COMPANY REGISTRATION NUMBER: 0443223

Planmeca (UK) Limited Financial statements 31 January 2017

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31/10/2017 COMPANIES HOUSE

Financial statements

Year ended 31 January 2017

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Directors report

Year ended 31 January 2017

The directors present their report and the financial statements of the company for the year ended 31 January 2017.

Directors

The directors who served the company during the year were as follows:

K H Kyostila

T O Lokki

V Makela

A K Pitkanen

K A O'Higgins

Directors' indemnities

The company maintains Directors' and officers' liability insurance providing appropriate cover for any legal action brought against its Directors.

Going Concern

Our parent company Planmeca, the largest privately owned dental company in Europe, sees the UK as a key strategic territory. After making enquiries and obtaining confirmation of consistent and continuing parent company support, as detailed in note 1 of these financial statements, the directors believe that the company has adequate resources to ensure that the company returns to profitability and regains market share in the foreseeable future, following the divesting of the consumables business and restructuring of the remaining capital equipment business.

Dividends

The directors do not recommend the payment of a dividend.

Future developments

No material change in activities is contemplated for the coming year. It is expected that the operating results will improve in 2017/18.

Events since the end of the financial year

The directors are not aware of events that have occurred since the balance sheet date that could have a significant influence on expectations concerning future activities, investments, financing, staffing and profitability.

Donations

The company made no charitable donations, nor did the company incur any political expenses during the year.

Auditor

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as they are aware, there is no relevant audit information of which the company's auditor is unaware;
 and
- they have taken all steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

The auditor is deemed to have been re-appointed in accordance with section 487 of the Companies Act 2006.

Small company provisions

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

This report was approved by the board of directors on 23 October 2017 and signed on behalf of the board by:

K A O'Higgins Director

Directors responsibilities statement

Year ended 31 January 2017

The directors are responsible for preparing the strategic report, 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 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 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;
- 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 shareholders of Planmeca (UK) Limited

Year ended 31 January 2017

We have audited the financial statements of Planmeca (UK) Limited for the year ended 31 January 2017 which comprise the statement of comprehensive income, statement of financial position, statement of changes in equity, statement of cash flows 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), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

This report is made solely to the company's shareholders, 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 shareholders 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 shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the directors responsibilities statement, 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

A description of the scope of an audit of financial statements is provided on the FRC's website at www.frc.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 31 January 2017 and of its result 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, based on the work undertaken in the course of the audit:

- the information given in the Directors' Report for the financial year for which the financial statements are
 prepared is consistent with the financial statements; and
- the Directors' Report has been prepared in accordance with applicable legal requirements.

Independent auditor's report to the shareholders of Planmeca (UK) Limited (continued)

Year ended 31 January 2017

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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies' regime and take advantage of the small companies exemption from the requirement to prepare a strategic report.

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Gareth Jones FCA (Senior Statutory Auditor)

For and on behalf of Moore Stephens LLP Chartered accountant & statutory auditor 150 Aldersgate London **United Kingdom** EC1A 4AB

24.10.17

The notes on pages 9 to 17 form part of these financial statements.

Statement of comprehensive income

Year ended 31 January 2017

	Note	2017 £000	2016 £000
Turnover	3	1,110	2,198
Cost of sales		(798)	(1,840)
Gross profit	•	312	358
Administrative expenses		(2,160)	(1,438)
Operating loss	4	(1,848)	(1,080)
Cost of restructuring the company		<u>-</u>	(87)
Interest payable and similar charges	8	. (7)	(5)
Loss on ordinary activities before taxation		(1,855)	(1,172)
Tax on loss on ordinary activities	9	-	52
Loss for the financial year and total comprehensive expense		(1,855)	(1,120)

All the activities of the company are from continuing operations.

The notes on pages 11 to 19 form part of these financial statements.

