Registered number: 06565563

Virgin Care Corporate Services Limited

Directors' Report and Financial Statements

For the Year Ended 31 March 2019



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Company Information

Directors E B Johnson (resigned 15 February 2019)

V M McVey

M L Shamwana (appointed 16 February 2019)

Registered number 06565563

Registered office 6600 Daresbury Business Park,

Warrington, Cheshire, WA4 4GE

Independent auditor KPMG LLP

Chartered Accountants

Manchester M2 3AE

Directors' Report For the Year Ended 31 March 2019

The directors present their report and the financial statements for the year ended 31 March 2019.

The Company has met the requirements in the Companies Act 2006 to obtain the exemption provided, based on its size, from the presentation of a strategic report.

Principal activity

The principal activity during the year was as a holding company which holds minority interests in the limited liability partnerships which are subsidiaries of the Company's parent undertaking, Virgin Care Limited.

A number of the limited liability partnerships are profitable and the directors expect further future income from the limited liability partnership investments.

Results and dividends

The loss for the year, after taxation, amounted to £69,105 (2018 - £26,791 Profit).

The directors do not recommend the payment of a dividend for 2019 (2018 - £NIL). The retained loss for the financial year of £69,105 (2018 - £26,791 Profit) has been transferred to reserves.

Directors

The directors who served during the year were:

E B Johnson (resigned 15 February 2019)

V M McVey

M L Shamwana (appointed 16 February 2019)

Political contributions

The Company made no political or charitable donations, nor incurred any political expenditure in the year (2018 - £NIL).

Principal risks and uncertainties

Virgin Care operates a Risk Management Framework in order to manage the risks and uncertainties of the business.

In respect of Virgin Care Corporate Services Limited there are not considered to be any significant risks requiring active management.

Going concern

The Directors have prepared the financial statements on a non going concern basis for the reasons set out in note 1.3 to the financial statements.

Directors' Report (continued) For the Year Ended 31 March 2019

Qualifying third party indemnity provisions

During the year, and at the date of signing this report, the Company maintained liability insurance and third party indemnification provisions for its directors, under which the Company has agreed to indemnify the directors to the extent permitted by law in respect of all liabilities to third parties arising out of, or in connection with, the execution of their powers, duties and responsibilities as directors of the Company and any of its associated companies.

Subsequent events

The Company will cease trading at 31 March 2020. It is the intention of the members that, following the cessation of trade, the entity will be wound up within the next 18 months.

Disclosure of information to auditor

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

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

Auditor

The auditor, KPMG LLP, will be proposed for reappointment in accordance with section 487 of the Companies Act 2006

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 17 December 2019 and signed on its behalf.

M L Shamwana

Director Virgin Care Corporate Services Limited 6600 Daresbury Business Park, Warrington, Cheshire, WA4 4GE

Statement of Directors' Responsibilities in respect of the Directors' report and the Financial Statements For the Year Ended 31 March 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 UK Accounting Standards (UK Generally Accepted Accounting Practice) and applicable law, including FRS 101 'Reduced Disclosure Framework'.

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 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;
- 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 LLP or to cease
 operations, or have no realistic alternative but to do so (as explained in note 1.3, the directors do not believe
 that it is appropriate to prepare these financial statements on a going concern basis).

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 responsible for 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, 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.

Independent Auditor's Report to the Members of Virgin Care Corporate Services Limited

Opinion

We have audited the financial statements of Virgin Care Corporate Services Limited ("the company") for the year ended 31 March 2019 which comprise the Profit and Loss Account and Other Comprehensive Income, Balance Sheet, Statement of Changes in Equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 Reduced
- Disclosure Framework; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Brexit other matter paragraph

Uncertainties related to the effects of Brexit are relevant to understanding our audit of the financial statements. All audits assess and challenge the reasonableness of estimates made by the directors and related disclosures and the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment and the company's future prospects and performance.

