REPORT AND FINANCIAL STATEMENTS

30 June 2010

ARTFESWB A53 31/03/2011

Company Registration No 02009675

COMPANIES HOUSE

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Private Medicine Intermediaries Limited DIRECTORS AND ADVISORS

DIRECTORS

CP Baldwin

M Baldwin (appointed 30 September 2009)

RDH Munro

MI Davis

SJ Langan

RE Floyd

PM Forster

MP Blake

IC Green

SECRETARY

RDH Munro

REGISTERED OFFICE

The Courtyard

Hall Lane

Wincham

Cheshire

CW9 6DG

AUDITORS

Baker Tilly UK Audit LLP

Chartered Accountants

Festival Way

Stoke-on-Trent

Staffordshire

ST15BB

BANKERS

National Westminster Bank PLC

23 Stamford New Road

Altrincham

Cheshire

WA14 1DB

SOLICITORS

Chandler Harris

25 Byrom Street

Manchester

M3 4PF

DIRECTORS' REPORT

The directors submit their report and the audited financial statements of Private Medicine Intermediaries Limited for the year ended 30 June 2010

PRINCIPAL ACTIVITIES

The principal activities of the company are

- · Broking, consultancy and risk management for employee health insurance
- Supplying absence management software

The company has continued to develop all of these services throughout the year in order to be able to meet the changing needs of its clients

The company is regulated by the Financial Services Authority and has met all of its regulatory requirements throughout the year

REVIEW OF THE BUSINESS

The company reported a 16% decrease in turnover and a 09% increase in costs during the year Market conditions proved to be challenging as some clients reduced their numbers of employees and, as a consequence, some schemes reduced in size Lower rates caused interest earned to fall by £53,702 and, overall, profit before tax fell by £101,313

The directors are satisfied with the company's performance

RISKS AND UNCERTAINTIES

The board and management of the company manage the risks and uncertainties facing the company on a continuous basis. We consider the principal risks and uncertainties to be areas effecting FSA regulations and political changes which may have an effect on the products and services we provide

Future risks faced by the company are price fluctuations in the market, supplier availability in respect of insurance companies and retention of certain key staff

We believe that we have sufficient controls and procedures in place to monitor, control, and react accordingly to the risks and challenges that we face, and monitor these risks at board meetings and in the group's risk register

FINANCIAL INSTRUMENTS

The board use management accounts and various financial reports to ensure that the following are reviewed and we are aware of any risk arising in any of the following areas

Price - The board continually monitor the prices we set against those of our competitors This ensures that we continue to be competitive in the market

Credit – We have robust credit control procedures in place to ensure that all amounts due are paid promptly. We have a dedicated team who use the systems and procedures in place to diligently chase all outstanding monies and ensure that no significant bad debts occur.

DIRECTORS' REPORT

Liquidity – Due to the nature of the business in which we operate, and also prudent history of management we have minimal risk with regards to liquidity, supported by our stringent credit control procedures that we employ and also the tight management of the company cashflow. We take the appropriate action to minimise this risk

FUTURE DEVELOPMENTS

The company will continue to offer the wide range of services we currently provide to our clients. We will also look to further develop our current product range so that we may evolve along with our customer needs and offer full solutions for their employee healthcare matters.

DIVIDENDS

The directors recommend a final dividend on the ordinary shares of £nil (2009 £1,250,000) Interim dividends of £nil (2009 £750,000) have been paid during the year

DIRECTORS

The directors who held office during the year were as follows

CP Baldwin

M Baldwin (appointed 30 September 2009)

RDH Munro

MI Davis

SJ Langan

RE Floyd

PM Forster

MP Blake

IC Green

POLITICAL AND CHARITABLE DONATIONS

The company has made donations of £43,820 (2009 £28,149) during the year to various registered UK charities. These donations included £23,212 (2009 £22,212) to the Duke of Edinburgh Award Scheme, £8,623 to children's charities, £5,000 to the Red Cross, £1,500 (2009 £1,400) to Barnado's and £5,485 (2009 £4,537) to a number of other charities

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

The directors who were in office on the date of approval of these financial statements have confirmed, as far as they are aware, that there is no relevant audit information of which the auditors are unaware. Each of the directors have confirmed that they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the auditor.

DIRECTORS' REPORT

AUDITORS

Baker Tilly UK Audit LLP, Chartered Accountants, were appointed auditors by the company Pursuant to section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and therefore Baker Tilly UK Audit LLP will continue in office

By order of the board

RDH Munro
Director

9 March 2011

DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF FINANCIAL STATEMENTS

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law).

