

Oasis Dental Care (Central) Limited 00575769  
Page 42-44

**THE OASIS HEALTHCARE GROUP LIMITED**

**ANNUAL REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 2018**

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## **THE OASIS HEALTHCARE GROUP LIMITED**

### **COMPANY INFORMATION**

**Directors** C E Barton (appointed 28 February 2018, resigned 5 December 2018)  
E J Coyle (resigned 14 September 2018)  
D J Leatherbarrow (resigned 28 February 2018)  
S J Preddy (appointed 14 September 2018)  
C A Richardson (appointed 28 February 2018)  
G Pueyo Roberts (appointed 1 February 2019)  
J S H Wright

**Company secretary** Bupa Secretaries Limited

**Registered number** 08405422

**Registered office** Bupa Dental Care  
Vantage Office Park  
Old Gloucester Road, Hambrook  
Bristol  
BS16 1GW

**Independent auditor** KPMG LLP  
Chartered Accountants  
66 Queen Square  
Bristol  
BS1 4BE

# **THE OÁSIS HEALTHCARE GROUP LIMITED**

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## **THE OASIS HEALTHCARE GROUP LIMITED**

### **GROUP STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2018**

The Directors present the Group Strategic Report of The Oasis Healthcare Group Limited (the "Group") for the year ended 31 December 2018.

The prior period comparatives are for the 9 months ended 31 December 2017.

#### **Business review**

The results for the year/period show an operating profit of £1,229,000 (2017 - profit £3,799,000) and a loss for the financial year of £2,799,000 (2017 - loss £7,904,000).

The Board considers that EBITDAE provides the most meaningful basis for assessing the underlying performance of the Group, albeit that these terms are not defined by United Kingdom Generally Accepted Accounting Practice and therefore may not be directly comparable with other companies' adjusted profit measures. EBITDAE has increased by 25% from £34,455,000 for the 9 month period to 31 December 2017 to £42,965,000 for the year ended 31 December 2018. The increases in turnover and EBITDAE have been driven by the year ended 31 December 2018 being a 12 month period, whereas the period ended 31 December 2017 relates to 9 months.

During the year, the Group made a number of acquisitions of individual dental practices and small groups of dental practices, increasing the number of practices from 439 at 31 December 2017 to 449 at 31 December 2018. This has further strengthened the Group's position as the UK's largest provider of private dental care and a major provider to the NHS.

On 18 December 2018, Bupa Finance plc (the Company' immediate parent company) made a £480,000,000 capital injection into the Company, in return for 48,000,000,000 A ordinary shares. This has resulted in both the Company and the Group achieving a net asset position for the year ended 31 December 2018.

#### **Principal risks and uncertainties**

The management of the business and the execution of the Group's strategy are subject to a number of risks and uncertainties. The key business risks and uncertainties affecting the Group are set out below. Risks are formally reviewed by the Board and appropriate processes are put in place to monitor and mitigate them.

#### **Competition**

During the period, the Group completed on many acquisitions and mergers, which has increased its national footprint across the UK, increasing the number of practices from 439 at 31 December 2017 to 449 at 31 December 2018. Given the fragmented nature of the market, with a high volume of small and geographically limited providers, the corporate exposure to competition is mitigated through the development and embedding of a strong national brand identity, national presence and clinical compliance framework.

#### **Human resources**

The Group's ability to recruit and retain dentists is key to the future growth of the business. The Group has established policies to manage recruitment and retention, such as the Group's "Fitness to Practice" training programme, as well as developing links with dental schools both in the UK and Europe to provide a flow of well qualified dental practitioners. The Group's associate contract for self-employed dentists aims to motivate, incentivise and retain those practitioners through the provision of self-employed revenue sharing.

## THE OASIS HEALTHCARE GROUP LIMITED

### GROUP STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

#### Principal risks and uncertainties (continued)

##### Clinical standards

It is of the utmost importance to the Group that the clinical care delivered to our patients is at a standard expected from the Group, by patients, industry forums and regulatory authorities. The Board has established a formal organisational structure that allows clinical policies and procedures to be developed and ensure day-to-day compliance monitoring. The Board is supported by a separate Dental Care Board comprised of eminent people in healthcare, including dentistry. This is further supported by Regional Clinical Service Advisors each of whom is a qualified dental practitioner and an external audit clinical team to ensure compliance with Care Quality Commission (CQC) standards. The Group also has a Clinical Director who reports directly to the Managing Director. Rigorous monitoring of standards and the continued development and training of the Group's dentists is applied. The Board have further mitigated any risk by ensuring that suitable insurance policies are taken out at both an individual and corporate level.

##### Acquisitions

The Group's strategy involves growing the business through both organic and non-organic growth. The non-organic growth involves the acquisition of individual practices and dental bodies corporate with multiple practices. The risk to growth through the availability of suitable acquisitions together with competition within the corporate dental care sector is minimised by a dedicated acquisitions team.

##### IT and finance systems

Reliable and robust IT and financial systems and processes that enable practices and central services to operate effectively and efficiently are of paramount importance. An infrastructure investment programme is in place to ensure that network, practice and financial IT hardware and software are upgraded and replaced on an ongoing basis. Risk of failure in IT systems is mitigated by a dedicated IT team, appropriate external IT service and hosting providers and a disaster recovery programme. Finance systems, processes and controls are managed by an experienced and qualified finance team to support business needs and pay dentists, suppliers and employees accurately and on a timely basis.

##### Brexit

The Group continues to monitor the impact of Brexit as the political landscape changes and contingency plans are in place to ensure a minimum of disruption to the business.

#### Financial key performance indicators

The performance of the business is monitored at various levels from Group level down through region, area and practice level to individual dentists. Management accounts are produced and reviewed on a monthly basis. The key financial measures the Directors consider as important are turnover, gross margin and EBITDAE. The Directors also monitor the split of income between private and NHS.

	2018	2017
Turnover (£000)	399,513	266,830
Turnover by type of activity (£000)		
Provision of NHS dental services	160,629	112,274
Provision of private dental services	238,884	154,556
Gross margin (%)	47	48
EBITDAE (£000)	42,965	34,455
EBITDAE margin (%)	11	13

**THE OASIS HEALTHCARE GROUP LIMITED**

**GROUP STRATEGIC REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2018**

**Non-GAAP EBITDAE**

	Year ended 31 December 2018 £000	Period ended 31 December 2017 £000
Loss on ordinary activities before taxation	(3,579)	(5,777)
<b>Adjustments for:</b>		
Exceptional administrative expenses	5,070	4,354
Interest payable and similar expenses	4,811	9,592
Interest receivable and similar income	(3)	(16)
Amortisation of goodwill and intangible assets	24,036	16,389
Depreciation of tangible fixed assets	12,630	9,913
<b>EBITDAE</b>	<b>42,965</b>	<b>34,455</b>

**Other key performance indicators**

The Board has continued to monitor business performance using the following key non-financial performance indicators:

	2018	2017
Total practices	449	439
Total active patients*	2,510,407	2,212,360
Customer satisfaction (%)	98	98
CQC compliance (%)	100	100
Private Like For Like (LFL) growth (%)	1	5
Units of Dental Activity (UDA) LFL delivery (%)	89	92

\* active patients are defined as patients who have visited a practice within the last 24 months.

This report was approved by the board on 12 March 2019 and signed on its behalf.



**J S H Wright**  
Director

## **THE OASIS HEALTHCARE GROUP LIMITED**

### **DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2018**

The Directors present their report and the financial statements for the year ended 31 December 2018.

The prior period comparatives are for the 9 months ended 31 December 2017.

#### **Principal activities**

The principal activity of the Company is that of a holding company. The principle activity of the Group is the operation of dental practices and provision of dental services.

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

#### **Results and dividends**

The loss for the year, after taxation, amounted to £2,799,000 (2017 - loss £7,904,000).

During the year, the dividend on the preference shares was forgiven by the parent company. In 2017, £6,576,000 was accrued in the financial statements, classified as an interest expense and accrued as an amount owed to group undertakings. The Directors do not recommend the payment of any other dividend and no other dividends have been paid during the year (2017 - £nil).