Statement of financial position

31 January 2017

	Note	2017 £000	2016 £000
Fixed assets			
Tangible assets	10 11	106	176
Investments	11		
		106	176
Current assets			
Stocks	12	993	1,532
Debtors	13	234	807
Cash at bank and in hand		4	218
		1,231	2,557
Creditors: amounts falling due within one year	14	(6,729)	(6,270)
Net current liabilities	,	(5,498)	(3,713)
Total assets less current liabilities	•	(5,392)	(3,537)
Creditors: amounts falling due after more than one year	15	(252)	(252)
Net liabilities	,	(5,644)	(3,789)
Capital and reserves		5.000	5.000
Called up share capital	17	5,082	5,082
Profit and loss account		(10,726)	(8,871)
Shareholders deficit	•	(5,644)	(3,789)

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

These financial statements were approved by the board of directors and authorised for issue on 23 October 2017, and are signed on behalf of the board by:

K A O'Higgins Director

Company registration number: 0443223

Director

Statement of changes in equity

Year ended 31 January 2017

	Called up share capital £000	Profit and loss account £000	Total £000
At 1 February 2015	5,082	(7,751)	(2,669)
Loss for the year	-	(1,120)	(1,120)
As at 1 February 2016	5,082	(8,871)	(3,789)
Loss for the year	· •	(1,855)	(1,855)
At 31 January 2017	5,082	(10,726)	(5,644)

The profit and loss account represents a record of the historical losses of the company.

Statement of cash flows

Year ended 31 January 2017

	•		
		2017 £000	2016 £000
Cash flows used in operating activities Loss for the financial year		(1,855)	(1,172)
Adjustments for: Depreciation of tangible assets Interest payable and similar charges Tax charge Loss on disposal of tangible assets Impairment of investment		83 7 10	63 5 52 13 2
Changes in: Stocks Trade and other debtors Trade and other creditors		539 573 175	(675) 2,153 (365)
Cash (used in)/ from operations		(468)	76
Interest paid Tax paid		(7)	(5) (54)
Net cash (used in)/ from operating activities		(7)	17
Cash flows from investing activities Purchase of tangible assets Proceeds from sale of tangible assets Net cash used in investing activities		(24)	(129) 21 (108)
Cash flows from financing activities Proceeds from borrowings Proceeds from loans from group undertakings		· <u> </u>	(1,342) 1,173
Net cash used in financing activities			(169)
Net decrease in cash and cash equivalents		(499)	(260)
Cash and cash equivalents at beginning of year		218	478
Cash and cash equivalents at end of year	•	(281)	218

The notes on pages 11 to 19 form part of these financial statements.

Notes to the financial statements

Year ended 31 January 2017

1. Statement of compliance

These financial statements have been prepared in compliance with FRS 102, 'The Financial Reporting Standard applicable in the UK and the Republic of Ireland'.

2. Accounting policies

General information

Planmeca (UK) Limited is a Company limited by shares incorporated in the United Kingdom (registered number 0443223). The address of the registered office is Suite 2, Ricoh Arena, Phoenix Way, Coventry, CV6 6 GE. The principal activity of the Company is retail and wholesale distribution of dental and other healthcare products. The financial statements are prepared in sterling, which is the functional currency of the entity.

Basis of preparation

The company has not prepared group accounts as it is exempt from the requirement to do so by section 400 of the Companies Act 2006. These financial statements present information about the company as an individual undertaking, not about its group

The preparation of the financial statements requires the Directors to make estimates and assumptions that affect the reported amounts of turnover, expenses, assets and liabilities, and the disclosure of contingent liabilities at the date of the financial statements. If in the future such estimates and assumptions, which are based on the Directors' best judgement at the date of the financial statements, deviate from the actual circumstances, the original estimates and assumptions will be modified as appropriate in the year in which the circumstances change.

The directors have adopted the going concern basis of preparation for the financial statements based on forecasts, which they have prepared, which show that the company will continue to try and return to profitability in the foreseeable future. These forecasts assume that the company will continue to receive financial support from its parent company, Planmeca Oy, for at least the next twelve months.

The financial statements do not include any adjustments that might be required if the application of the going concern basis proves to be inappropriate.

Revenue recognition

Turnover represents amounts receivable from the sale of dental and other healthcare products, provided in the UK and overseas net of trade discounts, VAT and other related taxes. Turnover is recognised on despatch.

Income tax

Deferred tax is recognised in respect of all material 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.

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 ducted.

