Act 2006.

Statement of disclosure to auditors

Each of the directors in office at the date of approval of this annual report confirms that:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- the 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.

On behalf of the board

Mr R K D Holder

Director 21/8/16

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2015

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice. 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;
- 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.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ACTIVA HEALTHCARE LIMITED

We have audited the financial statements of Activa Healthcare Limited for the year ended 31 December 2015 set out on pages 6 to 19. 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), including Financial Reporting Standard 102.

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.

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. 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 Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 31 December 2015 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 Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF ACTIVA HEALTHCARE LIMITED

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.

Richard Matthews (Senior Statutory Auditor) for and on behalf of Baldwins (Derby) Limited

21/8/16

Chartered Certified Accountants Statutory Auditor

10-11 St. James Court Friar Gate Derby Derbyshire DE1 1BT

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2015

·	Notes	2015 £'000	2014 £'000
Turnover	2	21,920	20,167
Cost of sales		<u>(7,906)</u>	(7,232)
Gross profit		14,014	12,935
Distribution costs		(2,084)	(1,735)
Administrative expenses		(8,303)	(7,395)
Operating profit	3	3,627	3,805
Interest receivable and similar income	. 8	212	28
Profit before taxation		3,839	3,833
Tax on profit	9	(743)	(855)
Profit for the financial year	16	3,096	2,978

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

BALANCE SHEET

AS AT 31 DECEMBER 2015

		2015	5	201	4
	Notes	£'000	£'000	£'000	€'000
Fixed assets		•			
Tangible assets	11		2,465		1,590
Current assets					
Stocks	12	1,479		1,316	
Debtors	13	5,015		2,438	
Cash at bank and in hand		4,857		7,668	
		11,351		11,422	
Creditors: amounts falling due within	14	,		,	
one year		3,707		1,999	
					
Net current assets			7,644		9,423
					. —
Total assets less current liabilities			10,109		11,013
Capital and reserves					
Called up share capital	15		1		1
Share premium account			86		86
Profit and loss reserves	16		10,022		10,926
					
Total equity			10,109		11,013
			<u> </u>		

The financial statements were approved by the board of directors and authorised for issue on 21/8/16

Signed on its behalf by:

Mr R K D Holder

Director

Company Registration No. 3631028

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2015

		Share capital	Share premium account	Retained earnings	Total
÷	Notes	£'000	£'000	£'000	£'000
Balance at 1 January 2014		1	86	7,948	8,035
Profit and total comprehensive income for the year				2,978	2,978
Balance at 31 December 2014			86	10,926	11,013
Profit and total comprehensive income for the					
year		-	-	3,096	3,096
Dividends	10		-	(4,000)	(4,000)
Balance at 31 December 2015		1	86	10,022	10,109

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2015

1 Accounting policies

Company information

Activa Healthcare Limited is a limited company domiciled and incorporated in England and Wales. The registered office is 1 Lancaster Park, Newborough Road, Needwood, Burton upon Trent, DE13 9PD.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") with certain exemptions of the reduced disclosure framework applied as detailed below, and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £'000.

The financial statements have been prepared on the historical cost convention. The principal accounting policies adopted are set out below.

These financial statements for the year ended 31 December 2015 are the first financial statements of Activa Healthcare Limited prepared in accordance with FRS 102, The Financial Reporting Standard applicable in the UK and Republic of Ireland. The date of transition to FRS 102 was 1 January 2014. There has been no impact on the reported financial position resulting from the transition to FRS 102.

Under FRS102 (section 1), the company is exempt from the requirements to prepare a cash flow statement on the grounds that its parent company (Lohmann & Rauscher International GmbH) includes the company's cash flows in its own published consolidated financial statements.

The entity is a qualifying entity and has also taken advantage of the financial instrument disclosures exemption and the exemption from disclosing key management compensation (other than directors emoluments) under FRS102 (section 1.12).

1.2 Going concern

The directors have at the time of approving the financial statements, a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

1.3 Turnover

Turnover is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business, net of discounts, VAT and other sales related taxes.

1.4 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Freehold Property

2 % straight line

Plant and machinery

12 % straight line

Freehold land and assets in the course of construction are not depreciated.

