

## **Octopus Healthcare Finance Ltd**

Annual Report and financial statements

For the year ended 30 April 2017

Registered number: 5794524



## COMPANY INFORMATION

**Directors** M W Adams  
T A Meggitt

**Company Secretary** P Standaloft (resigned 28 February 2017)  
S E L Waterhouse (appointed 28 February 2017)

**Company Number** 5794524

**Registered Office** 33 Holborn  
London  
EC1N 2HT

**Auditor** Deloitte LLP  
London

**Bankers** Barclays Bank Plc  
1 Churchill Place  
London  
E14 5HP

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## **DIRECTORS' REPORT**

For the year ended 30 April 2017

The directors present their annual report on the affairs of Octopus Healthcare Finance Ltd ("the Company"), together with the financial statements and auditor's report, for the year ended 30 April 2017.

The directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption. It is for this same reason that a separate strategic report has not been prepared.

### **Principal activity**

The principal activity of the company is to raise finance in order to fund the activities of other entities within the Octopus Healthcare Capital Holdings Ltd group (the "Octopus Healthcare Group" or the "Group"). The company is a designated member of Octopus Healthcare General Partners I LLP and Octopus Healthcare General Partners II LLP.

### **Business Review**

The results for the Company show profit after tax of £120,748 for the period (2016: nil).

### **Going concern**

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis in preparing the annual financial statements.

### **Directors**

The directors who served throughout the year (except where noted) were as follows:

M W Adams

T A Meggitt

### **Auditor**

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

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

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

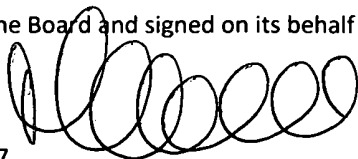
Deloitte LLP have indicated their willingness to be reappointed for another term and a resolution to reappoint them will be proposed at the next Annual General Meeting.

Approved by the Board and signed on its behalf by:

M W Adams  
Director

14 August 2017

Registered Office: 33 Holborn, London, EC1N 2HT



## **DIRECTORS' RESPONSIBILITIES STATEMENT**

For the year ended 30 April 2017

The directors are responsible for preparing the Annual 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 these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and 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 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 DIRECTORS OF OCTOPUS HEALTHCARE FINANCE LTD**

We have audited the financial statements of Octopus Healthcare Finance Ltd for the period ended 30 April 2017 which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 11. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 102 "The Financial Reporting Standard Applicable in the UK and Republic of Ireland".

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 auditor**

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

### **Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements, and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

### **Opinion on financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 April 2017 and of its profit for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Opinion on other matter prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of the audit:

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

In light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified any material misstatements in the Directors' Report.

**INDEPENDENT AUDITOR'S REPORT TO THE DIRECTORS OF OCTOPUS HEALTHCARE FINANCE LTD  
(continued)**

**Matters on which we are required to report by exception**

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies exemption from preparing a Strategic Report or in preparing the Directors' Report.



Stuart McLaren (Senior Statutory Auditor)  
Deloitte LLP  
Statutory Auditor  
London, UK  
14 August 2017

# STATEMENT OF COMPREHENSIVE INCOME

For the year ended 30 April 2017

	Note	Year ended 30 April 2017 £	Year ended 30 April 2016 £
Income from investments in associated trading LLPs	3	150,780	-
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>	<b>2</b>	<b>150,780</b>	<b>-</b>
Tax on profit on ordinary activities	4	(30,032)	-
<b>PROFIT FOR THE FINANCIAL YEAR</b>		<b>120,748</b>	<b>-</b>

All amounts relate to continuing operations.

There were no recognised gains or losses in either period other than those included in the Statement of Comprehensive Income.

The statement of accounting policies and notes on pages 10 to 13 form part of these financial statements.

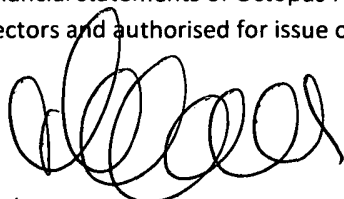


**BALANCE SHEET**

At 30 April 2017

	Note	30 April 2017 £	30 April 2016 £
<b>CURRENT ASSETS</b>			
Debtors – due within one year	5	1,585,179	1,464,200
Cash at bank and in hand		328	328
		<u>1,585,507</u>	<u>1,464,528</u>
<b>CREDITORS:</b> amounts falling due within one year		<u>(987,491)</u>	<u>(987,260)</u>
<b>NET CURRENT ASSETS</b>		<u>598,016</u>	<u>477,268</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>598,016</u>	<u>477,268</u>
<b>NET ASSETS</b>		<u>598,016</u>	<u>477,268</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	7	2	2
Profit and loss account	8	<u>598,014</u>	<u>477,266</u>
<b>SHAREHOLDERS' FUNDS</b>		<u>598,016</u>	<u>477,268</u>

The financial statements of Octopus Healthcare Finance Ltd (registered number: 5794524) were approved by the Board of Directors and authorised for issue on 14 August 2017. They were signed on its behalf by:



M W Adams  
Director

The statement of accounting policies and notes on pages 10 to 13 form part of these financial statements.