#### **Directors**

The Directors who served during the year were:

C E Barton (appointed 28 February 2018, resigned 5 December 2018)

E J Coyle (resigned 14 September 2018)

D J Leatherbarrow (resigned 28 February 2018)

S J Preddy (appointed 14 September 2018)

C A Richardson (appointed 28 February 2018)

J S H Wright

#### **Future developments**

The Group will continue to increase its provision of NHS dentistry whilst also maintaining a firm commitment to private dentistry. The Group will seek to develop a range of affordable, fixed price offerings including orthodontics, implants and facial aesthetics. This will ensure that the Group continues to develop a strong national brand in order to combat competition from local providers.

#### **Disabled employees**

All practical arrangements are made to accommodate disabled persons into employment. Those who become disabled whilst in the Group's employment are retrained and/or transferred to alternative jobs as appropriate. All employees are eligible for appropriate training, career development and promotion opportunities and disabled people are not treated any differently in this respect.

## **THE OASIS HEALTHCARE GROUP LIMITED**

### **DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018**

#### **Employee involvement**

Employees are kept informed of the operational and financial developments of the Group through meetings, practice newsletters and the intranet. Dentists undertake a "Fitness to Practice" induction programme before new practices are opened, ensuring that a high quality of service is delivered. For overseas dentists practicing in the UK for the first time, this is tailored to the needs of the individual. The Group also assists overseas dentists with integrating into the local community.

Our annual conference is our key forum to bring dentists, staff, support teams and suppliers together, discussing Oasis' progress, plans and quality initiatives.

All Oasis dentists and employees have the opportunity to develop and progress. As well as regular updates at the Support Centre in Bristol, practices work together in local clusters to benefit the teams with improved networking, increased referral activity, comprehensive clinical and business management support, targeted investment and local decision making.

#### **Directors' responsibilities statement**

The Directors are responsible for preparing the Strategic Report, 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 group and parent financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 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 Group and parent Company and of the profit or loss of the Group for that period.

In preparing each of the Group and parent Company 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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group 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 the Group 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 group and to prevent and detect fraud and other irregularities.



## **THE OASIS HEALTHCARE GROUP LIMITED**

### **DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018**

#### **Financial risk management**

The Group's operations expose it to a variety of financial risks that include credit risk, liquidity risk and interest rate cash flow risk. Given the size of the Group, the Directors have not delegated the responsibility of monitoring financial risk management to a sub-committee of the Board. The policies set by the Board of Directors are implemented by the Group's finance department.

#### **Credit risk**

The Group has implemented policies that require non-NHS funded balances to be settled upon the treatment occurring. Our credit risk primarily relates to the NHS and is therefore considered to be low.

#### **Liquidity risk**

The Group maintains cash balances and short-term debt finance that is designed to ensure the Group has sufficient available funds for operations and planned expansions and acquisitions.

#### **Interest rate cash flow risk**

The Group has both interest bearing assets and interest bearing liabilities. Interest bearing assets include cash balances which earn interest at a floating rate. The Directors will revisit the appropriateness of this policy should the Group's operations change in size or nature.

#### **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 and the Group'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 and the Group's auditor is aware of that information.

#### **Post balance sheet events**

There have been no significant events affecting the Group since the year end.

#### **Auditor**

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

This report was approved by the board on 12 March 2019 and signed on its behalf.



**J S H Wright**  
Director

## **INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF THE OASIS HEALTHCARE GROUP LIMITED**

### **Opinion**

We have audited the financial statements of The Oasis Healthcare Group Limited (the 'Company') for the year ended 31 December 2018, which comprise the Consolidated Statement of Comprehensive Income, the Consolidated Balance Sheet, the Company Balance Sheet, the Consolidated Statement of Changes in Equity, the Company Statement of Changes in Equity and the related notes, including the accounting policies in note 2.

In our opinion the financial statements:

- give a true and fair view of the state of the Group's and of the parent Company's affairs as at 31 December 2018 and of the Group's loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland; 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 group in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **The impact of uncertainties due to the UK exiting the European Union on our audit**

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, such as recoverability of goodwill 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 Group'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 standardised firm-wide approach in response to that uncertainty when assessing the Group'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.

## **INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF THE OASIS HEALTHCARE GROUP LIMITED (CONTINUED)**

### **Going concern**

The Directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Group or the Company or to cease their operations, and as they have concluded that the Group and the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over their ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the Directors' conclusions, we considered the inherent risks to the Group's business model, including the impact of Brexit, and analysed how those risks might affect the Group and Company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this Auditor's Report is not a guarantee that the Group or the Company will continue in operation.

### **Strategic Report and Directors' Report**

The Directors are responsible for the Strategic Report and 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 Strategic Report and 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 Strategic Report and 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.

### **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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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.

We have nothing to report in these respects.

**INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF THE OASIS HEALTHCARE GROUP LIMITED (CONTINUED)**

**Directors' responsibilities**

As explained more fully in their statement set out on page 5, 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 Group and parent 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 Group or the parent company or to cease operations, or have no realistic alternative but to do so.

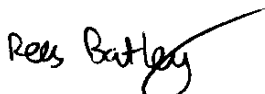
**Auditor's responsibilities**

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/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

**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.



Rees Batley (Senior Statutory Auditor)

for and on behalf of  
**KPMG LLP, Statutory Auditor**

Chartered Accountants  
66 Queen Square  
Bristol  
BS1 4BE

12 March 2019

**THE OASIS HEALTHCARE GROUP LIMITED**

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 31 DECEMBER 2018**

		<b>Year ended 31 December 2018 £000</b>	<b>9 months ended 31 December 2017 £000</b>
	<b>Note</b>		
Turnover	4	399,513	266,830
Cost of sales		(210,063)	(139,078)
<b>Gross profit</b>		<b>189,450</b>	<b>127,752</b>
Administrative expenses		(184,985)	(122,643)
Exceptional administrative expenses	5	(5,070)	(4,354)
Other Operating Income		1,834	3,044
<b>Operating profit</b>	6	<b>1,229</b>	<b>3,799</b>
Interest receivable and similar income	10	3	16
Interest payable and expenses	11	(4,811)	(9,592)
<b>Loss before taxation</b>		<b>(3,579)</b>	<b>(5,777)</b>
Tax on loss	12	780	(2,127)
<b>Loss for the financial year/period</b>		<b>(2,799)</b>	<b>(7,904)</b>
Exchange differences arising on consolidation of foreign subsidiaries		208	195
<b>Total comprehensive expense for the year/period</b>		<b>(2,591)</b>	<b>(7,709)</b>
<b>Loss for the year/period attributable to:</b>			
Owners of the parent Company		(2,799)	(7,904)
<b>Total comprehensive expense for the year/period attributable to:</b>			
Owners of the parent Company		(2,591)	(7,709)

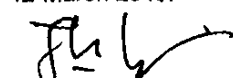
The notes on pages 15 to 45 form part of these financial statements.

**THE OASIS HEALTHCARE GROUP LIMITED**  
**REGISTERED NUMBER:08405422**

**CONSOLIDATED BALANCE SHEET**  
**AS AT 31 DECEMBER 2018**

	Note	2018 £000	2017 £000
<b>Fixed assets</b>			
Intangible assets	13	427,060	388,140
Tangible assets	14	83,233	72,742
		<u>510,293</u>	<u>460,882</u>
<b>Current assets</b>			
Stocks	16	6,081	6,308
Debtors: amounts falling due within one year	17	36,735	30,211
Cash at bank and in hand		7,971	8,104
		<u>50,787</u>	<u>44,623</u>
Creditors: amounts falling due within one year	18	(87,293)	(524,512)
<b>Net current liabilities</b>		<u>(36,506)</u>	<u>(479,889)</u>
<b>Total assets less current liabilities</b>		<u>473,787</u>	<u>(19,007)</u>
Creditors: amounts falling due after more than one year	19	(75,696)	(71,267)
<b>Provisions for liabilities</b>			
Deferred taxation	22	(23,148)	(20,075)
Other provisions	23	(683)	(1,228)
		<u>(23,831)</u>	<u>(21,303)</u>
<b>Net assets/(liabilities)</b>		<u>374,260</u>	<u>(111,577)</u>
<b>Capital and reserves</b>			
Called up share capital	24	480,013	13
Share premium account	25	989	989
Foreign exchange reserve	25	481	273
Profit and loss account	25	(107,223)	(112,852)
<b>Shareholders' funds/(deficit)</b>		<u>374,260</u>	<u>(111,577)</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 12 March 2019.