Brexit is one of the most significant economic events for the UK, and at the date of this report its effects are subject to unprecedented levels of uncertainty of outcomes, with the full range of possible effects unknown. We applied a standardized firm-wide approach in response to that uncertainty when assessing the company's future prospects and performance. However, no audit should be expected to predict the unknowable factors or all possible future implications for a company and this is particularly the case in relation to Brexit.

Emphasis of matter - Non-going concern basis of preparation

We draw attention to the disclosure made in note 1.3 to the financial statements which explains that the financial statements are now not prepared on the going concern basis for the reason set out in that note. Our opinion is not modified in respect of this matter.

Directors' report

The directors are responsible for the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the directors' report 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 directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Independent Auditor's Report to the Members of Virgin Care Corporate Services Limited

Matters on which we are required to report by exception

Under the 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; 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; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 4, the directors are responsible for: the preparation of the financial statements and for 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.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

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

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

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.

Nica avayle

Nicola Quayle (Senior Statutory Auditor) for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants 1 St Peter's Square Manchester M2 3AE

Date:

17 December 2019

Profit and Loss Account and Other Comprehensive Income For the Year Ended 31 March 2019

N1 . 4 -	2019	0040
Note	£	2018 £
3	(90,008)	(3,000)
-	(90,008)	(3,000)
	20,903	29,791
6	(69,105)	26,791
•	(69,105)	26,791
	3	3 (90,008) (90,008) 20,903 6 (69,105)

There were no recognised gains and losses for 2019 or 2018 other than those included in the profit and loss account and other comprehensive income.

All of the results shown above relate to continuing operations.

The notes on pages 10 - 17 form part of these financial statements.

Virgin Care Corporate Services Limited Registered number: 06565563

Balance Sheet As at 31 March 2019

As at 31 March 2019					
		•	2019		2018
	Note		£		£
Current assets			ſ		
Debtors	7	201,506	•	270,611	
Creditors: amounts falling due within one year	8	(5,725)		(5,725)	
Net current assets	· •		195,781		264,886
Total assets less current liabilities			195,781		264,886
Net assets			195,781		264,886
Camillal and recoming	•				
Capital and reserves			4		و ا
Called up share capital Retained earnings	9		1 195,780		1 264,885
			195,781		264,886
		:		:	

The Company's financial statements have been prepared in accordance with the provisions applicable to entities 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 17 December 2019.

M.C.Sur

M L Shamwana Director

The notes on pages 10 - 17 form part of these financial statements.

Statement of Changes in Equity For the Year Ended 31 March 2019

£	£	
	~	£
1	264,885	264,886
	(69,105)	(69,105)
	(69,105)	(69,105)
1	195,780	195,781
	 _ 1	(69,105)

Statement of Changes in Equity For the Year Ended 31 March 2018

Called up share capital	Retained earnings	Total equity
£	£	£
· 1	238,094	238,095
<u> </u>	26,791	26,791
•	26,791	26,791
. 1	264,885	264,886
	share capital £ 1	share capital earnings £ £ 1 238,094 - 26,791 - 26,791

The notes on pages 10 - 17 form part of these financial statements.

Notes to the Financial Statements For the Year Ended 31 March 2019

1. Accounting policies

1.1 Basis of preparation of financial statements

Virgin Care Corporate Services Limited ("the Company") is a company incorporated and domiciled in the UK.

These financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006. In preparing these financial statements, the company applies the recognition, measurement and disclosure requirements of international Financial Reporting Standards as adopted by the EU ("adopted IFRSs") but makes amendments were necessary in order to comply with the Companies Act 2006 and has set out below where advantage of the FRS101 disclosure exemptions has been taken.

The Company's ultimate controlling entity within the UK, Virgin Holdings Limited, includes the Company in its consolidated financial statements. The consolidated financial statements of Virgin Holdings Limited are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.