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period

In preparing those financial statements, the directors are required to

- a select suitable accounting policies and then apply them consistently,
- b make judgements and accounting estimates that are reasonable and prudent,
- c prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business,

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PRIVATE MEDICINE INTERMEDIARIES LIMITED

We have audited the financial statements on pages 7 to 19 The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed

Respective responsibilities of directors and auditors

As more fully explained in the Directors' Responsibilities 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. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit

A description of the scope of an audit of financial statements is provided on the APB's website at www frc org uk/apb/scope/UKNP

Opinion on the financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 30 June 2010 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- · certain disclosures of directors' remuneration specified by law are not made, or
- · we have not received all the information and explanations we require for our audit

Anne Lakin (Senior Statutory Auditor)

For and on behalf of BAKER TILLY UK AUDIT LLP, Statutory Auditor

Baler Tilly Un Andit UP

Chartered Accountants

Festival Way Stoke-on-Trent Staffordshire

ST1 5BB

30 Mach 2011

PROFIT AND LOSS ACCOUNT

for the year ended 30 June 2010

	Note	2010 £	2009 £
TURNOVER Administrative expenses		6,186,616 (4,896,821)	6,287,487 (4,942,855)
OPERATING PROFIT Interest receivable and similar income Interest payable and similar charges	4 5	1,289,795 8,808	1,344,632 62,510 (7,226)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION Taxation	1-5 6	1,298,603 (374,341)	1,399,916 (406,631)
PROFIT FOR THE FINANCIAL YEAR	14	924,262	993,285

The turnover and operating profit for the year arises from the company's continuing operations

No separate Statement of Total Recognised Gains and Losses has been presented as all such gains and losses have been dealt with in the Profit and Loss Account

BALANCE SHEET

at 30 June 2010

	Note	2010 £	2009 £
FIXED ASSETS Tangible assets	8	487,619	406,042
CURRENT ASSETS Debtors Cash at bank and in hand	9 10	2,081,952 570,826	2,058,200 968,935
CREDITORS Amounts falling due within one year	11	2,652,778 (957,475)	3,027,135 (924,517)
NET CURRENT ASSETS		1,695,303	2,102,618
NET ASSETS		2,182,922	2,508,660
CAPITAL AND RESERVES Called up share capital Profit and Loss Account	13 14	688,790 1,494,132	688,790 1,819,870
SHAREHOLDERS' FUNDS		2,182,922	2,508,660

The tinancial statements on pages 7 to 19 were approved by the board of directors and authorised for issue on 9 McCO2011 and are signed on its behalf by

RDH Munro Director

Company Registration No 02009675

RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	Note	2010 £	2009 £
PROFIT FOR THE FINANCIAL YEAR Dividends	7	924,262 (1,250,000)	993,285 (750,000)
NET (REDUCTION IN)/ADDITION TO SHAREHOLDERS' FUNDS Opening shareholders' funds		(325,738) 2,508,660	243,285 2,265,375
CLOSING SHAREHOLDERS' FUNDS		2,182,922	2,508,660

Private Medicine Intermediaries Limited ACCOUNTING POLICIES

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements

BASIS OF ACCOUNTING

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards

The company is exempt from the requirement of Financial Reporting Standard (FRS) I to prepare a cash flow statement as it is a wholly owned subsidiary undertaking of PMI Health Group Limited and its cash flows are included within the consolidated cash flow statement of that company

GOING CONCERN

The company's business activities, together with the factors likely to affect its future development, performance and position are set out in the directors' report. The directors consider that the financial position of the company is positive with cash at the bank and a strong balance sheet. As a consequence, the directors believe that the company is well placed to manage its business risks successfully despite the current uncertain economic outlook.

The directors believe that the company has adequate resources to continue in operational existence for the loreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

RELATED PARTY TRANSACTIONS

The company has, in accordance with FRS 8, taken advantage of the exemption from reporting the transactions between the company and certain of its related parties, since all of the voting rights are controlled by the group and the consolidated financial statements in which the company are consolidated are publicly available

TANGIBLE FIXED ASSETS

Fixed assets are stated at historical cost. Depreciation is provided on all tangible fixed assets at rates calculated to write each asset down to its estimated residual value evenly over its expected useful life, as follows

Computer equipment

- 25% straight line

Motor vehicles

- 20% straight line

Fixtures, fittings and equipment

- 25% straight line

DEFERRED TAXATION

Deferred tax is recognised in respect of timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements.

Deferred tax assets are recognised if the directors consider the asset can be recovered with reasonable certainty

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantially enacted by the Balance Sheet date Deferred tax is measured on a non-discounted basis

LEASED ASSETS AND OBLIGATIONS

All leases are "operating leases" and the annual rentals are charged to profit and loss on a straight line basis over the lease term

Private Medicine Intermediaries Limited ACCOUNTING POLICIES

RETIREMENT BENEFITS

For defined contribution schemes the amount charged to the profit and loss account in respect of pension costs and other post retirement benefits is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

INSURANCE CREDITORS AND CASH

The company acts as agent in broking the insurable risks of clients and normally is not liable as a principal for premiums due to underwriters or for claims payable to clients. Notwithstanding the legal relationship with clients and underwriters, the company has followed generally accepted accounting practice for insurance brokers by showing creditors and cash balances relating to its insurance business as assets and liabilities of the company itself unless net settlement can be secured beyond doubt. This complies with the reporting requirements under FRS 5, where assets and liabilities may not be offset unless net settlement is enforceable.

