Registered number: 06555907

THE ADAMS AND LEE DENTAL PRACTICE LIMITED

UNAUDITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017



COMPANY INFORMATION

Directors

D Adams

L Adams

J J Ash (resigned 30 June 2017)

R J Bryant

D J Leatherbarrow

C J Lee T Lee

J F Perry (resigned 30 June 2017)

I D Wood

E J Coyle (appointed 1 April 2017)
J S H Wright (appointed 30 June 2017)

Company secretary

Bupa Secretaries Limited

Registered number

06555907

Registered office

Oasis Healthcare Support Centre

Building E, Vantage Office Park Old Gloucester Road, Hambrook

Bristol **BS16 1GW**

CONTENTS

	Page
Directors' Report	1 - 2
Statement of Comprehensive Income	3
Balance Sheet	4
Statement of Changes in Equity	5
Notes to the Financial Statements	6 - 17

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2017

The Directors present their report and the financial statements for the year ended 31 March 2017.

Principal activity

The principal activity of the Company is that of the operation of dental practices.

The Directors do not anticipate any material change in the Company's activities in the ensuing year.

On 9 February 2017, the entire issued share capital of The Oasis Healthcare Group Limited was acquired by Bupa Finance plc. Prior to the acquisition, The Oasis Healthcare Group Limited was the Company's ultimate parent company.

Results and dividends

The profit for the year, after taxation, amounted to £85,007 (2016: £78,321).

The Directors do not recommend the payment of a final dividend (2016: £nil). Interim dividends were paid during the year of £nil (2016: £6,500)

Directors

The Directors who served during the year were:

- D Adams
- L Adams
- J J Ash (resigned 30 June 2017)
- R J Bryant
- D J Leatherbarrow
- C J Lee
- T Lee
- JF Perry (resigned 30 June 2017)
- I D Wood

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2017

Directors' responsibilities statement

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the Directors are required to:

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

Small companies note

In preparing this report, the Directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 10 August 2017 and signed on its behalf.

J S H Wright Director

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 MARCH 2017

	Note	2017 £	2016 £
Turnover	4	1,026,326	1,002,004
Cost of sales		(522,787)	(487,574)
Gross profit		503,539	514,430
Administrative expenses		(363,329)	(422,590)
Exceptional administrative expenses	5	(54,843)	-
Operating profit	6	85,367	91,840
Interest payable and expenses		-	(10,470)
Profit before tax		85,367	81,370
Tax on profit	9	(360)	(3,049)
Profit for the financial year		85,007	78,321
Total comprehensive income for the year		85,007	78,321

The notes on pages 6 to 17 form part of these financial statements.

THE ADAMS AND LEE DENTAL PRACTICE LIMITED REGISTERED NUMBER: 06555907

BALANCE SHEET AS AT 31 MARCH 2017

	Note		2017 £		2016 £
Fixed assets					
Intangible assets	10		419,486		442,059
Tangible assets	11		88,602		101,103
		-	508,088	-	543,162
Current assets			•		·
Stocks	12	26,951		22,732	
Debtors: amounts falling due within one year	13	307,724		611,850	
Cash at bank and in hand		4,785		1,021	
	•	339,460	_	635,603	
Creditors: amounts falling due within one year	14	(294,000)		(710,584)	
Net current assets/(liabilities)	•		45,460 -	· · · · · ·	(74,981)
Total assets less current liabilities Provisions for liabilities		_	553,548	-	468,181
Deferred tax	15		(5,252)		(4,892)
Net assets		_ _	548,296	-	463,289
Capital and reserves					
Called up share capital	16		100		100
Profit and loss account	17		548,196		463,189
Shareholders' funds		=	548,296	-	463,289

The Directors consider that the Company is entitled to exemption from audit under section 479A of the Companies Act 2006.

The members have not required the Company to obtain an audit for the year in question in accordance with section 476 of Companies Act 2006.

The Directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The Company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 10_August 2017.

J S H Wright

Director

The notes on pages 6 to 17 form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2017

At 1 April 2016	Called up share capital £ 100	loss account	Total equity £ 463,289
Comprehensive income for the year			
Profit for the year	-	85,007	85,007
At 31 March 2017	100	548,196	548,296
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2016			
	Called up	Profit and	
		loss account	Total equity
At 1 April 2015	£ 100	£ 391,368	£ 391,468
Comprehensive income for the year		·	,
Profit for the year	-	78,321	78,321
Total comprehensive income for the year	-	78,321	78,321
Dividends: Equity capital	-	(6,500)	(6,500)
At 31 March 2016	100	463,189	463,289

The notes on pages 6 to 17 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

1. General information

The Company is a private company limited by shares and is incorporated and domiciled in England and Wales. The address of its registered office is: Oasis Healthcare Support Centre, Building E, Vantage Office Park, Old Gloucester Road, Hambrook, Bristol, BS16 1GW.

