

CARECAPITAL (SOUTHAMPTON) LIMITED

Director's report and financial statements

For the Year Ended 31 December 2016

WEDNESDAY



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CARECAPITAL (SOUTHAMPTON) LIMITED

Company Information

Director	M J Sinclair
Company secretary	G S Pughe and C L Whitten
Registered number	06732272
Registered office	Third floor 4 Tenterden Street London W1S 1TE
Independent auditors	RPG Crouch Chapman LLP Chartered Accountants & Statutory Auditors 62 Wilson Street London EC2A 2BU

CARECAPITAL (SOUTHAMPTON) LIMITED

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CARECAPITAL (SOUTHAMPTON) LIMITED

Director's report For the Year Ended 31 December 2016

The director presents his report and the financial statements for the year ended 31 December 2016.

Principal activity

The principal activity of the company in the year under review was that of developing and managing health related property.

Director

The director who served during the year was:

M J Sinclair

Liability insurance

The company has procured liability insurance for all directors and officers of the company. There are no outstanding claims or provisions at the balance sheet date.

Director's responsibilities statement

The director is responsible for preparing the Director's report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the director must not approve the financial statements unless he is satisfied that he gives 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 director is required to:

- select suitable accounting policies for the Company's financial statements 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The director is 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 him to ensure that the financial statements comply with the Companies Act 2006. He is 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.

CARECAPITAL (SOUTHAMPTON) LIMITED

**Director's report (continued)
For the Year Ended 31 December 2016**

Disclosure of information to auditors

The director at the time when this Director's report is approved has confirmed that:

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

Auditors

The auditors, RPG Crouch Chapman LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

In preparing this report, the director has taken advantage of the small companies exemptions provided by section 415 of the Companies Act 2006.

This report was approved by the board on 23 June 2017 and signed on its behalf.



G S Pughe
Secretary

CARECAPITAL (SOUTHAMPTON) LIMITED

Independent auditors' report to the shareholders of Carecapital (Southampton) Limited

We have audited the financial statements of Carecapital (Southampton) Limited for the year ended 31 December 2016, set out on pages 5 to 11. The relevant financial reporting framework that has been applied in their preparation is applicable law and the United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

This report is made solely to the Company's 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 Auditors' 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 explained more fully in the Director's responsibilities statement on page 1, the director is 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 Financial Reporting Council'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 director; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Director's 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 31 December 2016 and of its profit or loss 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.

CARECAPITAL (SOUTHAMPTON) LIMITED

Independent auditors' report to the shareholders of Carecapital (Southampton) Limited (continued)

Opinion on other matter prescribed by the Companies Act 2006

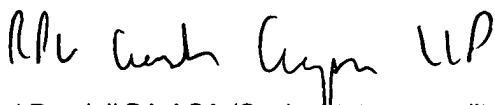
In our opinion, based on the work undertaken in the course of the audit, the information given in the Director's report for the financial year for which the financial statements are prepared is consistent with those financial statements and this report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of our knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Director's report.

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 director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the director was not entitled to take advantage of the small companies' exemption from the requirement to prepare a Strategic report.



Paul Randall BA ACA (Senior statutory auditor)

for and on behalf of

RPG Crouch Chapman LLP

Chartered Accountants & Statutory Auditors

62 Wilson Street

London

EC2A 2BU

Date:

29 Jul 2017

CARECAPITAL (SOUTHAMPTON) LIMITED

**Statement of comprehensive income (incorporating the profit and loss account)
For the Year Ended 31 December 2016**

	2016 £	2015 £
Administrative expenses	-	(4,997)
Operating profit/(loss)	<u>-</u>	<u>(4,997)</u>
Interest payable and expenses	(114,407)	-
Loss before tax	<u>(114,407)</u>	<u>(4,997)</u>
Loss for the year	<u><u>(114,407)</u></u>	<u><u>(4,997)</u></u>
 Total comprehensive income for the year	 <u><u>(114,407)</u></u>	 <u><u>(4,997)</u></u>

There were no recognised gains and losses for 2016 or 2015 other than those included in the statement of comprehensive income (incorporating the profit and loss account).

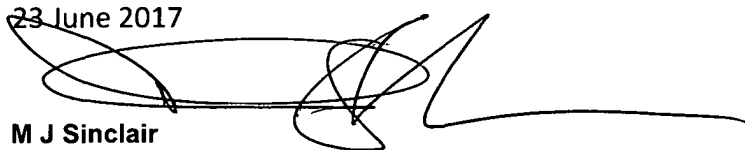
The notes on pages 8 to 11 form part of these financial statements.

CARECAPITAL (SOUTHAMPTON) LIMITED
Registered number: 06732272

Balance sheet
As at 31 December 2016

	Note	2016 £	2015 £
Current assets			
Cash at bank and in hand	-	763	
		<u>763</u>	
Creditors: amounts falling due within one year	9	(1,475,412)	(1,361,768)
Net current liabilities		<u>(1,475,412)</u>	<u>(1,361,005)</u>
Total assets less current liabilities		<u>(1,475,412)</u>	<u>(1,361,005)</u>
Net liabilities		<u><u>(1,475,412)</u></u>	<u><u>(1,361,005)</u></u>
Capital and reserves			
Called up share capital	10	1,000	1,000
Profit and loss account	11	(1,476,412)	(1,362,005)
		<u><u>(1,475,412)</u></u>	<u><u>(1,361,005)</u></u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 23 June 2017



M J Sinclair
Director

The notes on pages 8 to 11 form part of these financial statements.

