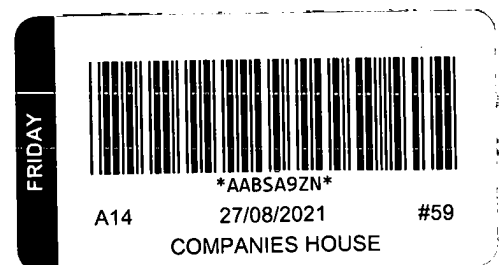


# **Healthcare Buying Group Limited**

**Company Number 08460100**

**Annual report and financial statements - 31 March 2020**



**Healthcare Buying Group Limited**  
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**For the year ended 31 March 2020**

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# **Healthcare Buying Group Limited**

## **Strategic report**

### **For the year ended 31 March 2020**

The directors present their Strategic report for the year ended 31 March 2020.

#### **Principal activities**

The principal activity of the company is to act as an investment holding company.

#### **Business review**

##### ***Review of the development and performance of the company***

The company is a member of the group of companies headed by Turnstone Equityco 1 Limited ('the group'). The principal activities of the group are the operation of dental practices and the provision of materials, services and equipment to dental practices.

The group is organised into two distinct business units, {my}dentist and DD divisions, which provide a range of National Health Service ('NHS') and private dental services from practices throughout the United Kingdom along with support services to other third party dental practices and the wider healthcare sector.

From mid-March 2020 the UK was subject to lockdown measures which were implemented to slow the spread of the Covid-19 outbreak. Routine dental treatments were stopped from 23 March 2020 and were subsequently restarted, with modifications in operating procedures, from 8 June 2020. See subsequent events section for the impact this reduction in dental activity has had on the DD division.

##### ***Strategy and future outlook***

The company is expected to remain an investment holding company in the forthcoming year.

##### ***Events after the reporting period***

On 28 May 2021, the group announced that a binding share purchase agreement had been entered into for Palamon Capital Partners and the management team to acquire The Carlyle Group's shareholding in the company's ultimate parent undertaking, Turnstone Equityco 1 Limited ("the Palamon transaction"). On 16 August 2021, the transaction was completed and a full refinancing of the group's third party borrowings was finalised.

##### ***Financial review***

The loss for the financial year is £12,990,000 (2019: £16,393,000).

Following the transfer of the trade and assets of DBG (UK) Limited to DD Products and Services Limited on 1 June 2019, Tag Medical Limited is the only trading subsidiary of Healthcare Buying Group Limited. As a result of this and given the deterioration in profitability of TAG Medical Limited due to a decline in performance, the directors have carried out an impairment review over the carrying value of the company's investments where indicators of impairment were considered to exist at 31 March 2020. This review concluded that the carrying value of the company's investment in its subsidiary companies exceeded its estimated recoverable amount by £7,271,000. As a result, an impairment charge equal to this amount has been recorded in the income statement for the year ended 31 March 2020 (2019: £11,300,000).

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

The company's risks and uncertainties are integrated with the principal risks and uncertainties of the group. Accordingly, the principal risks and uncertainties of Turnstone Equityco 1 Limited, which includes those of the company, are discussed in the Strategic report in the financial statements of Turnstone Equityco 1 Limited which does not form part of this report.

The consolidated financial statements of Turnstone Equityco 1 Limited are publicly available and may be obtained from the Company Secretary, Turnstone Equityco 1 Limited, Europa House, Europa Trading Estate, Stoneclough Road, Kearsley, Manchester, M26 1GG.

**Healthcare Buying Group Limited**  
**Strategic report**  
**For the year ended 31 March 2020**

**Subsequent events - Impact of the coronavirus pandemic**

The significant reduction in dental activity across the United Kingdom due to the Covid-19 coronavirus outbreak resulted in the main sales channels in the DD division such as High Street consumables, engineering and aesthetics being heavily impacted. However, the increase in the demand for PPE across many private and public sector organisations led the business to expand and diversify both their supply chain and customer bases.

**Financial risk management**

The Board of Directors has overall responsibility for the establishment and oversight of the company's risk management framework. The company's activities expose it to a variety of financial risks: credit risk, liquidity risk, market risk and inflation risk.

The company's risk management policies are established to identify and analyse the risks faced by the company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the company's activities.