2. Accounting policies

2.1 Basis of preparation of financial statements

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

The Company's financial statements are presented in Sterling, which is also the Company's functional currency, and all values are rounded to the nearest pound (£) except where otherwise indicated.

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

The following principal accounting policies have been applied:

2.2 Financial reporting standard 102 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 4 Statement of Financial Position paragraph 4.12(a)(iv);
- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.41(b), 11.41(c), 11.41(e), 11.41(f), 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of The Oasis Healthcare Group Limited as at 31 March 2017 and these financial statements may be obtained from Oasis Healthcare Support Centre, Building E, Vantage Office Park, Old Gloucester Road, Hambrook, Bristol, BS16 1GW.

2.3 Going concern

The Oasis Healthcare Group Limited and its subsidiary undertakings on consolidation (the "Group") meets its day to day working capital requirements through cash at bank and funding via a loan from the parent company, Bupa Finance plc. The Group has continued to be cash generative since the Balance Sheet date with the cash generated contributing to the funding of the Group's working capital requirements.

In light of the above, the Directors have concluded that it is appropriate to prepare The Adams and Lee Dental Practice Limited's financial statements on a going concern basis.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

2. Accounting policies (continued)

2.4 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:

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.

2.5 Intangible assets

Goodwill is the difference between amounts paid on the acquisition of a business and the fair value of the identifiable assets and liabilities. It is amortised to the Statement of Comprehensive Income over its estimated economic life.

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.

At each reporting date the company assesses whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is determined which is the higher of its fair value less costs to sell and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount.

The Company adds to the carrying amount of an item of fixed assets the cost of replacing part of such an item when that cost is incurred, if the replacement part is expected to provide incremental future benefits to the Company. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to profit or loss during the period in which they are incurred.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

2. Accounting policies (continued)

2.6 Tangible fixed assets (continued)

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.

Depreciation is provided on the following basis:

Leasehold improvements

- over 15 years straight line

Fixtures and fittings

- 3 - 10 years straight line

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.

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 Financial instruments

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

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

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of Comprehensive Income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

2. Accounting policies (continued)

2.9 Financial instruments (continued)

between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

2.10 Creditors

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

2.11 Finance costs

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

2.12 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.

2.13 Operating leases: the Company as lessee

Rentals paid under operating leases are charged to the Statement of Comprehensive Income on a straight line basis over the lease term.

2.14 Pensions

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 Statement of 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.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

2. Accounting policies (continued)

2.15 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Statement of Comprehensive Income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

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;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met; and
- Where they relate to timing differences in respect of interests in subsidiaries, associates, branches and joint ventures and the Company can control the reversal of the timing differences and such reversal is not considered probable in the foreseeable future.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

2.16 Exceptional items

Exceptional items are transactions that fall within the ordinary activities of the Company but are presented separately due to their size or incidence.

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

Due to the nature of the Company's business, the Directors do not consider there to be key judgments or sources of estimation uncertainty in preparing the financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

4. Turnover

The whole of the turnover is attributable to the one principal activity of the Company being the operation of dental practices.

All turnover arose within the United Kingdom.

5. Exceptional items

		2017 £	2016 £
	Restructuring costs	54,843	
6.	Operating profit		
	The operating profit is stated after charging:		
		2017 £	2016 £
	Depreciation of tangible fixed assets	24,067	13,841
	Amortisation of intangible assets, including goodwill	22,573	45,441
	Other operating lease rentals	20,000	21,667

7. Employees

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

2017	2016
No.	No.
8	8

8. Directors' remuneration

Emoluments of the Directors are borne by Oasis Healthcare Limited, an intermediate parent undertaking, without recharge. The Directors of the Company are also directors of a number of other group companies and it is not possible to make an accurate apportionment of the emoluments in respect of each of the group companies.