**J S H Wright**  
Director

The notes on pages 15 to 45 form part of these financial statements.

**THE OASIS HEALTHCARE GROUP LIMITED**  
**REGISTERED NUMBER:08405422**

**COMPANY BALANCE SHEET**  
**AS AT 31 DECEMBER 2018**

	Note	2018 £000	2017 £000
<b>Fixed assets</b>			
Investments	15	46,255	46,255
<b>Current assets</b>			
Debtors: amounts falling due within one year	17	491,134	48,516
Creditors: amounts falling due within one year	18	(31,145)	(72,914)
<b>Net current assets/(liabilities)</b>		<b>459,989</b>	<b>(24,398)</b>
<b>Total assets less current liabilities</b>		<b>506,244</b>	<b>21,857</b>
Creditors: amounts falling due after more than one year	19	(68,497)	(68,497)
<b>Net assets/(liabilities)</b>		<b>437,747</b>	<b>(46,640)</b>
<b>Capital and reserves</b>			
Called up share capital	24	480,013	13
Share premium account	25	989	989
Profit and loss account	25	(43,255)	(47,642)
<b>Shareholders' funds/(deficit)</b>		<b>437,747</b>	<b>(46,640)</b>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 12 March 2019.



**J S H Wright**  
Director

The notes on pages 15 to 45 form part of these financial statements.

**THE OASIS HEALTHCARE GROUP LIMITED**

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2018**

	Called up share capital	Share premium account	Foreign exchange reserve	Profit and loss account	Shareholders' funds/(deficit)
	£000	£000	£000	£000	£000
At 1 January 2018	13	989	273	(112,852)	(111,577)
<b>Comprehensive expense for the year</b>					
Loss for the year	-	-	-	(2,799)	(2,799)
Exchange differences arising on the consolidation of foreign subsidiaries	-	-	208	-	208
Dividend on preference shares forgiven by parent company	-	-	-	8,428	8,428
Shares issued during the year	480,000	-	-	-	480,000
<b>At 31 December 2018</b>	<b>480,013</b>	<b>989</b>	<b>481</b>	<b>(107,223)</b>	<b>374,260</b>

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
FOR THE PERIOD ENDED 31 DECEMBER 2017**

	Called up share capital	Share premium account	Foreign exchange reserve	Profit and loss account	Shareholders' deficit
	£000	£000	£000	£000	£000
At 1 April 2017	14	989	78	(104,948)	(103,867)
<b>Comprehensive expense for the period</b>					
Loss for the period	-	-	-	(7,904)	(7,904)
Exchange differences arising on the consolidation of foreign subsidiaries	-	-	195	-	195
Adjustment	(1)	-	-	-	(1)
<b>At 31 December 2017</b>	<b>13</b>	<b>989</b>	<b>273</b>	<b>(112,852)</b>	<b>(111,577)</b>

The notes on pages 15 to 45 form part of these financial statements.



**THE OASIS HEALTHCARE GROUP LIMITED**

**COMPANY STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2018**

	<b>Called up share capital</b>	<b>Share premium account</b>	<b>Profit and loss account</b>	<b>Shareholders' funds/(deficit)</b>
	<b>£000</b>	<b>£000</b>	<b>£000</b>	<b>£000</b>
At 1 January 2018	13	989	(47,642)	(46,640)
<b>Comprehensive expense for the year</b>				
Loss for the year	-	-	(4,041)	(4,041)
Dividend on preference shares forgiven by parent company	-	-	8,428	8,428
<b>Contributions by and distributions to owners</b>				
Shares issued during the year	480,000	-	-	480,000
<b>At 31 December 2018</b>	<b>480,013</b>	<b>989</b>	<b>(43,255)</b>	<b>437,747</b>

**COMPANY STATEMENT OF CHANGES IN EQUITY  
FOR THE PERIOD ENDED 31 DECEMBER 2017**

	<b>Called up share capital</b>	<b>Share premium account</b>	<b>Profit and loss account</b>	<b>Shareholders' deficit</b>
	<b>£000</b>	<b>£000</b>	<b>£000</b>	<b>£000</b>
At 1 April 2017	14	989	(39,499)	(38,496)
<b>Comprehensive expense for the period</b>				
Loss for the financial period	-	-	(8,143)	(8,143)
<b>Contributions by and distributions to owners</b>				
Shares cancelled during the period	(1)	-	-	(1)
<b>At 31 December 2017</b>	<b>13</b>	<b>989</b>	<b>(47,642)</b>	<b>(46,640)</b>

The notes on pages 15 to 45 form part of these financial statements.

## THE OASIS HEALTHCARE GROUP LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

#### 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: Bupa Dental Care, 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 Group's financial statements are presented in Sterling, which is also the Group's functional currency, and all values are rounded to the nearest thousand pounds (£000) 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 Group management to exercise judgment in applying the Group's accounting policies (see note 3).

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of Comprehensive Income in these financial statements.

##### Parent Company disclosure exemptions

In preparing the separate financial statements of the parent Company, advantage has been taken of the following disclosure exemptions available in FRS 102:

- Only one reconciliation of the number of shares outstanding at the beginning and end of the year has been presented as the reconciliation for the Company and the parent *Company* would be identical;
- No Statement of Cash Flows has been presented for the parent *Company*;
- Disclosures in respect of the parent *Company's* financial instruments have not been presented as equivalent disclosures have been provided in respect of the Company as a whole; and
- No disclosures have been given for the aggregate remuneration of the key management personnel of the parent *Company* as their remuneration is included in the totals for the Company as a whole.

The following principal accounting policies have been applied:

## THE OASIS HEALTHCARE GROUP LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

#### 2. Accounting policies (continued)

##### 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; and
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of The British United Provident Association Limited as at 31 December 2018 and these financial statements may be obtained from Centre BUPA, 1 Angel Court, London, EC2R 7HJ.

##### 2.3 Basis of consolidation

*The consolidated financial statements present the results of the Company and its own subsidiaries ("the Group") as if they form a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.*

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the Balance Sheet, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the Consolidated Statement of Comprehensive Income from the date on which control is obtained. They are deconsolidated from the date control ceases.

In accordance with the transitional exemption available in FRS 102, the group has chosen not to retrospectively apply the standard to business combinations that occurred before the date of transition to FRS 102, being 01 April 2014.

## **THE OASIS HEALTHCARE GROUP LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018**

#### **2. Accounting policies (continued)**

##### **2.4 Going concern**

Notwithstanding net current liabilities of £36,506,000 as at 31 December 2018, a loss for the year then ended of £2,799,000, the financial statements have been prepared on a going concern basis which the Directors consider to be appropriate for the following reasons.

The Directors have prepared cash flow forecasts for a period of 12 months from the date of approval of these financial statements which indicate that, taking account of reasonably possible downsides, the Group will have sufficient funds, through funding from its immediate parent company, Bupa Finance plc, to meet its liabilities as they fall due for that period.

Those forecasts are dependent on Bupa Finance plc not seeking repayment of the amounts currently due to the group, which at 31 December 2018 amounted to £27,005,000, and providing additional financial support during that period. Bupa Finance plc has indicated its intention to continue to make available such funds as are needed by the Group, and that it does not intend to seek repayment of the amounts due at the balance sheet date, for the period covered by the forecasts. As with any company placing reliance on other group entities for financial support, the Directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Consequently, the Directors are confident that the group will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

##### **2.5 Revenue**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group 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 Group 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.

Turnover represents the value of dentistry goods or services supplied. NHS income is recognised based on the levels of dental activity delivered. Where there is under-delivery against target activity levels, a potential clawback arises and a creditor is established. Private treatment is recognised based on the stage of completion, with cash settled at the time of treatment.

## THE OASIS HEALTHCARE GROUP LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

#### 2. Accounting policies (continued)

##### 2.6 Intangible assets

###### Goodwill

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, considered to be 15 to 20 years.

###### Other intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed 5 years.

Patient lists are estimated to have a useful economic life of between 15 and 20 years. Brand names are estimated to have a useful economic life of 5 years.

##### 2.7 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 Group 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 Group. 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.