# STATEMENT OF CHANGES IN EQUITY

For the year ended 30 April 2017

	Called-up share capital	Profit and loss account	Total
	£'000s	£'000s	£'000s
<b>At 30 April 2015</b>	2	477,266	477,268
<b>At 30 April 2016</b>	2	477,266	477,268
Profit for the year	-	120,748	120,748
<b>At 30 April 2017</b>	<b>2</b>	<b>598,014</b>	<b>598,016</b>

## **NOTES TO THE FINANCIAL STATEMENTS**

For the year ended 30 April 2017

### **1. Statement of accounting policies**

Octopus Healthcare Finance Ltd is a private company limited by shares and incorporated and domiciled in the United Kingdom and registered in England and Wales. The Registered Office is disclosed on page 2.

The principal accounting policies are summarised below. They have all been applied consistently throughout the period and the preceding year.

#### **Basis of accounting and preparation of financial statements**

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council. The Company is itself a subsidiary company and is exempt from the requirement to prepare group accounts by virtue of section 400 of the Companies Act 2006. These financial statements therefore present information about the Company as an individual undertaking and not about the group of which it is a part.

The functional currency of Octopus Healthcare Finance Ltd is considered to be pounds sterling because that is the currency of the primary economic environment in which the company operates.

Octopus Healthcare Finance Ltd meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it. Exemptions have been taken in relation to presentation of a cash flow statement, remuneration of key management personnel and reconciliation of share capital.

#### **Going concern**

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future, especially given the resources available within the wider Group. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

#### **Income from investments in associated trading LLPs**

Income from investments in associated trading LLPs comprises distributions, on an accruals basis, due from Octopus Healthcare GP I LLP and Octopus Healthcare GP II LLP.

#### **Taxation**

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the 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 assets and liabilities are not discounted.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 30 April 2017

**Critical accounting judgements and key areas of estimation uncertainty**

Due to the nature of the Company's business and having considered the key sources of income and expenditure, balance sheet items and Company's accounting policies, the directors do not believe there are any critical accounting judgements or key sources of estimation uncertainty.

**2. Profit on Ordinary Activities before Taxation**

The audit fee for the Company of £3,760 (2016: £3,650) has been borne by a fellow group Company, Octopus Healthcare Management Ltd. The Company has no employees other than the Directors.

The company's directors were remunerated by a fellow group company, Octopus Capital Limited, and then recharged to Octopus Healthcare Management Ltd (a fellow subsidiary of Octopus Capital Ltd). No recharge is made to Octopus Healthcare Finance Ltd given the size of the group and the practicality of making such a charge. The directors have assessed that, having regard to the level of time spent and the nature of the Company's affairs, a fair apportionment of the directors annual remuneration that would be attributable to this Company is approximately £1,000 (2016: £1,500).

**3. Income from investments in associated trading LLPs**

	2017	2016
	£s	£s
Octopus Healthcare GP I LLP	69,028	-
Octopus Healthcare GP II LLP	81,752	-
	<u>150,780</u>	<u>-</u>

**4. Tax on profit on ordinary activities**

The tax charge comprises:

	Year ended 30 April 2017	Year ended 30 April 2016
	£	£
Profit on ordinary activities before tax	<u>150,780</u>	<u>-</u>
Tax on profit on ordinary activities at standard UK corporation tax rate of 19.92% (2016: 20.00%)	<u>30,032</u>	<u>-</u>
<b>Current tax charge for the period</b>	<u><u>30,032</u></u>	<u><u>-</u></u>

**5. Debtors**

	2017	2016
	£	£
<b>Amounts falling due within one year:</b>		
Amounts owed by group undertakings	1,572,532	1,421,752
Corporation tax	12,645	42,446
Other debtors	<u>2</u>	<u>2</u>
	<u><u>1,585,179</u></u>	<u><u>1,464,200</u></u>

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 30 April 2017

**6. Creditors**

	2017	2016
	£	£
<b>Amounts falling due within one year:</b>		
Amounts due to group undertakings	987,491	987,260
	<u>987,491</u>	<u>987,260</u>

**7. Called-Up Share Capital**

	2017	2016
	£	£
<b>Allotted, called-up and fully-paid</b>		
2 ordinary shares of £1 each	<u>2</u>	<u>2</u>

The Company did not issue any Ordinary shares during the period (2016: nil).

**8. Reserves**

	Profit and loss account
	£
At 1 May 2016	477,266
Result for the period	<u>120,748</u>
At 30 April 2017	<u>598,014</u>

**9. Related Party Transactions**

The company has taken advantage of the exemption in paragraph 33.1A of FRS 102 not to disclose transactions with wholly owned Group companies wherein any subsidiary undertaking which is a party to the transactions is wholly-owned by a member of the Group.

**10. Immediate and Ultimate Parent Undertaking and Controlling Party**

The immediate parent Company is Octopus Healthcare Sub-Holdings Ltd, a company incorporated in the United Kingdom and registered in England and Wales and the ultimate parent company is Octopus Capital Limited a company also incorporated in the United Kingdom and registered in England and Wales. The smallest level of consolidated accounts that are prepared is now Octopus Capital Healthcare Holdings Ltd and the largest is Octopus Capital Limited, a copy of which can be obtained from The Secretary, Octopus Capital Limited, 33 Holborn, London, EC1N 2HT.

**11. Subsequent Events**

Since 30 April 2017, the directors are not aware of any matters or circumstances that have significantly affected or may significantly affect the company.