***Credit risk***

Credit risk is the risk of financial loss to the company if a customer fails to meet its contractual obligations. New customers are subject to external credit checks using the main agencies. Credit terms are negotiated individually and subsequently monitored closely by the credit control team. The company has no significant concentration of credit risk as third party exposure is spread over a number of customers.

***Liquidity risk***

Liquidity risk is the risk that the company will not be able to meet its financial obligations as they fall due. The company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the company's reputation.

***Market risk***

Market risk is the risk that changes in foreign exchange rates and interest rates will affect the company's income or costs.

The company has limited currency risk as all operations are carried out in the United Kingdom and all income and expenses are denominated in Sterling. However, as materials are principally sourced by other group companies from suppliers internationally, the company is indirectly exposed to currency risk as prices are adjusted to reflect currency movements. The group mitigates this risk through the use of, for example, derivative financial instruments such as foreign currency forward contracts or option contracts. This risk is also managed through competitive tendering for the group's significant supply contracts.

***Inflation risk***

Inflation risk is the risk that the cost of key services and products procured by the company will rise with inflation and affect the company's income.

The company undergoes a regular review of key suppliers through its procurement programme to mitigate cost increases, using tendering processes where possible. In addition, the company seeks to rationalise its supplier base to benefit from its scale.

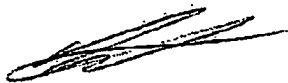
**Healthcare Buying Group Limited**  
**Strategic report**  
**For the year ended 31 March 2020**

**Financial risk management** *(continued)*

***Covid-19***

As dental practices reduced their purchasing of materials and equipment during the Covid-19 lockdown, the DD division utilised its skill set in sourcing key elements of PPE such as masks, gloves and aprons. While this provides part of their normal core service to dental practices, the focus switched to sourcing larger amounts of items to meet the demand for large orders from the NHS supply chain and other public authorities.

On behalf of the Board



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B Goodger  
Director

25 August 2021

**Healthcare Buying Group Limited**  
**Directors' report**  
**For the year ended 31 March 2020**

The directors present their report and the audited financial statements for the year ended 31 March 2020.

**Financial risk management**

Please refer to the Strategic report for a description of the company's financial risk management processes.

**Future developments**

Please refer to the strategy and future outlook section of the Strategic report for a description of future developments.

**Proposed dividend**

There were no dividends paid, recommended or declared during the current or previous financial year.

**Directors**

The directors who held office during the financial year and to the date of this report are as follows:

GP Adams	
J Bonnavion	
B Goodger	(appointed 14 August 2019)
NK Pandya	(appointed 27 November 2020)
T Riall	
O Shafi Khan	(resigned 5 April 2019)

The directors benefitted from qualifying third party indemnity provisions in place during the financial year and to the date of this report.

**Going concern**

The directors believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of the ultimate parent company Turnstone Equityco 1 Limited. The directors have received confirmation that Turnstone Equityco 1 Limited intend to support the company for at least one year after these financial statements are signed, and therefore the going concern of the company is dependent on the going concern of the parent company. In making their assessment of the going concern of the parent company, the directors of the parent company have considered the recent Palamon Transaction, the recent refinancing of the Group's external debt, and the preparation of both a base case and a severe but plausible downside case.

**Events after the reporting period**

Please refer to the Strategic report for details of the impact of the Covid-19 pandemic.

On 28 May 2021, the group announced that a binding share purchase agreement had been entered into for Palamon Capital Partners and the management team to acquire The Carlyle Group's shareholding. On 16 August 2021, the transaction was completed and a full refinancing of the Group's third party borrowings was finalised.

**Healthcare Buying Group Limited**  
**Directors' report**  
**For the year ended 31 March 2020**

**Statement of directors' responsibilities**

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 prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, 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.

The directors 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.

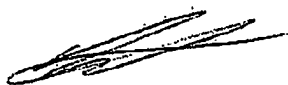
**Disclosure of information to auditors**

The directors who held office at the date of approval of this Directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditors are unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

**Independent auditors**

PricewaterhouseCoopers LLP have indicated their willingness to continue in office and a resolution that they be reappointed as auditors will be proposed at the annual general meeting.