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:

Freehold property	- over 50 years straight line
Leasehold improvements	- over 15 years straight line
Motor vehicles	- over 4 years straight line
Fixtures and fittings	- 3 to 15 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 Consolidated Statement of Comprehensive Income.

## THE OASIS HEALTHCARE GROUP LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

#### 2. Accounting policies (continued)

##### 2.8 Business combinations

Business combinations are accounted for using the purchase method as at the acquisition date, which is the date on which control is transferred to the entity.

At the acquisition date, the Company recognises goodwill at the acquisition date as:

- the fair value of the consideration (excluding contingent consideration) transferred; plus
- estimated amount of contingent consideration (see below); plus
- the fair value of the equity instruments issued; plus
- directly attributable transaction costs; less
- the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities and contingent liabilities assumed.

When the excess is negative, this is recognised and separately disclosed on the face of the balance sheet as negative goodwill.

Consideration which is contingent on future events is recognised based on the estimated amount if the contingent consideration is probable and can be measured reliably. Any subsequent changes to the amount are treated as an adjustment to the cost of the acquisition.

All business combinations where the cash outflow on acquisition is greater than £10m will be disclosed separately. All other business combinations will be aggregated.

##### 2.9 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

##### 2.10 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.

##### 2.11 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.

##### 2.12 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

## THE OASIS HEALTHCARE GROUP LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

#### 2. Accounting policies (continued)

##### 2.13 Financial instruments

The Group only enters into basic financial instrument 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 the 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 Consolidated Statement of Comprehensive Income.

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

## **THE OASIS HEALTHCARE GROUP LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018**

#### **2. Accounting policies (continued)**

##### **2.14 Impairment excluding stocks and deferred tax assets**

###### **Financial assets (including trade and other debtors)**

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. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

###### **Non-financial assets**

The carrying amounts of the entity's non-financial assets, other than stocks and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit"). The goodwill acquired in a business combination, for the purpose of impairment testing is allocated to cash-generating units, or ("CGU") that are expected to benefit from the synergies of the combination. For the purpose of goodwill impairment testing, if goodwill cannot be allocated to individual CGUs or groups of CGUs on a non-arbitrary basis, the impairment of goodwill is determined using the recoverable amount of the acquired entity in its entirety, or if it has been integrated then the entire group of entities into which it has been integrated.

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis.

An impairment loss recognised for goodwill is not reversed. Impairment losses recognised for other assets is reversed only if the reasons for the impairment have ceased to apply.

##### **2.15 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.



## **THE OASIS HEALTHCARE GROUP LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018**

#### **2. Accounting policies (continued)**

##### **2.16 Government grants**

Grants are accounted under the accruals model as permitted by FRS 102. Grants relating to expenditure on tangible fixed assets are credited to the Consolidated Statement of Comprehensive Income at the same rate as the depreciation on the assets to which the grant relates. The deferred element of grants is included in creditors as deferred income.

Grants of a revenue nature are recognised in the Consolidated Statement of Comprehensive Income in the same period as the related expenditure.

##### **2.17 Foreign currency translation**

###### **Functional and presentation currency**

The Company's functional and presentational currency is GBP.

###### **Transactions and balances**

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Consolidated Statement of Comprehensive Income except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Consolidated Statement of Comprehensive Income within 'finance income or costs'. All other foreign exchange gains and losses are presented in the Consolidated Statement of Comprehensive Income within 'other operating income'.

On consolidation, the results of overseas operations are translated into GBP at rates approximating to those ruling when the transactions took place. All assets and liabilities of overseas operations are translated at the rate ruling at the reporting date. Exchange differences arising on translating the opening net assets at opening rate and the results of overseas operations at actual rate are recognised in other comprehensive income.

##### **2.18 Finance costs**

Finance costs are charged to the Consolidated 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.

##### **2.19 Dividends**

Dividends on shares recognised as liabilities are recognised as expenses and classified within interest payable.

**THE OASIS HEALTHCARE GROUP LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2018**

**2. Accounting policies (continued)**

**2.20 Operating leases: the Group as lessee**

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

**2.21 Pensions**

**Defined contribution pension plan**

The Group operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Once the contributions have been paid the Group has no further payment obligations.

The contributions are recognised as an expense in the Consolidated 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 Group in independently administered funds.

**2.22 Interest income**

Interest income is recognised in the Consolidated Statement of Comprehensive Income using the effective interest method.

**2.23 Provisions for liabilities**

Provisions are made where an event has taken place that gives the Group a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the Consolidated Statement of Comprehensive Income in the year that the Group becomes aware of the obligation, and are measured at the best estimate at the Balance Sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Balance Sheet.

## **THE OASIS HEALTHCARE GROUP LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018**

#### **2. Accounting policies (continued)**

##### **2.24 Current and deferred taxation**

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Consolidated 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 and the Group operate and generate 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 Group 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.

##### **2.25 Exceptional items**

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

##### **2.26 Contingent consideration**

The Group uses contingent consideration as part of the consideration for acquisitions of dental practices to manage the risk that practices acquired will fail to attain acceptable levels of turnover. The amount of contingent consideration is interest free, recognised in creditors and discounted where material. The unwinding of any discount is taken to the Statement of Comprehensive Income and included within interest payable and similar charges.

##### **2.27 Preference shares**

Preference shares, which are mandatorily redeemable on a specific date, are classified as liabilities. The dividends on these preference shares are taken to the income statement as finance expense.

## THE OASIS HEALTHCARE GROUP LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

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

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

##### Key accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

##### (i) Fair values on acquisitions

The fair value of tangible and intangible assets acquired on acquisitions involve the use of valuation techniques and the estimation of future cash flows to be generated over a number of years. In addition the estimation of the contingent consideration payable requires an assessment of the likelihood of payment based on historic pay-out rates. The estimation of the fair values requires the combination of assumptions including revenue growth, sales mix and customer attrition rates. In addition, the use of discount rates requires judgement.

##### (ii) Impairment of intangible assets and goodwill

The Group considers whether intangible assets and/or goodwill are impaired. Where an indication of impairment is identified, the estimation of recoverable value of the cash generating units (CGUs) is tested. This requires estimation of the future cash flows from the CGUs and also selection of appropriate discount rates in order to calculate the net present value of those cash flows.

##### (iii) Provisions for dilapidations, onerous lease and contingencies

Provision is made for dilapidations and contingencies. These provisions require management's best estimates of the costs that will be incurred. The timing of the cash flows and the discount rates used to establish net present value of the obligations require management's judgement.

##### (iv) Useful expected lives of intangible assets

Amortisation is calculated, using the straight-line method, to allocate the depreciable amount of the assets to their residual values over their estimated useful lives, as follows:

NHS patient list - 20 years  
Private patient list - 15 years  
Brand - 5 years

NHS and Private patient lists' estimated useful lives have been derived from analysing the number of years of discounted future free cash flows in the Business Combinations models. In determining the estimated useful lives, NHS and Private patient attrition rates and future growth rates were considered.

#### 4. Turnover

The whole of the turnover is attributable to the one principal activity of the Group being the operation of dental practices and provision of dental services.

All turnover arose within the United Kingdom and Republic of Ireland.