TURNOVER

Turnover represents commissions and fees earned via insurance premium contracts. Commission and fees income is recognised at the date the policy commences. Any subsequent adjustments to policy income are recognised when confirmed

Turnover and pre-tax profits are derived entirely from operating within the United Kingdom

NOTES TO THE FINANCIAL STATEMENTS

1	PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2010 £	2009 £
	Profit on ordinary activities before taxation is stated after charging/(crediting)		
	Depreciation of owned fixed assets (Profit)/loss on disposal of fixed assets Operating leases – land and buildings Audit services - Statutory audit of accounts	148,824 (375) 105,732 9,990	160,225 2,468 105,283 9,765
	Other services relating to taxation - Compliance services Profit on disposal of commercial business insurance	1,575 (56,558)	1,575
2	DIRECTORS' EMOLUMENTS	2010 £	2009 £
	Emoluments Emoluments paid to third parties Pension fund contributions	626,616 254,444 41,422 922,482	663,278 295,309 32,181 990,768
	Members of defined contribution pension scheme	2010 Number	2009 Number
		2010 £	2009 £
	Highest paid director Emoluments Pension fund contributions	161,418 15,076	164,948 15,098
		176,494	180,046

NOTES TO THE FINANCIAL STATEMENTS

3	STAFF COSTS ,	2010 £	2009 £
	Wages and salaries Social security costs Other pension costs	2,815,408 294,680 166,825	2,950,028 306,307 102,178
		3,276,913	3,358,513
	The monthly average number of employees (including directors) during	he year was a	s tollows
		2010 Number	2009 Number
	Management and administration Sales	76 23	74 24
		99	98
4	INTEREST RECEIVABLE AND SIMILAR INCOME	2010 £	2009 £
	Bank interest	8,808	62,510
5	INTEREST PAYABLE AND SIMILAR CHARGES	2010 £	2009 £
	Interest payable on corporation tax	-	7,226

NOTES TO THE FINANCIAL STATEMENTS

6 TAXATION	2010 £	2009 £
Current tax UK corporation tax on profits for the year Adjustments in respect of previous years	391,919 (2,777)	409,058 -
Total current tax (see below)	389,142	409,058
Deferred taxation Origination and reversal of timing differences Adjustment in respect of previous period	(14,801)	(3,097) 670
	(14,801)	(2,427)
Tax on profit on ordinary activities	374,341	406,631
Factors affecting tax charge for year	2010 £	2009 £
The tax assessed for the year is higher than (2009) higher than) the standard rate of corporation tax in the UK 28% (2009) 28%). The differences are explained below	~	~
Profit on ordinary activities before tax	1,298,603	1,399,916
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK 28% (2009–28%)	363,609	391,976
Effects of Expenses not allowable for tax purposes Fixed asset timing differences Other timing differences Group relief Adjustments in respect of previous years	13,509 850 13,951 - (2,777)	14,298 2,680 417 (313)
Tax charge for year	389,142	409,058

NOTES TO THE FINANCIAL STATEMENTS

7	DIVIDENDS			2010 £	2009 £
	Proposed dividend 2009 – Interim dividend paid 2009		er share)	1,250,000	750,000
				1,250,000	750,000
8	TANGIBLE FIXED ASSE	TS			
		Computer equipment	Motor vehicles	Fixtures, fittings and equipment	Total
	Cost At beginning of year Additions Disposals	£ 553,628 103,417 (20,593)	£ 389,570 151,058 (97,629)	£ 312,088 10,671 (6,379)	£ 1,255,286 265,146 (124,601)
	At end of year	636,452	442,999	316,380	1,395,831
	Deprectation At beginning of year Charged in the year Disposals	482,602 37,402 (20,373)	126,244 79,626 (63,140)	240,398 31,796 (6,343)	849,244 148,824 (89,856)
	At end of year	499,631	142,730	265,851	908,212
	Net book value At 30 June 2010	136,821	300,269	50,529	487,619
	At 30 June 2009	71,026	263,326	71,690	406,042
9	DEBTORS			2010 £	2009 £
	Due within one year Trade debtors Amounts owed by group to Prepayments and accrued Deferred taxation (see note	income		1,828,565 218,173 35,214	1,785,520 80,553 171,714 20,413
				2,081,952	2,058,200