In these financial statements, the company has applied exemptions available under FRS101 in respect of the following disclosures:

- A Cash Flow Statement and related notes;
- Comparative period reconciliations for share capital, tangible fixed assets, intangible assets and investments;
- Disclosures in respect of transactions with wholly owned subsidiaries;
- Disclosures in respect of capital management:
- The effects of new but not yet effective IFRSs;
- Disclosures in respect of the compensation of Key Management Personnel; and
- Disclosures of transactions with a management entity that provides key management personnel services to the company.

As the consolidated financial statements of Virgin Holdings Limited included the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- Disclosures required by IFRS 7 Financial Instrument Disclosures.
- Disclosures required by IFRS 13 Fair Value Measurement.

The Company proposes to continue to adopt the reduced disclosure framework of FRS101 in its next financial statements.

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

1.2 Measurement convention

The financial statements are prepared on the historical cost basis.

Notes to the Financial Statements For the Year Ended 31 March 2019

Accounting policies (continued)

1.3 Going concern

The company will cease trading at 31 March 2020 and it is the intention of the members that, following the cessation of trade, the entity will be wound up in the next 18 months. Accordingly, the going concern basis of accounting is no longer considered to be appropriate as at 31 March 2019. No adjustments were necessary in these financial statements to reduce assets to their realisable values, to provide for liabilities arising from the decision to cease trading or to reclassify fixed or long term liabilities as current assets or liabilities.

1.4 Income from interest in group undertakings

Income from shares in group undertakings relates to 1% of the profits from Limited Liability Partnerships which are subsidiaries of Virgin Care Limited, the Company's parent undertaking. This is recognised based on the Company's share of profits available for distribution for the year ended 31 March 2019. The Company holds no investment in these Limited Liability Partnerships.

1.5 Non-derivative financial instruments

Non-derivative financial instruments comprise investment in trade and other debtors, cash and cash equivalents, and trade and other creditors.

Trade and other debtors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

Trade and other creditors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

1.6 Impairment of financial assets

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Company would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Notes to the Financial Statements For the Year Ended 31 March 2019

Accounting policies (continued)

1.7 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.

1.8 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.

1.9 Current and deferred taxation

Tax is recognised in the Profit and Loss account, except that a change 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 temporary 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.

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.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available again which the temporary difference can be utilised.

Notes to the Financial Statements For the Year Ended 31 March 2019

1. Accounting policies (continued)

1.10 Intra-group arrangements

The bank balances of the sub group headed up by Virgin Healthcare Holdings Limited are pooled together on a group basis and swept into an overnight deposit account. Consequently, individual entity bank accounts may show an overdrawn position at any time, but overall the group has the capacity to offset any positive cash balances against any negative cash balances and always maintains a net positive cash position across the group as a whole. As a result the group has no requirement for a formal overdraft facility. This right of offset is underwritten by cross company guarantees (or otherwise known as credit insurance). Therefore, the arrangement is treated as an insurance contract and not a derivative. Subsequently, if indebtedness occurs within the group, the Company treats the guarantee contract as a contingent liability until such time as it becomes probable that the company will be required to make a payment under the guarantee.

1.11 New accounting standards effective and applied in these financial statements

The Company has adopted the following new accounting standards, amendments to standards and interpretations under IFRS. The adoption of which have had no material financial effect or transitional adjustments on the Partnership for these financial statements:

- IFRS 9 Financial Instruments
- IFRS 15 Revenue from Contracts with Customers.

IFRS 9 sets out requirements for recognising and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items. This standard replaces IAS 39 Financial instruments: Recognition and Measurement. Under the new standard, trade and other receivables and cash and cash equivalents are classified as financial assets measured at amortised cost, rather than loans and receivables as per IAS 39. IFRS 9 replaces the 'incurred loss' model in IAS 39 with an 'expected creditor loss' (ECL) model, causing credit losses to be recognised earlier. The cumulative impact on adoption of this standard has not been significant.

IFRS 15 establishes a comprehensive framework for determining whether, how much and when revenue is recognised. It replaced IAS 18 Revenue, IAS 11 Construction Contracts and related interpretations.