**THE OASIS HEALTHCARE GROUP LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2018**

**5. Exceptional administrative expenses**

	Year ended 31 December 2018 £000	9 months ended 31 December 2017 £000
Restructuring costs	4,188	4,354
Other	882	-
	<u>5,070</u>	<u>4,354</u>

**6. Operating profit**

The operating profit is stated after charging:

	Year ended 31 December 2018 £000	9 months ended 31 December 2017 £000
Exchange differences	(14)	(21)
Other operating lease rentals	13,023	8,752
	<u>13,009</u>	<u>8,731</u>

**7. Auditor's remuneration**

	Year ended 31 December 2018 £000	9 months ended 31 December 2017 £000
Fees payable to the Group's auditor and its associates for the audit of the Group's annual financial statements	186	179

**Fees payable to the Group's auditor and its associates in respect of:**

Fees payable to the Group's auditor and its associates for the audit of subsidiary companies	<u>38</u>	<u>25</u>
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**THE OASIS HEALTHCARE GROUP LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2018**

**8. Employees**

Staff costs, including Directors' remuneration, were as follows:

	<b>Group 2018 £000</b>	<b>Group 2017 £000</b>	<b>Company 2018 £000</b>	<b>Company 2017 £000</b>
Wages and salaries	<b>93,600</b>	60,538	-	-
Social security costs	<b>6,939</b>	4,565	-	-
Cost of defined contribution scheme	<b>1,839</b>	596	-	-
	<b>102,378</b>	65,699	-	-

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

	<b>Year ended 31 December 2018 No.</b>	<b>9 months ended 31 December 2017 No.</b>
Dentists	<b>16</b>	12
Practice staff	<b>4,785</b>	4,443
Administration staff	<b>270</b>	236
	<b>5,071</b>	4,691

**THE OASIS HEALTHCARE GROUP LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2018**

**9. Directors' remuneration**

	Year ended 31 December 2018 £000	9 months ended 31 December 2017 £000
Directors' emoluments	1,043	744
Company contributions to defined contribution pension schemes	30	26
	<u>1,073</u>	<u>770</u>

During the year retirement benefits were accruing to 4 Directors (2017 - 4) in respect of defined contribution pension schemes.

All Directors' remuneration was settled by a subsidiary on behalf of the Group.

**10. Interest receivable and similar income**

	Year ended 31 December 2018 £000	9 months ended 31 December 2017 £000
Other interest receivable	3	16

**THE OASIS HEALTHCARE GROUP LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2018**

**11. Interest payable and similar expenses**

	Year ended 31 December 2018 £000	9 months ended 31 December 2017 £000
Bank interest payable	2	-
Intra-group loan interest payable	4,809	2,412
Finance charge on contingent consideration	-	604
Preference share dividends	-	6,576
	<b>4,811</b>	<b>9,592</b>

During the year, the preference share dividends, that had accrued since the date Bupa Finance plc acquired The Oasis Healthcare Group Limited, were forgiven by the parent company.

**12. Taxation**

	Year ended 31 December 2018 £000	9 months ended 31 December 2017 £000
<b>Corporation tax</b>		
Current tax on loss for the year/period	1,604	1,529
Adjustments in respect of previous periods	(720)	323
<b>Total current tax</b>	<b>884</b>	<b>1,852</b>
<b>Deferred tax</b>		
Origination and reversal of timing differences	1,627	683
Changes to tax rates	-	565
Adjustment in respect of prior periods	(3,291)	(973)
<b>Total deferred tax</b>	<b>(1,664)</b>	<b>275</b>
<b>Taxation on loss on ordinary activities</b>	<b>(780)</b>	<b>2,127</b>



**THE OASIS HEALTHCARE GROUP LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2018**

**12. Taxation (continued)**

**Factors affecting tax credit/charge for the year/period**

The tax assessed for the year/period is lower than (2017 - higher than) the standard rate of corporation tax in the UK of 19% (2017 - 19%). The differences are explained below:

	Year ended 31 December 2018 £000	9 months ended 31 December 2017 £000
Loss on ordinary activities before tax	<b>(3,579)</b>	<b>(5,777)</b>
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2017 - 19%)	<b>(680)</b>	<b>(1,098)</b>
<b>Effects of:</b>		
Expenses not deductible for tax purposes	<b>4,331</b>	<b>3,914</b>
Non assessable income	-	(425)
Adjustments in respect of current income tax of previous years	<b>(720)</b>	<b>323</b>
Different taxation rates in foreign jurisdictions	<b>(34)</b>	<b>(71)</b>
Tax rate change	<b>(206)</b>	<b>457</b>
Movement on Deferred Tax Asset not recognised	<b>(180)</b>	-
Adjustments in respect of deferred tax of previous years	<b>(3,291)</b>	<b>(973)</b>
<b>Total tax (credit)/charge for the year/period</b>	<b>(780)</b>	<b>2,127</b>

**Factors that may affect future tax charges**

The March 2016 Budget Statement announced a change to the UK Corporation tax regime which will reduce the main rate of Corporation Tax to 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.

**THE OASIS HEALTHCARE GROUP LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2018**

**13. Intangible assets**

**Group**

	<b>Patient list £000</b>	<b>Brands £000</b>	<b>Goodwill £000</b>	<b>Total £000</b>
<b>Cost</b>				
At 1 January 2018	<b>192,157</b>	<b>905</b>	<b>266,542</b>	<b>459,604</b>
On subsidiaries acquired in prior year	-	-	<b>3,251</b>	<b>3,251</b>
Disposals	-	-	<b>(2,853)</b>	<b>(2,853)</b>
On subsidiaries acquired in current year	<b>27,983</b>	-	<b>31,274</b>	<b>59,257</b>
Contingent consideration adjustment	-	-	<b>1,778</b>	<b>1,778</b>
Foreign exchange movement	<b>(72)</b>	-	<b>172</b>	<b>100</b>
At 31 December 2018	<b>220,068</b>	<b>905</b>	<b>300,164</b>	<b>521,137</b>
<b>Amortisation</b>				
At 1 January 2018	<b>20,769</b>	<b>553</b>	<b>50,142</b>	<b>71,464</b>
Charge for the year	<b>11,766</b>	<b>181</b>	<b>12,089</b>	<b>24,036</b>
On disposals	-	-	<b>(1,444)</b>	<b>(1,444)</b>
Foreign exchange movement	<b>5</b>	-	<b>16</b>	<b>21</b>
At 31 December 2018	<b>32,540</b>	<b>734</b>	<b>60,803</b>	<b>94,077</b>
<b>Net book value</b>				
At 31 December 2018	<b>187,528</b>	<b>171</b>	<b>239,361</b>	<b>427,060</b>
At 31 December 2017	<b>171,388</b>	<b>352</b>	<b>216,400</b>	<b>388,140</b>

Amortisation is charged to administrative expenses in the Statement of Comprehensive Income.

In the year, £3,251,000 of goodwill was recognised in respect of further costs and fair value adjustments of subsidiaries acquired in the prior year, which comprises:

	<b>£000</b>
Cash payments	<b>1,760</b>
Adjustments to non cash items	<b>1,491</b>
	<b>3,251</b>

THE OASIS HEALTHCARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2018

14. Tangible assets

Group

	Freehold property £000	Motor vehicles £000	Fixtures and fittings £000	Leasehold improvements £000	Total £000
<b>Cost or valuation</b>					
At 1 January 2018	9,927	165	61,725	38,273	110,090
Additions	-	23	14,560	5,732	20,315
Acquisition of subsidiary	2,503	19	1,812	624	4,958
Disposals	(637)	(20)	(5,951)	(2,246)	(8,854)
Transfers between classes	254	-	(1,569)	1,315	-
Exchange adjustments	21	-	98	36	155
At 31 December 2018	12,068	187	70,675	43,734	126,664
<b>Depreciation</b>					
At 1 January 2018	319	59	24,844	12,126	37,348
Charge for the year on owned assets	159	43	9,186	3,242	12,630
Disposals	-	(4)	(5,051)	(1,569)	(6,624)
Transfers between classes	38	-	(402)	364	-
Exchange adjustments	-	-	63	14	77
At 31 December 2018	516	98	28,640	14,177	43,431
<b>Net book value</b>					
At 31 December 2018	11,552	89	42,035	29,557	83,233
At 31 December 2017	9,608	106	36,881	26,147	72,742

The net book value of assets held under finance leases or hire purchase contracts, included above, are as follows:

	2018 £000	2017 £000
Furniture, fittings and equipment	23	276

**THE OASIS HEALTHCARE GROUP LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2018**

**15. Fixed asset investments**

**Company**

**Investments  
in  
subsidiary  
companies  
£000**

**Cost or valuation**

At 1 January and 31 December 2018

**46,255**

Details of the subsidiaries can be found in note 30.