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is recognised in the profit and loss account.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2015

1 Accounting policies

1.5 Impairment of fixed assets

At each reporting end date, the company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

1.6 Stocks

Stocks are stated at the lower of cost and net realisable value after making due allowance for obsolete and slow moving items. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the stocks to their present location and condition.

Net realisable value is the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

1.7 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.8 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2015

1 Accounting policies

1.9 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.10 Retirement benefits

The company operates a defined contribution pension scheme for employees. The assets of the scheme are held separately from those of the company. The annual contributions payable are charged to the Profit and Loss Account.

1.11 Leases

Rentals payable under operating leases, including any lease incentives received, are charged to income on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the lease asset are consumed.

1.12 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation are included in the profit and loss account for the period.

2 Turnover

An analysis of the company's turnover is as follows:

, an analysis of the company of tamever to actionove.	2015 £'000	2014 £'000
Turnover		
Sales of goods	21,920	20,167
•		
Other significant revenue		
Interest income	40	28
Turnover analysed by geographical market		
	2015	2014
•	£,000	£,000
UK	21,558	19,704
EC	362	339
Rest of World	-	124
	21,920	20,167

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2015

3	Operating profit	2015	2014
		€'000	£'000
	Operating profit for the year is stated after charging/(crediting):		
	Depreciation of owned tangible fixed assets	180	. 84
	Profit on disposal of tangible fixed assets	(5)	-
	Cost of stocks recognised as an expense	7,906	7,232
	Operating lease charges	434	388
4	Auditors' remuneration		
	The analysis of auditor's remuneration is as follows:		•
		2015	2014
		£'000	£,000
	Fees payable to the company's auditors for the audit of the company's annual		
•	accounts	19	19
			•
	Non-audit fees		•
	All other non-audit services	1	4

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2015

5 Employees

The average monthly number of persons (including directors) employed by the company during the year was:

		2015	2014
		Number	Number
	Warehouse, logistics and sales staff	, 110	104
	Administrative staff	6	6
		116	110
			
	Their aggregate remuneration comprised:		
		2015	2014
		£'000	£'000
	Wages and salaries	4,755	4,413
	Social security costs	564	536
	Pension costs	576 ———	545
		5,895	5,494
6	Directors' remuneration	2015	2014
	·	£'000	£,000
	Remuneration for qualifying services	234	143
	Company pension contributions to defined contribution schemes	38 	22
		272	165

The number of directors for whom retirement benefits are accruing under defined contribution schemes amounted to 2 (2014 - 2).

7 Retirement benefit schemes

Defined contribution schemes

The company operates a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the company in an independently administered fund.

The charge to profit and loss in respect of defined contribution schemes was £576,000 (2014 - £545,000).

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2015

8	Interest receivable and similar income	2015 £'000	2014 £'000
	Interest income	2 000	2 000
	Interest on bank deposits	.40	28
	Other income from investments		
	Exchange differences	172	-
		212	28
	Investment income includes the following:		
	Interest on financial assets not measured at fair value through profit or loss	40	
9	Taxation	2015	2014
3	·	£'000	£'000
	Current tax		
	UK corporation tax on profits for the current period	796	855
	Adjustments in respect of prior periods	(53)	-
	Total current tax	743	855
	Total tax charge	743	855
	The charge for the year can be reconciled to the profit per the profit and loss according	ount as follows:	
		2015	2014
		£,000	£'000
	Profit before taxation on continued operations	3,839	3,833
	Profit on ordinary activities before taxation multiplied by standard rate of	. —	
	corporation tax of 20.25% (2014 - 21.50%)	777	824 ——
	Tax effect of expenses that are not deductible in determining taxable profit	2	27
	Depreciation in excess of capital allowances	15	4
	Other short term timing differences	1	-
	Under/(over) provided in the year	(52)	-
		(34)	31
	Tax expense for the year	743	855
			