	2017	2016
	£	£
Directors' emoluments	-	7,805

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

9. Taxation

	2017 £	2016 £
Corporation tax		
Current tax on profits for the year	-	2,064
Total current tax		2,064
Deferred tax		
Origination and reversal of timing differences	360	985
Taxation on profit on ordinary activities	360	3,049

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2016 - lower than) the standard rate of corporation tax in the UK of 20% (2016 - 20%). The differences are explained below:

	2017 £	2016 £
Profit on ordinary activities before tax	85,367	81,370
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2016 - 20%) Effects of:	17,073	16,274
Expenses not deductible for tax purposes	4,515	9,127
Adjustments to tax charge in respect of prior periods	2,985	-
Other timing differences leading to an increase (decrease) in taxation	(51)	-
Adjustments to tax charge in respect of prior years	-	2,064
Deferred tax assets not previously recognised	-	762
Group relief	(24,162)	(25,178)
Total tax charge for the year	360	3,049

Factors that may affect future tax charges

The July 2015 and March 2016 Budget Statements announced changes to the UK Corporation tax regime which will reduce the main rate of Corporation Tax to 19% from 1 April 2017 and 17% from 1 April 2020. As the changes have been substantively enacted at the balance sheet date their effects are included in these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

10. Intangible assets

Goodwill £
650,000
650,000
207,941
22,573
230,514
419,486
442,059

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

11. Tangible fixed assets

Total £	Leasehold improvements £	Fixtures and fittings £		
			Cost or valuation	
204,619	49,432	155,187	At 1 April 2016	
11,566	-	11,566	Additions	
216,185	49,432	166,753	At 31 March 2017	
			Depreciation	
103,516	43,469	60,047	At 1 April 2016	
24,067	417	23,650	Charge for the year on owned assets	
127,583	43,886	83,697	At 31 March 2017	
			Net book value	
88,602	5,546	83,056	At 31 March 2017	
101,103	5,963	95,140	At 31 March 2016	
			Stocks	12.
2016 £	2017 £			
20,964	19,818		Raw materials and consumables	
1,768	7,133		Finished goods and goods for resale	
22,732	26,951			

The difference between purchase price or production cost of stocks and their replacement cost is not material.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

13. Debtors

2017 £	2016 £
_	_
16,229	1,800
275,200	582,813
19	5,849
16,276	21,388
307,724	611,850
	16,229 275,200 19 16,276

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

14. Creditors: Amounts falling due within one year

	2017	2016
	£	£
Trade creditors	43,693	42,116
Amounts owed to group undertakings	235,569	665,428
Corporation tax	219	2,063
Other creditors	7,225	32
Accruals and deferred income	7,294	945
	294,000	710,584

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

15. Deferred taxation

	2017 £	2016 £
At beginning of year	4,892	4,657
Charged to profit or loss	360	235
At end of year	5,252	4,892
The provision for deferred taxation is made up as follows:		
	2017 £	2016 £
Accelerated capital allowances	5,252 ———————	4,892

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

16. Share capital

	2017	2016
	£	£
Shares classified as equity		
Allotted, called up and fully paid		
100 ordinary shares of £1 each	100	100

17. Reserves

Profit and loss account

The profit and loss account represents the accumulated profits, losses and distributions of the Company.

18. Contingent liabilities

The Company is a member of the Group banking arrangement under which it is party to unlimited cross guarantees in respect of the banking facilities of other Group undertakings, amounting to £nil at 31 March 2017 (2016: £233,862,000). The Directors do not expect any material loss to arise in respect of the guarantees.

19. Pension commitments

The Company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pension charge amounted to £2,403 (2016: £1,603). At the year end there were no outstanding contributions (2016: £nil).

20. Commitments under operating leases

At 31 March 2017 the Company had future minimum lease payments under non-cancellable operating leases as follows:

	2017 £	2016 £
Not later than 1 year	20,000	20,000
Later than 1 year and not later than 5 years	80,000	80,000
Later than 5 years	156,932	176,932
	256,932	276,932

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

21. Ultimate parent company and controlling party

In the period to 9 February 2017, the Company's ultimate parent undertaking was certain funds managed by Bridgepoint, an independent private equity group.

On 9 February 2017, the entire issued share capital of The Oasis Healthcare Group Limited was acquired by Bupa Finance plc. Prior to the acquisition, The Oasis Healthcare Group Limited was the Company's ultimate parent company.

The smallest and largest group for which group financial statements will be prepared is The Oasis Healthcare Group Limited.

The financial statements of The Oasis Healthcare Group Limited may be obtained from the Company Secretary at The Oasis Healthcare Group Limited, Oasis Healthcare Support Centre, Vantage Park, Old Gloucester Road, Hambrook, Bristol, BS16 1GW.