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

Operating leases

Lease payments are recognised as an expense over the lease term on a straight-line basis. The aggregate benefit of lease incentives is recognised as a reduction to expense over the lease term, on a straight-line basis.

Notes to the financial statements (continued)

Year ended 31 January 2017

2. Accounting policies (continued)

Tangible assets

Tangible assets are initially recorded at cost, and subsequently stated at cost less any accumulated depreciation and impairment losses. Any tangible assets carried at revalued amounts are recorded at the fair value at the date of revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its residual value, over the useful economic life of that asset as follows:

- Leasehold improvements

- Fixtures and fittings:

General equipment

Computer equipment

Computer system Tools

- Motor vehicles

over the length of the lease

10% reducing balance or between 10%

and 20% straight line

40% straight line 20% straight line

20% straight line 25% straight line

Investments

Fixed asset investments are initially recorded at cost, and subsequently stated at cost less any accumulated impairment losses.

Impairment of fixed assets

A review for indicators of impairment is carried out at each reporting date, with the recoverable amount being estimated where such indicators exist. Where the carrying value exceeds the recoverable amount, the asset is impaired accordingly. Prior impairments are also reviewed for possible reversal at each reporting date.

For the purposes of impairment testing, when it is not possible to estimate the recoverable amount of an individual asset, an estimate is made of the recoverable amount of the cash-generating unit to which the asset belongs. The cash-generating unit is the smallest identifiable group of assets that includes the asset and generates cash inflows that largely independent of the cash inflows from other assets or groups of assets.

For impairment testing of goodwill, the goodwill acquired in a business combination is, from the acquisition date, allocated to each of the cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the company are assigned to those units.

Stocks

Stocks, which relates to finished goods held ready for sale, are stated at the lower of cost and net realisable value. Cost is determined principally on the weighted average basis. Net realisable value is the price at which the stock can be realised in the normal course of business. Provision is made for obsolescent, slow moving and defective stocks.

Notes to the financial statements (continued)

Year ended 31 January 2017

2. Accounting policies (continued)

Financial instruments

Financial instruments are recognised on the company's statement of financial position when the company becomes a party to the contractual provisions of the instrument. Financial instruments are initially measured at transaction price unless the arrangement constitutes a financing transaction which includes transaction costs for financial instruments not subsequently measured at fair value. Subsequent to initial recognition, they are measured as set out below. Financial instruments are classified as either 'basic' or 'other' in accordance with Chapter 11 of FRS 102.

Trade debtors

Trade debtors are amounts due from customers for merchandise sold or services performed in the ordinary course of business. Trade debtors are recognised at the undiscounted amount of cash receivable, which is normally the invoice price, less any allowances for doubtful debts.

Cash and cash equivalents

Cash and cash equivalents consist of cash on hand and balance with banks, and investments in money market instruments which are readily convertible, being those with original maturities of three months or less. Cash and cash equivalents are measured at fair value, based on the relevant exchange rates at the reporting date.

Trade creditors

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as creditors falling due within one year if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as creditors falling due after one year. Trade creditors are recognised at the undiscounted amount owed to the supplier, which is normally the invoice price.

Defined contribution plans

Contributions to defined contribution plans are recognised as an expense in the period in which the related service is provided. Prepaid contributions are recognised as an asset to the extent that the prepayment will lead to a reduction in future payments or a cash refund.

Critical accounting estimates

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the accounting policies selected for use by the company. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed below. Use of available information and application of judgement are inherent in the formation of estimates. Actual outcomes in the future could differ from such estimates.

3. Turnover

The turnover is attributable to the one principal activity of the company. An analysis of turnover by the geographical markets that substantially differ from each other is given below:

	2017 £000	2016 £000
United Kingdom	1,110	2,198
	1,110	2,198

Notes to the financial statements (continued)