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2010

10 INSURANCE MONIES HELD

The company holds monies on behalf of its clients in statutory trust accounts in respect of insurance premiums of £647,720 (2009 £373,623)

11	CREDITORS Amounts falling due within one year	2010 £	2009 £
	Amounts owed to group undertakings	230,196	124,611
	Trade creditors	182,558	79,744
	Corporation tax	190,856	200,772
	Other taxes and social security costs	88,885	107,087
	Accruals and deferred income	264,980	412,303
		957,475	924,517
12	DEFERRED TAXATION		£
	Asset at beginning of year		20,413
	Credit for the year		14,801
	Asset at end of year		35,214
	The elements of deferred taxation are as follows		
		2010 £	2009 £
	D (0)	17.062	17 112
	Difference between accumulated depreciation and capital allowances	17,963	17,113
	Other timing differences	17,251	3,300
	Deferred tax asset	35,214	20,413

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2010

13	SHARE CAPITAL	2010 £	2009 £
	Allotted, called up and fully paid 688,790 ordinary shares of £1 each	688,790	688,790
14	PROFIT AND LOSS ACCOUNT At beginning of year Profit for financial year Dividends paid		1,819,870 924,262 (1,250,000)
	At end of year		1,494,132

15 PENSION COMMITMENTS

The company pays pension contributions to personal pensions of selected employees. The personal pensions are arranged with an insurance company separate to the business. The company also has a defined contribution pension scheme called the PMI Health Group Limited Group Personal Pension Scheme. Contributions outstanding at the year end totalled £15,219 (2009 £11,785)

16 COMMITMENTS

At 30 June the company had annual commitments under non-cancellable operating leases as set out below

	Land and buildings	
	2010	2009
	£	£
Operating leases which expire in more than five years	105,200	105,200
		

There were no capital commitments outstanding at the balance sheet date (2009 £nil)

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2010

17 RELATED PARTY TRANSACTIONS

CP Baldwin Pension Trust

The group rented certain properties from CP Baldwin's pension trust, rental for the year amounted to £105,732 (2009 £105,283)

Hurlstone Management Limited

Mr MI Davis is a director and controlling shareholder of Hurlstone Management Limited

During the year the company transacted with Hurlstone Management Limited The nature of the trading activities and the relative values were as follows

	2010 £	2009 £
Professional and advisory services	47,686	66,972

At the year end there is an accrual of £7,068 (2009 £36,907) owing by the company to Hurlstone Management Ltd and also a creditor of £7,352

All transactions are at a commercial arms length basis

Absence Manager (IPR) Limited Group

The ultimate parent company of Private Medicine Intermediaries Limited controls 50 1% (2009 31 5%) of Absence Manager (IPR) Limited which in turn owns 100% of Absence Manager Limited

Private Medicine Intermediaries Limited incurred £42,026 (2009 £20,701) of recharges from Absence Manager Limited At the year end there is a creditor balance of £6,788 (2009 £nil)

All transactions are at a commercial arms length basis

Baldwin Ventures Limited

During the year the group was recharged expenses aggregating to £205,147 (2009 £264,308) from Baldwin Ventures Limited, the parent company of PMI Health Group Limited At the year end there is a balance owing to Baldwin Ventures Limited of £85,497 (2009 £70,999)

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2010

17 RELATED PARTY TRANSACTIONS (continued)

Baldwin Landscaping Limited

Mr CP Baldwin is a director and controlling shareholder of Baldwin Landscaping Limited

During the year the company transacted with Baldwin Landscaping Limited The nature of the trading activities and the relative values were as follows

2010 2009 £ £ 3,940 2,795

Gardening services

At the year end there is a creditor of £253 (2009 £nil) owing by the company to Baldwin Landscaping Limited

18 CONTINGENT LIABILITIES

All group companies are members of a VAT group together with the following companies which are all under the common control of Mr CP Baldwin

- Baldwin Ventures Limited
- Baldwin Enterprises Limited
- Baldwin Investments Limited
- Baldwin Estates Limited
- Argosy Systems Limited

At 30 June 2010 the VAT hability of the VAT group excluding that of the company was £29,712 (2009 £28,943)

The bank holds a debenture against the company incorporating a fixed and floating charge over the current and future assets of the company

19 PARENT UNDERTAKING AND ULTIMATE CONTROLLING PARTY

The company s holding company is PMI Health Group Limited, a company incorporated in the United Kingdom. The company s ultimate parent company is Baldwin Ventures Limited, a company incorporated in the United Kingdom.

The largest group in which the results of the company are consolidated is that headed by Baldwin Ventures Limited. The smallest group in which the results of the company are consolidated is that headed by PMI Health Group Limited. The consolidated financial statements of these groups are available to the public and may be obtained from

Companies House Crown Way Cardiff CF14 3UZ