**16. Stocks**

	<b>Group 2018 £000</b>	<b>Group 2017 £000</b>
Raw materials and consumables	<b>5,362</b>	<b>5,485</b>
Finished goods and goods for resale	<b>719</b>	<b>823</b>
	<b>6,081</b>	<b>6,308</b>

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

**THE OASIS HEALTHCARE GROUP LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2018**

**17. Debtors**

	<b>Group 2018 £000</b>	<b>Group 2017 £000</b>	<b>Company 2018 £000</b>	<b>Company 2017 £000</b>
<b>Due within one year</b>				
Trade debtors	22,527	19,537	-	-
Amounts owed by group undertakings	-	-	490,312	48,516
Other debtors	5,636	2,670	822	-
Prepayments and accrued income	8,572	8,004	-	-
	<b>36,735</b>	<b>30,211</b>	<b>491,134</b>	<b>48,516</b>

Included in amounts owed by group undertakings is £8,712,000 (2017 - £8,712,000) relating to unsecured subordinated redeemable loan notes which bear interest at 13.5% and are repayable in full at par no later than 7 May 2021.

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

**18. Creditors: Amounts falling due within one year**

	<b>Group 2018 £000</b>	<b>Group 2017 £000</b>	<b>Company 2018 £000</b>	<b>Company 2017 £000</b>
Contingent consideration	11,192	13,365	-	-
Trade creditors	18,014	18,490	-	-
Amounts owed to group undertakings	27,005	468,114	31,055	72,824
Corporation tax	2,559	325	-	-
Other taxation and social security	1,641	1,759	-	-
Obligations under finance lease and hire purchase contracts	45	51	-	-
Other creditors	972	1,180	90	90
Accruals and deferred income	25,865	21,228	-	-
	<b>87,293</b>	<b>524,512</b>	<b>31,145</b>	<b>72,914</b>

Amounts owed to group undertakings includes the Bupa Finance plc loan of £19,781,000 (2017 - £456,113,000), interest accrued thereon of £2,190,000 (2017 - £1,268,000) and accrued preference dividends thereon of £nil (2017 - £8,428,000). Other amounts owed to group undertakings are unsecured, interest free and repayable on demand.

**THE OASIS HEALTHCARE GROUP LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2018**

**19. Creditors: Amounts falling due after more than one year**

	<b>Group 2018 £000</b>	<b>Group 2017 £000</b>	<b>Company 2018 £000</b>	<b>Company 2017 £000</b>
Contingent consideration	7,199	2,770	-	-
Share capital treated as debt	7	7	7	7
Share premium treated as debt	68,490	68,490	68,490	68,490
	<b>75,696</b>	<b>71,267</b>	<b>68,497</b>	<b>68,497</b>

Disclosure of the terms and conditions attached to the non-equity shares is made in note 24.

**20. Hire purchase and finance leases**

Minimum lease payments under hire purchase fall due as follows:

	<b>Group 2018 £000</b>	<b>Group 2017 £000</b>
Within one year	39	40
Between 2-5 years	6	11
	<b>45</b>	<b>51</b>

**THE OASIS HEALTHCARE GROUP LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2018**

**21. Financial Instruments**

	<b>Group 2018 £000</b>	<b>Group 2017 £000</b>	<b>Company 2018 £000</b>	<b>Company 2017 £000</b>
<b>Financial assets</b>				
Financial assets measured at fair value through profit or loss	<b>7,971</b>	<b>8,104</b>	<b>-</b>	<b>-</b>
Financial assets that are debt instruments measured at amortised cost	<b>29,653</b>	<b>23,975</b>	<b>490,312</b>	<b>48,516</b>
	<b>37,624</b>	<b>32,079</b>	<b>490,312</b>	<b>48,516</b>
<b>Financial liabilities</b>				
Financial liabilities measured at amortised cost	<b>(139,100)</b>	<b>(575,495)</b>	<b>(99,642)</b>	<b>(141,412)</b>

Financial assets measured at fair value through profit or loss comprises cash at bank.

Financial assets that are debt instruments measured at amortised cost comprise trade debtors, other debtors, accrued income and amounts due from group undertakings (Company only).

Financial liabilities measured at amortised cost comprise trade creditors, other creditors, accruals, amounts owed to group undertakings and share capital treated as debt.

**22. Deferred taxation**

**Group**

	<b>2018 £000</b>	<b>2017 £000</b>
At beginning of year/period	<b>20,075</b>	<b>10,833</b>
(Credited)/charged to Consolidated Statement of Comprehensive Income	<b>(1,664)</b>	<b>275</b>
Arising on business combinations	<b>4,737</b>	<b>8,967</b>
<b>At end of year/period</b>	<b>23,148</b>	<b>20,075</b>

**THE OASIS HEALTHCARE GROUP LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2018**

**22. Deferred taxation (continued)**

The provision for deferred taxation is made up as follows:

	<b>Group 2018 £000</b>	<b>Group 2017 £000</b>
Accelerated capital allowances	<b>(3,806)</b>	(6,383)
Tax losses carried forward	<b>(2,924)</b>	(3,013)
Acquired intangible assets	<b>29,996</b>	29,649
Other timing differences	<b>(118)</b>	(178)
	<b><u>23,148</u></b>	<u>20,075</u>

The Group has unprovided deferred tax balances of £nil (2017 - £nil) in respect of depreciation charges in excess of accelerated capital allowances, £521,000 (2017 - £365,000) in respect of tax losses and £nil (2017 - £nil) in respect of other timing differences. These amounts are unprovided as their recovery is not currently assessed as probable.

**23. Provisions**

**Group**

	<b>Property provisions £000</b>
At 1 January 2018	<b>1,228</b>
Utilised in year	<b>(545)</b>
<b>At 31 December 2018</b>	<b><u>683</u></b>

The property provisions are in respect of onerous leases and dilapidations and are the Directors' best estimate of the liability. The provision has not been discounted because the effect of discounting is not considered significant due to the expected timing of payments.



**THE OASIS HEALTHCARE GROUP LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
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**24. Share capital**

	2018 £000	2017 £000
<b>Shares classified as equity</b>		
<b>Allotted, called up and fully paid</b>		
48,000,770,000 (2017 - 770,000) 'A' ordinary shares of £0.0100 each	480,008	8
230,000 (2017 - 230,000) 'B' ordinary shares of £0.0100 each	2	2
250,040 (2017 - 250,040) 'C' ordinary shares of £0.0125 each	3	3
	<u>480,013</u>	<u>13</u>
	2018 £000	2017 £000
<b>Shares classified as debt</b>		
<b>Allotted, called up and fully paid</b>		
68,497,037 (2017 - 68,497,037) Preference shares of £0.0001 each	<u>7</u>	<u>7</u>

On 18 December 2018, the Company issued 48,000,000,000 A ordinary shares for a consideration of £480,000,000.

The various classes of share capital have the following key rights attached:

**Income**

'A' and 'B' ordinary shares shall rank pari passu to receive dividends that the Company may determine from time to time to declare.

'C' ordinary shares are entitled to receive an aggregate amount equal to the total distribution (if any) made to 'A' and 'B' ordinary shares with the aggregate amount to be divided on pro-rata basis amongst the 'C' ordinary shareholders.

**Redemption and return of capital**

The preference shares are redeemable at the full issue price on the earlier of an exit event, 8 years from the date of subscription or a specified default event. The preference shares also have priority on any other return of capital by the Company.

'A' and 'B' ordinary shares shall rank pari passu in the event of a return of capital and have priority over the 'C' ordinary shares. The amount returnable is subject to a ratchet mechanism set out in the Articles of Association.

The 'C' ordinary shares are entitled to receive their initial investment and outstanding dividends, subject to a maximum cap.

**Voting**

The 'A', 'B' and 'C' ordinary shares rank pari passu, except that on a resolution to be passed by a show of hands at a General Meeting of the Company the 'C' ordinary shares do not carry a vote.

The preference shares do not carry a vote, except on class rights matters or upon a default event.

**THE OASIS HEALTHCARE GROUP LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2018**

**25. Reserves**

**Share premium account**

The share premium account represents the consideration received on the issue of shares in the Company in excess of the nominal value of those shares, net of share issue costs, bonus issues of shares and any subsequent capital reductions.

**Foreign exchange reserve**

The foreign exchange reserve represents the cumulative foreign exchange translation differences arising as a result of the retranslation of foreign subsidiaries on consolidation.

**Profit and loss account**

The profit and loss account represents the accumulated profits, losses, forgiven preference share dividends and distributions of the Group or Company.