On behalf of the Board



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B Goodger  
Director

25 August 2021

6 Perry Way  
Witham  
England  
CM8 3SX

**Healthcare Buying Group Limited**  
**Independent auditors' report to the members of Healthcare Buying Group Limited**  
**For the year ended 31 March 2020**

**Report on the audit of the financial statements**

**Opinion**

In our opinion, Healthcare Buying Group Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2020 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual report and financial statements (the "Annual Report"), which comprise: the Balance sheet as at 31 March 2020; the Income statement and the Statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

**Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Independence**

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

**Conclusions relating to going concern**

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

**Reporting on other information**

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Strategic report and Directors' report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.



**Healthcare Buying Group Limited**  
**Independent auditors' report to the members of Healthcare Buying Group Limited**  
**For the year ended 31 March 2020**

***Strategic report and Directors' report***

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' report for the year ended 31 March 2020 is consistent with the financial statements and 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 did not identify any material misstatements in the Strategic report and Directors' report.

**Responsibilities for the financial statements and the audit**

***Responsibilities of the directors for the financial statements***

As explained more fully in the Statement of directors' responsibilities, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also 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.

In preparing the financial statements, the directors are 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 directors either intend 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 FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditors' report.

***Use of this report***

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

**Other required reporting**

**Companies Act 2006 exception reporting**

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.



Randal Casson (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Manchester  
25 August 2021

**Healthcare Buying Group Limited**  
**Income statement**  
**For the year ended 31 March 2020**

	<b>Note</b>	<b>2020 £'000</b>	<b>2019 £'000</b>
Impairment of investment in subsidiaries	8	<u>(7,271)</u>	<u>(11,300)</u>
<b>Operating loss</b>		(7,271)	(11,300)
Interest payable and similar expenses	6	<u>(5,719)</u>	<u>(5,093)</u>
<b>Loss before tax on ordinary activities</b>		(12,990)	(16,393)
Tax on ordinary activities	7	<u>-</u>	<u>-</u>
<b>Loss after tax on ordinary activities for the year</b>		(12,990)	(16,393)
Other comprehensive income for the year, net of tax		<u>-</u>	<u>-</u>
<b>Total comprehensive expense for the year</b>		<u><u>(12,990)</u></u>	<u><u>(16,393)</u></u>

*The above income statement should be read in conjunction with the accompanying notes*

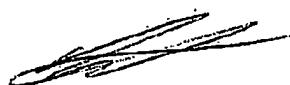
**Healthcare Buying Group Limited**  
**Balance sheet**  
**As at 31 March 2020**

	Note	2020 £'000	2019 £'000
<b>Fixed assets</b>			
Investments	8	9,434	16,705
Total fixed assets		<u>9,434</u>	<u>16,705</u>
<b>Current assets</b>			
Debtors	9	464	464
Total current assets		<u>464</u>	<u>464</u>
<b>Current liabilities</b>			
Creditors: amounts falling due within one year	10	282	282
Total current liabilities		<u>282</u>	<u>282</u>
<b>Net current assets</b>		<u>182</u>	<u>182</u>
<b>Total assets less current liabilities</b>		<u>9,616</u>	<u>16,887</u>
<b>Non-current liabilities</b>			
Creditors: amounts falling due after more than one year	11	53,251	47,532
Total non-current liabilities		<u>53,251</u>	<u>47,532</u>
<b>Net liabilities</b>		<u>(43,635)</u>	<u>(30,645)</u>
<b>Capital and reserves</b>			
Called up share capital	12	47	47
Share premium account	13	3,953	3,953
Accumulated losses	14	<u>(47,635)</u>	<u>(34,645)</u>
<b>Total capital and reserves</b>		<u>(43,635)</u>	<u>(30,645)</u>

The notes on pages 12 to 17 form an integral part of these financial statements.

Healthcare Buying Group Limited's company number is 08460100.