CARECAPITAL (SOUTHAMPTON) LIMITED

**Statement of changes in equity
For the Year Ended 31 December 2016**

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 January 2016	1,000	(1,362,005)	(1,361,005)
Comprehensive income for the year			
Loss for the year	-	(114,407)	(114,407)
At 31 December 2016	1,000	(1,476,412)	(1,475,412)

**Statement of changes in equity
For the Year Ended 31 December 2015**

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 January 2015	1,000	(1,357,008)	(1,356,008)
Comprehensive income for the year			
Loss for the year	-	(4,997)	(4,997)
At 31 December 2015	1,000	(1,362,005)	(1,361,005)

The notes on pages 8 to 11 form part of these financial statements.

CARECAPITAL (SOUTHAMPTON) LIMITED

Notes to the financial statements For the Year Ended 31 December 2016

1. General information

Carecapital (Southampton) Limited is a limited liability company incorporated in England. The registered office is Third floor, 4 Tenterden Street, London, W1S 1TE.

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 accounts have been prepared on a going concern basis on the basis that the parent company Advanced Oncotherapy plc will continue to provide financial support to the company for the next 12 months.

In addition, the Directors have prepared trading and cash flow forecasts for the Group for the period to December 2019 as part of a five year plan. The Company raised £21 million in new equity in May 2015 and in May 2016 has secured a £24 million Vendor Financing with Metric Capital. Based on the forecasts the Directors believe that no further fund raising will be required in order to achieve this plan. Accordingly, the Financial Statements have been prepared on a going concern basis.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

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

This information is included in the consolidated financial statements of Advanced Oncotherapy plc as at 31 December 2016 and these financial statements may be obtained from Level 17, Dashwood House, 69 Old Broad Street, London, EC2M 1QS.

2.3 Cash

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours.

CARECAPITAL (SOUTHAMPTON) LIMITED

Notes to the financial statements For the Year Ended 31 December 2016

2. Accounting policies (continued)

2.4 Creditors

Short term creditors are measured at the transaction price less amounts repaid.

2.5 Finance costs

Finance costs are charged to the 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.

2.6 Deferred taxation

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 can be deducted.

Deferred tax assets and liabilities are not discounted.

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

The values ascribed to amounts recoverable in debtors in respect of the consideration receivable by the company in respect of its former development site at 31 December 2015 and 2014. The directors needed to consider the balance recoverable by the company based on negotiations with third parties and based on professional advice from company advisors. This balance was recovered by the company during the year ended 31 December 2015.

4. Auditors' remuneration

Auditor's remuneration is disclosed in the group financial statements for Advanced Oncotherapy plc.

5. Employees

The company has no employees other than the directors, who did not receive any remuneration (2015 - £Nil).

CARECAPITAL (SOUTHAMPTON) LIMITED

Notes to the financial statements For the Year Ended 31 December 2016

6. Interest payable and similar charges

	2016 £	2015 £
Other loan interest payable	114,407	-
	<u>114,407</u>	<u>-</u>

7. Taxation

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2015 - *lower than*) the standard rate of corporation tax in the UK of 20% (2015 - 20%). The differences are explained below:

	2016 £	2015 £
Loss on ordinary activities before tax	(114,407)	(4,997)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2015 - 20%)	(22,881)	(999)
Effects of:		
Unrelieved tax losses carried forward	22,881	999
Total tax charge for the year	<u>-</u>	<u>-</u>

Factors that may affect future tax charges

At the year end the company has a potential deferred tax asset of £89,120 (2015: £66,239) as analysed in note 7. This has not been recognised on the grounds of future uncertainty regarding the timing of the recovery of the tax losses.

8. Potential deferred tax

	2016 £	2015 £
Tax losses carried forward	89,120	66,239
	<u>89,120</u>	<u>66,239</u>

CARECAPITAL (SOUTHAMPTON) LIMITED

Notes to the financial statements For the Year Ended 31 December 2016

9. Creditors: Amounts falling due within one year

	2016 £	2015 £
Amounts owed to group undertakings	1,475,412	1,361,769
	<u>1,475,412</u>	<u>1,361,769</u>

10. Share capital

	2016 £	2015 £
Shares classified as equity		
Allotted, called up and fully paid		
1,000 Ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>

Ordinary shares carry full voting rights and rights to a dividend.

11. Reserves

Profit & loss account

The profit and loss account reserve represents all current and prior period retained profit and losses.

12. Ultimate controlling party and related party transactions

The company's immediate parent company is Carecapital Limited. The ultimate controlling party is Advanced Oncotherapy plc, a company incorporated in Great Britain and registered in England.

The company has taken advantage of the exemptions available under paragraph 33.1A of Financial Reporting Standard 102, not to disclose any transactions or balances with entities that are 100% controlled by Advanced Oncotherapy plc.

The smallest and largest group into which the results of the company are consolidated is Advanced Oncotherapy plc. These financial statements are available to the public and may be obtained from the registered office at Level 17, Dashwood House, 69 Old Broad Street, London, EC2M 1QS.