**26. Business combinations**

During the year, the Group acquired a number of dental practices and 1 laboratory. None of the acquisitions were for consideration in excess of £10m. The fair values of assets and liabilities acquired, in total, were as follows:

**Recognised amounts of identifiable assets acquired and liabilities assumed**

	Book value £000	Fair value adjustment £000	Fair value £000
Tangible	4,723	235	4,958
Intangible	-	27,983	27,983
	<u>4,723</u>	<u>28,218</u>	<u>32,941</u>
Stocks	209	12	221
Debtors	1,419	-	1,419
Cash at bank and in hand	1,943	-	1,943
<b>Total assets</b>	<u>8,294</u>	<u>28,230</u>	<u>36,524</u>
<b>Creditors</b>			
Due within one year	(3,288)	(72)	(3,360)
Deferred tax on differences between fair value and tax bases	(236)	(4,501)	(4,737)
<b>Total identifiable net assets</b>	<u>4,770</u>	<u>23,657</u>	<u>28,427</u>
Goodwill			<u>31,274</u>
<b>Total purchase consideration</b>			<u>59,701</u>

**THE OASIS HEALTHCARE GROUP LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2018**

**26. Business combinations (continued)**

**Consideration**

Cash	43,339
Contingent consideration	11,429
Acquisition costs	4,933
<b>Total purchase consideration</b>	<b>59,701</b>

**Cash outflow on acquisition**

Purchase consideration settled in cash, as above	59,700
Less: Cash and cash equivalents acquired	(1,943)
<b>Net cash outflow on acquisition</b>	<b>57,757</b>

The results of acquisitions since its acquisition are as follows:

	Current period since acquisition
Turnover	12,632
Profit for the period	1,478

**27. Capital commitments**

At 31 December, the Group had capital commitments as follows:

	Group 2018 £000	Group 2017 £000
Contracted for but not provided in these financial statements	3,994	3,495

**28. Pension commitments**

The Group has established a stakeholders' pension scheme for all employees who are eligible to join. In the period to 31 December 2018, the Group charge was £1,839,000 (2017 - £596,000).

The Group operates a defined benefit scheme for 4 (2017 - 4) employees. Employer contributions are significantly higher than the contracted entitlement to allow for future commitments and valuation fluctuations. The scheme is immaterial for Group purposes and is accounted for on a cash basis.

**THE OASIS HEALTHCARE GROUP LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
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**29. Commitments under operating leases**

At 31 December 2018 the Group had future minimum lease payments under non-cancellable operating leases as follows:

	<b>Group 2018 £000</b>	<b>Group 2017 £000</b>
Not later than 1 year	<b>11,947</b>	12,281
Later than 1 year and not later than 5 years	<b>41,046</b>	36,145
Later than 5 years	<b>38,568</b>	30,702
	<b><u>91,561</u></b>	<b><u>79,128</u></b>

# THE OASIS HEALTHCARE GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

### 30. Subsidiary undertakings

The following were subsidiary undertakings of the Company. Oasis Healthcare Midco 1 Limited is directly owned, all the other subsidiary undertakings are indirectly owned. The Group has provided the necessary guarantees under section 479a of the Companies Act 2006 to enable those subsidiaries marked with an asterisk (\*) to claim exemption from audit:

Name	Class of shares	Holding	Principal activity
Oasis Healthcare Midco 1 Limited*	Ordinary	100%	Holding company
Oasis Healthcare Midco 2 Limited*	Ordinary	100%	Holding company
Oasis Healthcare Bidco Limited*	Ordinary	100%	Holding company
Oasis Healthcare International Limited*	Ordinary	100%	Holding company
Duke Street Capital Oasis Midco Limited*	Ordinary	100%	Holding company
Duke Street Capital Oasis Acquisitions Limited*	Ordinary	100%	Holding company
Oasis Healthcare Limited*	Ordinary	100%	Holding company
Oasis Dental Care Limited*	Ordinary	100%	Operation of dental practices
Oasis Dental Care (Central) Holdings Limited*	Ordinary	100%	Holding company
Oasis Dental Care (Central) Limited*	Ordinary	100%	Operation of dental practices
Oasis Dental Care (Southern) Holdings Limited*	Ordinary	100%	Holding company
Oasis Dental Care (Southern) Limited*	Ordinary	100%	Operation of dental practices
Duke Street Capital Oasis Orthodontics Holdings Limited*	Ordinary	100%	Holding company
Duke Street Capital Oasis Orthodontics Limited*	Ordinary	100%	Holding company
Dentalign Orthodontics Limited*	Ordinary	100%	Holding company
Dentalign Orthodontics LLP*	Ordinary	100%	Operation of dental practices
Dentalign Colwyn Bay Limited*	Ordinary	100%	Operation of dental practices
Dentalign Eastbourne Limited*	Ordinary	100%	Operation of dental practices
Dentalign Wrexham Limited*	Ordinary	100%	Operation of dental practices
Ortho 2008 Limited*	Ordinary	100%	Operation of dental practices
Orthoscene Limited*	Ordinary	100%	Orthodontic dentistry
Nigel Reynolds Limited*	Ordinary	100%	Operation of dental practices
Roberts-Harry Clinic Limited*	Ordinary	100%	Operation of dental practices
Harbour Way Surgery Limited*	Ordinary	100%	Operation of dental practices
Windmill Dental Surgery Limited*	Ordinary	100%	Operation of dental practices
Steeple Grange Smiles Limited*	Ordinary	100%	Operation of dental practices
Kidson Orthodontics Limited*	Ordinary	100%	Operation of dental practices
Deysbrook Dental Surgery Limited*	Ordinary	100%	Operation of dental practices
BASDAC (2011) LLP*	Ordinary	100%	Operation of dental practices
Apex Dental Care Limited*	Ordinary	100%	Operation of dental practices
Caring Dentistry Limited*	Ordinary	100%	Operation of dental practices
Smile Lincs Limited*	Ordinary	100%	Operation of dental practices
Apex Holding Limited*	Ordinary	100%	Holding company
JDH Holdings Limited*	Ordinary	100%	Holding company
Ceracryl Laboratories Limited*	Ordinary	100%	Dormant
Xeon Smiles UK Limited*	Ordinary	100%	Operation of dental practices
FACE (Facial Aesthetic Centres of Excellence) Limited*	Ordinary	100%	Dormant
Oral Hygiene Innovations Limited*	Ordinary	100%	Dormant
Dr J.D. Hull & Associates (Physiotherapy & Osteopathy) Limited*	Ordinary	100%	Dormant
Highland Dental Care Limited*	Ordinary	100%	Operation of dental practices
Den Dental Group Practice LLP*	Ordinary	100%	Operation of dental practices
Goodteeth Dental Surgeries Limited*	Ordinary	100%	Operation of dental practices
The Adams and Lee Dental Practice Limited*	Ordinary	100%	Operation of dental practices
Hillington Park Dental Practice Limited*	Ordinary	100%	Operation of dental practices
Total Orthodontics Limited*	Ordinary	100%	Orthodontic dentistry
Winning Smiles (Gillingham) Limited*	Ordinary	100%	Operation of dental practices

