

Registered number: 06732272

**CARECAPITAL (SOUTHAMPTON) LIMITED**

**Director's report and financial statements**

**For the Year Ended 31 December 2017**

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**CARECAPITAL (SOUTHAMPTON) LIMITED**

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**Company Information**

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

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**CARECAPITAL (SOUTHAMPTON) LIMITED**

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## CARECAPITAL (SOUTHAMPTON) LIMITED

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### Director's report For the Year Ended 31 December 2017

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The director presents his report and the financial statements for the year ended 31 December 2017.

#### Principal activity

The principal activity of the company in the year under review was that of developing and managing health related property. The company ceased trading on 31 December 2017.

#### 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 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 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 to 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.

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**CARECAPITAL (SOUTHAMPTON) LIMITED**

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**Director's report (continued)  
For the Year Ended 31 December 2017**

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**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 26 June 2018 and signed on its behalf.



**G S Pughe**  
Secretary

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## CARECAPITAL (SOUTHAMPTON) LIMITED

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

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#### Opinion

We have audited the financial statements of Carecapital (Southampton) Limited (the 'Company') for the year ended 31 December 2017, which comprise the Statement of comprehensive income, the Balance sheet, the Statement of changes in equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2017 and of its 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.

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Material uncertainty related to going concern

We draw attention to Note 2.1 in the principal accounting policies in the financial statements regarding going concern. Advanced Oncotherapy plc has raised £21 million of equity from 1 January 2018 to today's date, which has significantly improved the financial position since 31 December 2017. However, further funds from investors or lenders are required to have sufficient working capital in the next 12 months from the date of approval of these financial statements to achieve the business plan. There is no certainty that Advanced Oncotherapy plc will be able to raise the necessary funds as this will depend on market conditions and operating performance. This may impact the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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## CARECAPITAL (SOUTHAMPTON) LIMITED

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

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#### Other information

The director is responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our Auditors' report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

#### Opinion on other matters 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 the financial statements; and
- the Director's report has been prepared in accordance with applicable legal requirements.

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

In the light of the 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 in relation to which 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 prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Director's report and from the requirement to prepare a Strategic report.

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## CARECAPITAL (SOUTHAMPTON) LIMITED

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

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#### Responsibilities of directors

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, and for such internal control as the director determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the director is responsible for assessing the 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 the director either intends to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

#### Auditors' responsibilities for the audit of the financial statements

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 an Auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a 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 the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our Auditors' report.

#### Use of our report

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.



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

26 June 2018



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CARECAPITAL (SOUTHAMPTON) LIMITED

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**Statement of comprehensive income (incorporating the profit and loss account)**  
**For the Year Ended 31 December 2017**

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		<b>2017</b>	<b>2016</b>
		<b>£</b>	<b>£</b>
Interest payable and expenses	6	<b>(103,279)</b>	<b>(114,407)</b>
<b>Loss before taxation</b>		<b>(103,279)</b>	<b>(114,407)</b>
<b>Loss for the year after taxation</b>		<b>(103,279)</b>	<b>(114,407)</b>
<b>Total comprehensive income for the year</b>		<b>(103,279)</b>	<b>(114,407)</b>

There were no recognised gains and losses for 2017 or 2016 other than those included in the statement of comprehensive income (incorporating the profit and loss account).

The notes on pages 9 to 12 form part of these financial statements.

**CARECAPITAL (SOUTHAMPTON) LIMITED**  
Registered number: 06732272

**Balance sheet**  
**As at 31 December 2017**

	Note	2017 £	2016 £
Creditors: amounts falling due within one year	9	(1,578,691)	(1,475,412)
<b>Net current liabilities</b>		<b>(1,578,691)</b>	<b>(1,475,412)</b>
<b>Total assets less current liabilities</b>		<b>(1,578,691)</b>	<b>(1,475,412)</b>
<b>Net liabilities</b>		<b>(1,578,691)</b>	<b>(1,475,412)</b>
<b>Capital and reserves</b>			
Called up share capital	10	1,000	1,000
Profit and loss account	11	(1,579,691)	(1,476,412)
		<b>(1,578,691)</b>	<b>(1,475,412)</b>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 26 June 2018.