Year ended 31 January 2017

	Operating loss Operating loss is stated after charging/(crediting):	: .	
	3,000	2017 £000	2016 £000
	Depreciation of tangible assets Cost of inventory	83 560	63 1,840
	Loss on disposal of fixed assets	10	1,040
	Operating lease costs:		
	- Buildings	91	(45)
	Net profit on foreign currency translation	(14)	(1)
5.	Auditor's remuneration		•
		2017	2016
		£000 ·	£000
	Fees payable for the audit of the financial statements	18	23
6.	Staff costs		
	The average number of persons employed by the company during the year, to:	including the directors,	amounted
		2017	2016
		No	. No
	Distribution and Management staff	21	24
	The aggregate payroll costs incurred during the year, relating to the above	Were:	
	The aggregate payron costs incurred during the year, relating to the above	2017	2016
		£000	£000
	Wages and salaries	906	843
	Social security costs	92	105
	Other pension costs	86	53
		1,084	1,001
	Defined contribution plans		
	The amount recognised in profit or loss as an expense in relation to define	ed contribution plans wa	s £86,000
	(2016: £53,000).		
7.	Directors remuneration	·	
	The directors aggregate remuneration in respect of qualifying services was	:: • 2017	2016
			2010
		£000	£000
		£000	£000
	Remuneration	250	£000 223
		250	223
	Remuneration During the year retirement benefits were accruing to 1 directors (2016 - pension schemes. The highest paid director received £250k (2016: £106k)	250 1) in respect of money	223
8.	During the year retirement benefits were accruing to 1 directors (2016 - pension schemes. The highest paid director received £250k (2016: £106k)	250 1) in respect of money	223
8.	During the year retirement benefits were accruing to 1 directors (2016 -	250 1) in respect of money	223
8.	During the year retirement benefits were accruing to 1 directors (2016 - pension schemes. The highest paid director received £250k (2016: £106k)	250 1) in respect of money	223 purchase

Notes to the financial statements (continued)

Year ended 31 January 2017

	Tax on loss on ordinary activities				
	Major components of tax expense				•
				2017	2016
			• •	£000	£000
	Current tax:				
	UK current tax expense			-	(54)
	Adjustment to prior years			. -	
	Tax on loss on ordinary activities				(52
٠	·				
	Reconciliation of tax expense The tax assessed on the result on ordinary standard rate of corporation tax in the UK of			than (2016: lov	ver than) th
		•		. 2047	204
			•	2017 £000	201 £00
			•	2000	200
	Loss on ordinary activities before taxation	•		(1,855)	(1,172
	Language and in one and in this on the set of the set			(274)	mie
	Loss on ordinary activities by rate of tax Effect of expenses not deductible for tax put	rnneae		(371) 2	(236
	Fixed asset difference	poses		7	,
	Utilisation of tax losses			-	· 5
	Adjustment in respect of prior period			-	(54
	Adjusting deferred tax to average rate	•	•	168	22
	Adjustment to Deferred tax not recognised			194	(57
	Tax on loss on ordinary activities				(54
	Tangible fixed access	. •			
).	Tangible fixed assets		•		
			Fixtures, fittings, tools		
		Leasehold	and	Motor	
		Improvements	equipment	Vehicle	Tot
	•	£000	£000	£000	£00
	Cost		470	1	E E :
	At 1 February 2016 Additions	80 7	479 12	5	55° 2
	On disposals		(345)	-	(34
	At 31 January 2017	. 87	146	5	23
	At 31 Sandary 2017				
	Depreciation				
	At 1 February 2016	· 1	383	-	38
	Charge for the year	27	54	2	8
	On disposals	-	(335)	· -	(33
	At 31 January 2017	. 28	102	2	13
	Net book value		,		
	At 31 January 2017	59	44	3	10
	•	70	06		47
	At 31 January 2016	79	96		17
	•				

Notes to the financial statements (continued)

Year ended 31 January 2017

11. Investments

12.

13.

Trade debtors

Other debtors

Prepayments and accrued income Corporation Tax

This is represented by the holding of 100% of the ordinary share capital in the following dormant companies incorporated in England and Wales.