Under IFRS 15, revenue is recognised when a customer obtains control of the goods or services, which requires judgement. Upon adoption of this standard, there were no changes to the existing revenue recognition methods and no impact on the amount or timing of revenue recognised.

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

The Directors do not believe there are any key sources of estimation uncertainty at the balance sheet date that may cause material adjustments to the carrying amounts of assets or liabilities within the next financial year.

The Directors do not believe there are any critical accounting judgements in applying the Company's accounting policies.

Notes to the Financial Statements For the Year Ended 31 March 2019

3. Operating (loss) \ profit

The company paid the following amounts to its auditors in respect of the audit of the financial statements and for other services provided to the Company:

2019 £	2018 £
-	3,000
90,008	-
90,008	3,000
	90,008

The audit fees of £3,000 were borne by another group member, Virgin Care Limited.

The Company has taken advantage of the exemption not to disclose amounts paid for non audit services as these are disclosed in the group accounts of the parent company, Virgin Holdings Limited.

4. Employees

The Company has no employees other than the directors, who did not receive any remuneration (2018-£NIL).

5. Directors' remuneration

The Directors did not receive any remuneration directly from the Company (2018 - £NIL). The Directors' remuneration is borne by Virgin Care Limited (group member) and it is considered impractical to split across the Virgin Care Group.

6. Taxation

The current tax charge for the year ended 31 March 2019 is £NIL (2018: £NIL). The deferred tax for the year ended 31 March 2019 is £NIL (2018: £NIL).

	2019 £	2018 £
Total current tax	-	-
Deferred tax		
Total deferred tax	•	-
Taxation on (loss) / profit on ordinary activities	-	-

Notes to the Financial Statements For the Year Ended 31 March 2019

6. Taxation (continued)

Factors affecting tax charge for the year

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

	2019 £	2018 £
(Loss) / profit for the year	(69,105)	26,791
Total tax expense	-	-
(Loss) / profit excluding tax charge	(69,105) ====================================	26,791
(Loss) / profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2018 - 19%)	(13,130)	5,090
Effects of: Expenses not deductible for tax purposes Group relief (claimed) Group Income	17,102 (4,627) 655	(5,090) -
Total tax charge for the year	•	<u> </u>

Factors that may affect future tax charges

Reductions in the UK corporation tax rate to 19% (effective from 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015. An additional reduction to 17% (effective from 1 April 2020) was substantively enacted on 6 September 2016. This will reduce the group's future current tax charge accordingly. The deferred tax asset at 31 March 2019 has been calculated based on the rate of 17% substantively enacted at the balance sheet date.

Notes to the Financial Statements For the Year Ended 31 March 2019

7.	Debtors		
·		2019 £	2018 £
	Other debtors	1	1
	Accrued income	201,505	270,610
		201,506	270,611
8.	Creditors: Amounts falling due within one year		
		2019 £	2018 £
	Accruals and deferred income	5,725	5,725
		5,725	5,725
9.	Share capital		
J .	oriale dapital	2019	2018
	Allotted, called up and partly paid	£	£
	1 ordinary share of £1	1	1
	·		

10. Contingent liabilities

As of the date of signing of the statutory accounts, the directors considered there to be no contingent liabilities (2018: NIL).

Notes to the Financial Statements For the Year Ended 31 March 2019

11. Ultimate parent undertaking and controlling party

The parent undertaking of Virgin Care Corporate Services is Virgin Care Limited. It's registered office is 6600 Daresbury Business Park, Warrington, Cheshire, WA4 4GE. The Company is a subsidiary undertaking of Virgin Group Holdings Limited, a company incorporated in the British Virgin Islands.

The largest and smallest group in which the Company and group results are consolidated are those for Virgin Holdings Limited and Virgin UK Holdings Limited respectively, companies both registered in England and Wales. Copies of the group accounts of Virgin Holdings Limited and Virgin UK Holdings Limited can be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.