These financial statements on pages 9 to 17 were approved by the board of directors on 25 August 2021 and were signed on its behalf by:



\_\_\_\_\_  
B Goodger  
Director

25 August 2021

*The above balance sheet should be read in conjunction with the accompanying notes*

**Healthcare Buying Group Limited**  
**Statement of changes in equity**  
**For the year ended 31 March 2020**

	<b>Called up share capital £'000</b>	<b>Share premium account £'000</b>	<b>Accumulated losses £'000</b>	<b>Total capital and reserves £'000</b>
Balance at 1 April 2018	47	3,953	(18,252)	(14,252)
Loss after tax on ordinary activities for the year	-	-	(16,393)	(16,393)
Other comprehensive income for the year, net of tax	-	-	-	-
Total comprehensive expense for the year	-	-	(16,393)	(16,393)
Balance at 31 March 2019	47	3,953	(34,645)	(30,645)

	<b>Called up share capital £'000</b>	<b>Share premium account £'000</b>	<b>Accumulated losses £'000</b>	<b>Total capital and reserves £'000</b>
Balance at 1 April 2019	47	3,953	(34,645)	(30,645)
Loss after tax on ordinary activities for the year	-	-	(12,990)	(12,990)
Other comprehensive income for the year, net of tax	-	-	-	-
Total comprehensive expense for the year	-	-	(12,990)	(12,990)
Balance at 31 March 2020	47	3,953	(47,635)	(43,635)

*The above statement of changes in equity should be read in conjunction with the accompanying notes*

**Healthcare Buying Group Limited**  
**Notes to the financial statements**  
**For the year ended 31 March 2020**

**1. Company information**

The financial statements cover Healthcare Buying Group Limited as an individual entity. The financial statements are presented in Pound sterling, which is Healthcare Buying Group Limited's functional and presentation currency.

The company is a private company limited by shares, incorporated in the United Kingdom and domiciled in England. Its registered office is 6 Perry Way, Witham, England, CM8 3SX.

The principal activity of the company is to act as an investment holding company.

The company is a member of the group of companies headed by Turnstone Equityco 1 Limited ('the group'). The principal activities of the group are the operation of dental practices and the provision of materials, services and equipment to dental practices.

**2. Accounting policies**

***Basis of preparation***

These financial statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 – The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland ('FRS 102'), and with the Companies Act 2006.

The company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the company as an individual undertaking and not about its group.

These financial statements are prepared on a going concern basis, under the historical cost convention.

The directors believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of the ultimate parent company Turnstone Equityco 1 Limited. The directors have received confirmation that Turnstone Equityco 1 Limited intend to support the company for at least one year after these financial statements are signed, and therefore the going concern of the company is dependent on the going concern of the parent company. In making their assessment of the going concern of the parent company, the directors of the parent company have considered the recent Palamon Transaction, the recent refinancing of the Group's external debt, and the preparation of both a base case and a severe but plausible downside case.

A summary of the more important accounting policies, which have been applied on a consistent basis, is set out below.

***Exemptions for qualifying entities under FRS 102***

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to certain conditions which have been complied with, including notification of, and no objection to, the use of the exemptions by the company's shareholders.

The company has taken advantage of the following exemptions:

- from preparing a statement of cash flows, on the basis that it is a qualifying entity and that the company's cash flows are included within the consolidated cash flow statement for the group;
- from preparing a reconciliation of the number of shares outstanding at the beginning and end of the financial year;
- from disclosing the compensation paid to the company's key management personnel; and
- from disclosing related party transactions between wholly owned entities that are part of the Turnstone Equityco 1 Limited group of companies.

***Taxation***

Current tax is recognised for the amount of income tax payable in respect of the taxable profit for the current or past reporting periods using the tax rates and laws that have been enacted or substantially enacted by the reporting date.

**Healthcare Buying Group Limited**  
**Notes to the financial statements**  
**For the year ended 31 March 2020**

**2. Accounting policies (continued)**

***Investments***

Investments held as fixed assets are stated at historical purchase cost less amounts written off for impairment.

***Impairment of investments***

At each reporting date investments are reviewed to determine whether there is any indication that they have suffered an impairment loss. If there is an indication of possible impairment, the recoverable amount of any affected investment is estimated as the higher of its fair value less costs to sell or the value in use. This is then compared with its carrying amount. If the estimated recoverable amount is lower, the carrying amount is reduced to its estimated recoverable amount, and an impairment loss is recognised immediately in the income statement.