Fixed Asset

50

92

54

' **38**

234

318

418 54

17 807

				vestment
				£000
	Cost At 1 February 2016 and 31 January 2017			2
	Impairment At 1 February 2016 Impairment in year			
	As at 31 January 2017			2
	Net book value At 1 February 2016			-
	As at 31 January 2017			-
	This is represented by the holding of 100% of the ordi incorporated in England and Wales. Alex Bell (Dental Supplies) Limited Claudius Ash Sons and Company Limited Planmeca Limited, formerly J & S Davis Limited Mouth Care Company Limited Orthologic Limited	nary share capital in the	following dormant	companies
		•		
•	Stocks		2017 £000	2016 £000
	Finished goods and goods for resale		993	1,532
	Debtors		•	,
			2017 £000	. 2016 £000

Notes to the financial statements (continued)

Year ended 31 January 2017

	2017	2016
	£000	£000
Bank overdrafts	285	_
Frade creditors	50	127
Amounts owed to group undertakings (Note 20)	6,176	5,535
Social security and other taxes	29	59
Accruals and deferred income	189	549
	6,729	6,270
The bank overdraft facility is secured over the assets of the parer	nt company.	,
Creditors: amounts falling due after more than one year		
	2017	2016
	£000	£000
	Trade creditors Amounts owed to group undertakings (Note 20) Social security and other taxes Accruals and deferred income The bank overdraft facility is secured over the assets of the paren	Trade creditors Amounts owed to group undertakings (Note 20) Cocial security and other taxes Accruals and deferred income 189 6,729 The bank overdraft facility is secured over the assets of the parent company. Creditors: amounts falling due after more than one year

16. Deferred taxation

No provision has been made in the financial statements and the amounts unprovided at the end of the year are as follows:

	•			2017 £000	2016 £000
Tax losses available		٠,	٠.	2,408	2,037
	٠			2,408	2,037

The undiscounted deferred tax asset has not been recognised on the grounds that there is insufficient evidence that there will be sustainable future taxable profits from which the losses can be deducted.

Notes to the financial statements (continued)

Year ended 31 January 2017

17. Called up share capital

Authorised share capital

	2017		2016	
	· No	£000	No	£000
Ordinary shares of £1 each Ordinary Class A shares of £1 each	1,104,000 5,000,000	1,104 5,000	1,104,000 5,000,000	1,104 5,000
	6,104,000	6,104	6,104,000	6,104
Issued, called up and fully paid	2017		2016	
•	Nọ	£000	No	£000
Ordinary shares of £1 each Ordinary Class A shares of £1 each	1,101,000 3,981,000	1,101 3,981	1,101,000 3,981,000	1,101 3,981
	5,082,000	5,082	5,082,000	5,082

18. Operating leases

The total future minimum lease payments under non-cancellable operating leases are as follows:

	017 2016 000 £000
Not later than 1 year Greater than one year	112 104 299 309
	 311 413

19. Controlling party

Planmeca Oy, incorporated in Finland, is regarded by the directors as being the ultimate parent company. Planmeca Oy prepares consolidated accounts which include the results of Planmeca UK Limited. Planmeca Oy is the controlling party and heads the smallest and largest group to which Planmeca UK Limited is a member. Copies of these accounts are available from the parent undertaking at their head office at Asentajankatu 6, SF-00810, Helsinki, Finland.

Notes to the financial statements (continued)

Year ended 31 January 2017

20. Related Party Transactions

During the year the company entered into the following related party transactions:

	Amounts owed (to)	Purchases £	Sales £
Planmeca Oy	(6,176,119)	530,519	•
Plandent Oy	(71,617)	-	•
Planmeca Showroom	(180,323)	<u> </u>	· -
	(6,428,059)	530,519	•

Last year the company entered into the following related party transactions.

	Amounts owed (to) £	Purchases £	Sales £
Planmeca Oy Plandent Oy Planmeca Showroom	(5,518,301) (89,118) (180,323)	1,358,920	- -
	(5,787,742)	1,358,920	

The above companies are all considered related parties as they are the under common control of Planmeca Oy.

21. Financial risk management

The board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board is responsible for developing and monitoring the Company's risk management strategy and policies. There have been no changes to the Company's exposures to risk or the methods used to measure and manage these risks during the year.

The company has exposure to the following risks from the use of its financial instruments.

Liquidity risk management

The Company manages liquidity risk by monitoring forecast cash flows and ensuring that adequate unutilised borrowing facilities and parent company loans are maintained.

The Directors do not feel the company is exposed to any other significant financial risk.