  
**M. J. Sinclair**  
Director

The notes on pages 9 to 12 form part of these financial statements.

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**CARECAPITAL (SOUTHAMPTON) LIMITED**

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**Statement of changes in equity  
For the Year Ended 31 December 2017**

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	<b>Called up share capital</b>	<b>Profit and loss account</b>	<b>Total equity</b>
	<b>£</b>	<b>£</b>	<b>£</b>
At 1 January 2017	1,000	(1,476,412)	(1,475,412)
<b>Comprehensive income for the year</b>			
Loss for the year	-	(103,279)	(103,279)
<b>At 31 December 2017</b>	<b>1,000</b>	<b>(1,579,691)</b>	<b>(1,578,691)</b>

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

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

The notes on pages 9 to 12 form part of these financial statements.

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## CARECAPITAL (SOUTHAMPTON) LIMITED

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### Notes to the financial statements For the Year Ended 31 December 2017

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#### 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 ultimate controlling party Advanced Oncotherapy plc will continue to provide financial support to the company for the next 12 months.

The Directors have reviewed the current and projected financial position of the Group, making reasonable assumptions about future performance and taking into account the Group's cash balances. Further funding is required to achieve the group business plan. In the event of any delay in securing this funding a slightly slower plan can be adopted. Should this be the case the board is satisfied sufficient funding sources will be in place to meet this slower plan over the next 12 months. For this reason, the Directors continue to adopt the going concern basis in preparing the accounts.

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 2017 and these financial statements may be obtained from Level 17, Dashwood House, 69 Old Broad Street, London, EC2M 1QS.

##### 2.3 Creditors

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

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## CARECAPITAL (SOUTHAMPTON) LIMITED

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### Notes to the financial statements For the Year Ended 31 December 2017

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#### 2. Accounting policies (continued)

##### 2.4 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.

##### 2.5 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 group creditors at 31 December 2017 and 2016 are a key judgement made when preparing the financial statements of the company. Interest has been charged on group creditor balances at a rate considered to be equivalent to the market rate if external financing was used.

#### 4. Auditors' remuneration

Auditor's remuneration is disclosed the group financial statements of Advanced Oncotherapy plc, the ultimate parent company.

#### 5. Employees

The Company has no employees other than the directors, who did not receive any remuneration (2016 - £NIL).

#### 6. Interest payable and similar charges

	2017 £	2016 £
Other loan interest payable	103,279	114,407
	<u>103,279</u>	<u>114,407</u>

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**CARECAPITAL (SOUTHAMPTON) LIMITED**

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**Notes to the financial statements  
For the Year Ended 31 December 2017**

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**7. Taxation**

**Factors affecting tax charge for the year**

The tax assessed for the year is lower than (2016 - *lower than*) the standard rate of corporation tax in the UK of 19.25% (2016 - 20%). The differences are explained below:

	2017 £	2016 £
Profit on ordinary activities before tax	<u>(103,279)</u>	<u>(114,407)</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.25% (2016 - 20%)	(19,881)	(22,881)
<b>Effects of:</b>		
Unrelieved tax losses carried forward	<u>19,881</u>	<u>22,881</u>
<b>Total tax charge for the year</b>	<u><u>-</u></u>	<u><u>-</u></u>

**Factors that may affect future tax charges**

At the year end the company has a potential deferred tax asset of £104,287 (2016: £89,120) as analysed in note 8. 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**

	2017 £	2016 £
Tax losses carried forward	<u>104,287</u>	<u>89,120</u>
	<u><u>104,287</u></u>	<u><u>89,120</u></u>

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

	2017 £	2016 £
Amounts owed to group undertakings	<u>1,578,691</u>	<u>1,475,412</u>
	<u><u>1,578,691</u></u>	<u><u>1,475,412</u></u>

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## CARECAPITAL (SOUTHAMPTON) LIMITED

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### Notes to the financial statements For the Year Ended 31 December 2017

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#### 10. Share capital

	2017 £	2016 £
<b>Allotted, called up and fully paid</b>		
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 periods retained profits 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.