If an impairment loss subsequently reverses, the carrying amount of the investment is increased to the revised estimate of its recoverable amount, but not in excess of the amount that would have been determined had no impairment loss been recognised for the investment in prior years. A reversal of an impairment loss is recognised immediately in the income statement.

***Preference shares***

Preference shares which are redeemable on a specific date are classified as liabilities. The dividends on these preference shares are recognised in the income statement as an interest expense.

***Financial instruments***

Basic financial assets and liabilities, including amounts owed by group undertakings, borrowings and cash and bank balances, in accordance with section 11 and 12 of FRS102 are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Such assets are subsequently carried at a mortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in the income statement. If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in the income statement.

**3. Significant accounting judgements and estimates**

***Impairment of investments***

At each reporting date investments are reviewed to determine whether there is any indication that they have suffered an impairment loss. In determining whether there is an indication of impairment a number of judgemental factors must be considered, including an estimate of the future economic benefits that can be derived from those assets and current market conditions.

***Carrying value of financial assets and liabilities***

At the end of each reporting period, the directors assess the carrying value of financial assets for objective evidence of impairment. In addition, where financial assets or liabilities constitute a financing arrangement, the value of the asset or liability is measured by reference to the present value of the estimated future cash flows. Both of these estimates require the future cash flows arising from the financial assets or liabilities to be estimated and an appropriate discount rate to be selected.

**4. Auditors' remuneration**

Auditors' remuneration of £1,200 in respect of the year ended 31 March 2020 has been borne by a fellow group undertaking (2019: £1,400).

**Healthcare Buying Group Limited**  
**Notes to the financial statements**  
**For the year ended 31 March 2020**

**5. Directors' and employees**

The directors received no emoluments from the company for their services during the financial year (2019: £nil). The emoluments received as a director of a group trading company are disclosed in the financial statements of DD Products and Services Ltd (formerly Billerica Dental Supply Co. Limited) for GP Adams and B Goodger, and in the financial statements of Turnstone Equityco 1 Limited for T Riall and O Sha fi Khan.

The company has no employees (2019: none).

**6. Interest payable and similar expenses**

	2020 £'000	2019 £'000
Preference share dividends payable to the parent	5,719	5,093

**7. Tax on ordinary activities**

**Factors affecting the tax charge for the financial year**

The tax charge for the year is higher (2019: higher) than the standard rate of corporation tax in the UK for the year ended 31 March 2020 of 19% (2019: 19%). The differences are explained below:

	2020 £'000	2019 £'000
Loss before tax on ordinary activities	(12,990)	(16,393)
Tax at the statutory tax rate of 19%	(2,468)	(3,115)
Expenses not deductible for tax purposes	2,468	3,115
Tax on ordinary activities	-	-

A reduction in the main rate of corporation tax to 17% from 1 April 2020 was substantively enacted on 15 September 2016. In the Spring Budget 2021, the Government announced that from 1 April 2023 the corporation tax rate will increase to 25%. Since the proposal to increase the rate to 25% had not been substantively enacted at the balance sheet date, its effects are not included in these financial statements. Had this been substantively enacted by the balance sheet date this would have had no effect on the tax expense/deferred tax asset.

**Healthcare Buying Group Limited**  
**Notes to the financial statements**  
**For the year ended 31 March 2020**

**8. Investments**

	Shares in subsidiary £'000
<b>Investments at cost in subsidiary undertakings</b>	
At 1 April 19 and 31 March 2020	<u>28,005</u>
<b>Accumulated impairment</b>	
At 1 April 2019	(11,300)
Charge in the year	<u>(7,271)</u>
At 31 March 2020	<u>(18,571)</u>
<b>Net book value</b>	
At 31 March 2020	<u>9,434</u>
At 31 March 2019	<u>16,705</u>

The company owns 100% of the ordinary share capital of its immediate subsidiary undertaking, DBG Topco Limited. DBG Topco Limited acts as an investment holding company.

Following the transfer of the trade and assets of DBG (UK) Limited to DD Products and Services Limited on 1 June 2019, Tag Medical Limited is the only trading subsidiary of Healthcare Buying Group Limited. As a result of this and given the deterioration in profitability of TAG Medical Limited due to a decline in performance, the directors have carried out an impairment review over the carrying value of the company's investments where indicators of impairment were considered to exist at 31 March 2020. This review concluded that the carrying value of the company's investment in its subsidiary companies exceeded its estimated recoverable amount by £7,271,000. As a result, an impairment charge equal to this amount has been recorded in the income statement for the year ended 31 March 2020 (2019: £11,300,000).