# THE OASIS HEALTHCARE GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

J A Jordan and Associates Limited*	Ordinary	100%	Operation of dental practices
Grosvenor Orthodontic Clinic (Beckenham) Limited*	Ordinary	100%	Orthodontic dentistry
Mojo-D Limited*	Ordinary	100%	Operation of dental laboratory
Victoria Reese Dental Practice Limited*	Ordinary	100%	Dormant
Quantum Ortho Limited*	Ordinary	100%	Operation of dental practices
Devon Smiles Limited*	Ordinary	100%	Operation of dental practices
Smile Dental Care Limited*	Ordinary	100%	Operation of dental practices
Priors Croft Dental Practice Limited*	Ordinary	100%	Operation of dental practices
James Taylor and Partners Limited*	Ordinary	100%	Operation of dental practices
Milehouse Dental Care Limited*	Ordinary	100%	Operation of dental practices
Clive Zane Limited*	Ordinary	100%	Dormant
Eckington Dental Practice Limited*	Ordinary	100%	Operation of dental practices
Richley Dental Ceramics Limited*	Ordinary	100%	Operation of dental laboratory
Aesthetic Dental Laboratory Limited*	Ordinary	100%	Operation of dental laboratory
Quest Dental Care LLP*	Ordinary	100%	Operation of dental practices
Cheshire Cat Orthodontics Limited*	Ordinary	100%	Operation of dental practices
Lawrence Street Dental Practice Limited*	Ordinary	100%	Operation of dental practices
Oral Implantology Limited*	Ordinary	100%	Orthodontic dentistry
A4 Health Group Limited*	Ordinary	100%	Operation of dental practices
MFM Community Limited*	Ordinary	100%	Operation of dental practices
Dencraft (South Yorkshire) Limited*	Ordinary	100%	Operation of dental laboratory
BE White Limited*	Ordinary	100%	Operation of dental practices
Synergy Ceramics Limited*	Ordinary	100%	Operation of dental laboratory
Colchester Dental Referral Centre Limited*	Ordinary	100%	Operation of dental practices
Windslade Limited*	Ordinary	100%	Operation of dental practices
Highwoods and St Johns Limited*	Ordinary	100%	Operation of dental practices
Derwent House Orthodontics Limited*	Ordinary	100%	Orthodontic dentistry
Nadir Khan Surgical Limited*	Ordinary	100%	Operation of dental practices
T C Patel Limited*	Ordinary	100%	Operation of dental practices
J.J. Thompson (Orthodontic Appliances) Limited*	Ordinary	100%	Operation of dental laboratory
Eurodonic Limited*	Ordinary	100%	Operation of dental practices
Oswestry Dental Laboratory Limited*	Ordinary	100%	Operation of dental laboratory
Creative Designs Dental Laboratory Limited*	Ordinary	100%	Operation of dental laboratory
North Devon Orthodontic Centre Limited*	Ordinary	100%	Operation of dental practices
Partick Dental Limited*	Ordinary	100%	Operation of dental practices
Christopher F. Stafford Holdings Limited*	Ordinary	100%	Holding company
Croft Dental Care Limited*	Ordinary	100%	Operation of dental practices
Peter Baldwin (VHO) Limited*	Ordinary	100%	Orthodontic dentistry
Mark Fazakerly (VHO) Limited*	Ordinary	100%	Orthodontic dentistry
The Exeter Dental Centre Limited*	Ordinary	100%	Operation of dental practices
G & M Moynes Limited*	Ordinary	100%	Operation of dental practices
Stop The Clock Dental Care Limited*	Ordinary	100%	Operation of dental practices
The Tutbury Dental Practice Limited*	Ordinary	100%	Operation of dental practices
Wylde Green Orthodontics LLP*	Ordinary	100%	Operation of dental practices
Linden Dental Centre Limited*	Ordinary	100%	Operation of dental practices
TDK Dental Limited*	Ordinary	100%	Operation of dental practices
Pembury TM Limited*	Ordinary	100%	Orthodontic dentistry
Metrodental Limited*	Ordinary	100%	Operation of dental practices
Avsan Holdings Limited*	Ordinary	100%	Holding company
Avsan Gloucester Limited*	Ordinary	100%	Operation of dental practices
Fairfield Dental Surgery Limited*	Ordinary	100%	Operation of dental practices
Avsan Fleet Limited*	Ordinary	100%	Operation of dental practices
Avsan Ferryburn Limited*	Ordinary	100%	Operation of dental practices
Avsan Knebworth Limited*	Ordinary	100%	Operation of dental practices
Avsan Dental Edinburgh Limited*	Ordinary	100%	Operation of dental practices
Avsan Fife Limited*	Ordinary	100%	Operation of dental practices
Avsan Visage Limited*	Ordinary	100%	Operation of dental practices
Avsan Cove Limited*	Ordinary	100%	Operation of dental practices

## THE OASIS HEALTHCARE GROUP LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

Avsan Queenscross Limited*	Ordinary	100%	Operation of dental practices
Avsan Queensroad Limited*	Ordinary	100%	Operation of dental practices
Avsan Kseat Limited*	Ordinary	100%	Operation of dental practices
Rise Park Dental Practice Limited*	Ordinary	100%	Operation of dental practices
Avsan Halstead Limited*	Ordinary	100%	Operation of dental practices
J & M Dental Care Limited*	Ordinary	100%	Operation of dental practices
Tidge and Lou Limited*	Ordinary	100%	Operation of dental practices
Wylve Valley Dentistry Limited*	Ordinary	100%	Operation of dental practices
Stob Dearg Limited*	Ordinary	100%	Operation of dental practices
Dental Excellence - Harewood Practice Limited*	Ordinary	100%	Operation of dental practices
Tooth Fixer Limited*	Ordinary	100%	Operation of dental practices
Wessington Way Limited*	Ordinary	100%	Operation of dental practices
North Lakeland Limited*	Ordinary	100%	Operation of dental practices
The Dental Solutions Centre Limited*	Ordinary	100%	Operation of dental practices
Dental Confidence Limited*	Ordinary	100%	Operation of dental practices
Wimborne Total Dental Care Limited*	Ordinary	100%	Operation of dental practices
Morrison Shenfine Holdings Limited*	Ordinary	100%	Holding company
Victoria Oral Clinic Limited*	Ordinary	100%	Operation of dental practices
Martin and Martin Dental Care Limited*	Ordinary	100%	Operation of dental practices
Private Dental Services Limited*	Ordinary	100%	Operation of dental practices
The Spire Halifax Limited*	Ordinary	100%	Operation of dental practices
Hospital Lane Dental Clinic Limited*	Ordinary	100%	Operation of dental practices
B Dental Limited*	Ordinary	100%	Operation of dental practices
King Lane Dental Care Limited*	Ordinary	100%	Operation of dental practices
Luke Barnett Clinic Limited*	Ordinary	100%	Operation of dental practices
Luke Barnett Limited*	Ordinary	100%	Operation of dental practices
Cranmore Excellence in Dentistry Limited*	Ordinary	100%	Operation of dental practices
DE (Belmont Road) Limited*	Ordinary	100%	Operation of dental practices
Oasis Healthcare Holdings Ireland Limited	Ordinary	100%	Holding company
Xeon Dental Services Limited	Ordinary	100%	Operation of dental practices
Smiles Dental Practices North Limited*	Ordinary	100%	Operation of dental practices
Blueapple Dental and Implant Team Limited*	Ordinary	100%	Operation of dental practices
Hugh Bradley Limited	Ordinary	100%	Operation of dental practices
Fortwilliam and Ballymena Specialist Dental Clinics Limited*	Ordinary	100%	Operation of dental practices
Belfast Orthodontic Clinic Limited*	Ordinary	100%	Orthodontic dentistry
Woodquay Dental Limited (formerly Lisa Creaven Limited)	Ordinary	100%	Operation of dental practices
Oasis Group EBT Trustee Limited* (dissolved 5 February 2019)	Ordinary	100%	Dormant

Mind Your Business (Ni) Ltd, 1 Elmfield Avenue, Warrenpoint, Newry, County Down, Northern Ireland, BT34 3HQ is the registered office for Smiles Dental Practices North Limited, Blueapple Dental and Implant Team Limited, Cranmore Excellence in Dentistry Limited, DE (Belmont Road) Limited, Belfast Orthodontic Clinic Limited and Fortwilliam and Ballymena Specialist Dental Clinics Limited.

1st Floor, 9 Exchange Place, I.F.S.C., Dublin 1, Ireland, D01 X8H2 is the registered office for Xeon Dental Services Limited, Oasis Healthcare Holdings Ireland Limited, Hugh Bradley Limited and Woodquay Dental Limited.

13 Queens Road, Aberdeen, Aberdeenshire, AB15 4YL is the registered office for Hillington Park Dental Practice Limited, MFM Community Limited, Partick Dental Limited, Christopher F. Stafford Holdings Limited and Martin and Martin Dental Care Limited.

The registered office for the remaining subsidiary undertakings is Bupa Dental Care, Vantage Office Park, Old Gloucester Road, Hambrook, Bristol, BS16 1GW.

**THE OASIS HEALTHCARE GROUP LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2018**

**31. Ultimate parent company and controlling party**

The Company's immediate parent company is Bupa Finance plc, a company incorporated in England and Wales. The Company's ultimate parent undertaking is The British United Provident Association Limited, a company incorporated in England and Wales.

The smallest 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, Bupa Dental Care, Vantage Park, Old Gloucester Road, Hambrook, Bristol, BS16 1GW.