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2015

10	Dividends	2015 per share	2014 per share	2015 £'000	2014 £'000
	Amounts recognised as distributions to equity holders:			,	
	Ordinary				
	Interim paid	29.73		4,000	
11	Tangible fixed assets				
		Freehold Property	d Assets - under cons - truction	Plant and machinery	Total
	,	£'000		£'000	£'000
	Cost				
	At 1 January 2015	1,092	2 474	262	1,828
	Additions	923	-	380	1,303
	Disposals	(279	9) -	(24)	(303)
	Other changes	456	(474)	18	<u>-</u>
	At 31 December 2015	2,192		636	2,828
	Depreciation and impairment				
	At 1 January 2015	113	3 -	127	240
	Depreciation charged in the year	33		147	180
	Eliminated in respect of disposals	(35		(22)	(57)
	At 31 December 2015	111	- - -	252	363
	Carrying amount				
	At 31 December 2015	2,081		384	2,465
	At 31 December 2014	981	474	135	1,590
	Included in the net book value of freehold property depreciated.	y is the estimated	d cost of land to	talling £522,000 v	vhich is not
12	Stocks			2015	2014
				£'000	£'000
	Finished goods and goods for resale			1,479	1,316

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2015

13	Debtors		
		Due within one	year
		2015	2014
		£'000	£'000
	Trade debtors	4,896	2,331
	Loans and other receivables	6	15
	Amounts due from fellow group undertakings	10	-
	Prepayments and accrued income	103	92
		5,015	2,438
	,		

Trade debtors disclosed above are classified as loans and receivables and are therefore measured at amortised cost.

14 Creditors

	·	Due within one	year
	•	2015	2014
		£'000	€'000
	Taxation and social security	1,358	1,091
	Trade creditors	977	237
	Amounts due to fellow group undertakings	731	· · ·
	Accruals	641	671
		3,707	1,999
15	Share capital	2015	2014
	•	€'000	£'000
	Ordinary share capital		i.
	Authorised		
	90,000,000 Ordinary of 1p each	900	900
	10,000,000 Non voting ordinary of 1p each	100	100
		1,000	1,000
	Issued and fully paid		
	134,545 Ordinary of 1p each	1	1
	•		

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2015

16	Retained earnings	2015 £'000	2014 £'000
	At beginning of year	10,926	7,948
	Profit for the year	3,096	2,978
	Dividends	(4,000)	· -
	At end of year	10,022	10,926

17 Financial commitments, guarantees and contingent liabilities

The company has retained solicitors to act on its behalf in connection with the issuing of an injunction against a competitor for a product that is in potential breach of a patent on one of its own products. Should the matter come to trial then further legal costs will become payable which, if successful, would not be entirely recoverable from the third party. If unsuccessful the company would have to also pay for an element of the competitor's own legal costs.

At the year end a decision had not been made to further proceedings and no provision for these costs has been made.

18 Operating leases commitments

Lessee

At the reporting end date the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	•	2015 £'000	2014 £'000
	Within one year	364	265
	Between two and five years	262	223
		626	488
19	Capital commitments	2015	2014
	At 31 December 2015 the company had capital commitments as follows:	£'000	£'000
	Contracted for but not provided in the financial statements:		
	Acquisition of property, plant and equipment	-	861

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2015

20 Related party transactions

Other transactions with related parties

During the year the company entered into the following transactions with related parties:

	Sale of goods		Purchase of goods	
	2015	2014	2015	2014
	£,000	£,000	£,000	£,000
Entities with control, joint control or significant				
influence over the company	. 39	-	2,197	1,662
Other related parties	-	796	-	-
	39	796	2,197	1,662

The following amounts were outstanding at the reporting end date:

	Amounts owed to related parties	
·	2015	2014
	£'000	£'000
Entities with control, joint control or significant		
influence over the company	731	-
·	731	-
		

The following amounts were outstanding at the reporting end date:

Amounts owed by related parties

2015 2014
£'000 £'000

Entities with control, joint control or significant influence over the company

Other related parties

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NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2015

21 Controlling party

At the year end the immediate parent undertaking of the company was Lohmann & Rauscher GmbH, a company registered in Austria. The ultimate parent undertaking is Lohmann & Rauscher International GmbH & Co. KG, a company registered in Germany. Copies of the consolidated financial statements of Lohmann & Rauscher International GmbH & Co. KG can be obtained from Lohmann & Rauscher GmbH & Co. KG, WesterwaldStraße 4, D-56579 Rengsdorf, Germany.