The table below provides details of the company's subsidiary undertakings as at 31 March 2020. All companies are indirectly owned with the exception of DBG Topco Limited. All of the non-trading entities are holding companies for investments in other group companies.

The company owns (either directly or indirectly) 100% of the ordinary share capital of all of the companies listed.

All of the subsidiary companies are incorporated in the United Kingdom.

In the opinion of the directors, the value of the company's investments in its subsidiaries is not less than the amount at which it is shown in the balance sheet.

Name of subsidiary	Principal activity	Domiciled in
DBG (UK) Limited	Healthcare goods and services	England
DBG Acquisitions Limited	Non-trading	England
DBG Subsidiary Limited	Dormant	England
DBG Topco Limited	Non-trading	England
TAG Medical Limited	Medical equipment and testing	England

*The registered office address of DBG (UK) Limited, DBG Subsidiary Limited and DBG Topco Limited is Europa House, Europa Trading Estate, Stoneclough Road, Kearsley, Manchester, M26 1GG.*

*The registered office address of DBG Acquisitions Limited and TAG Medical Limited is 6 Perry Way, Witham, England, CM8 3SX.*



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**9. Debtors**

	2020 £'000	2019 £'000
Amounts owed by group undertakings	<u>464</u>	<u>464</u>

Amounts owed by group undertakings are unsecured, are not subject to an interest charge and are repayable on demand. While the amounts owed by group undertakings are repayable on demand, it is not expected that they will be settled within 12 months.

**10. Creditors: amounts falling due within one year**

	2020 £'000	2019 £'000
Amounts owed to group undertakings	<u>282</u>	<u>282</u>

Amounts owed to group undertakings are unsecured, are not subject to an interest charge and are repayable on demand. While the amounts owed to group undertakings are repayable on demand, it is not expected that they will be settled within 12 months.

**11. Creditors: amounts falling due after more than one year**

	2020 £'000	2019 £'000
Preference shares classified as liabilities owed to group undertakings	<u>53,251</u>	<u>47,532</u>

A total of 24,187,588 £1 preference shares were issued at par on 16 April 2013 to fund the acquisition of DBG Topco Limited. The preference shares have a fixed, cumulative dividend of 12% per annum and are repayable upon an exit by majority shareholders or upon liquidation of the company. At 31 March 2020, a total of 24,187,588 £1 preference shares are in issue (2019: 24,187,588). Preference share dividends of £29,063,000 were accrued as at 31 March 2020 (2019: £23,344,000).

**12. Called up share capital**

The allotted, called up and fully paid share capital is as follows:

	2020 No. of shares	2020 £'000	2019 No. of shares	2019 £'000
A ordinary shares of £0.01 each	312,750	3	312,750	3
'B' ordinary shares of £0.01 each	3,680,000	37	3,680,000	37
'C' ordinary shares of £0.01 each	<u>725,000</u>	<u>7</u>	<u>725,000</u>	<u>7</u>
	<u>4,717,750</u>	<u>47</u>	<u>4,717,750</u>	<u>47</u>

**13. Share premium account**

The amount subscribed for share capital in excess of nominal value less any costs directly attributable to the issue of new shares.

**14. Accumulated losses**

Cumulative net gains and losses recognised in the company's income statement or through equity.

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**15. Financial assets and liabilities**

The company has the following financial instruments:

	2020 £'000	2019 £'000
<b>Financial assets measured at amortised cost</b>		
Amounts owed by group undertakings (note 9)	464	464
	2020 £'000	2019 £'000
<b>Financial liabilities measured at amortised cost</b>		
Amounts owed to group undertakings (note 10)	(282)	(282)
Preference shares classified as liabilities owed to group undertakings (note 11)	(53,251)	(47,532)
	(53,533)	(47,814)

**16. Controlling party**

The immediate parent undertaking is Turnstone Bidco 1 Limited, incorporated in the United Kingdom.

The results of the company are consolidated in the financial statements of Turnstone Equityco 1 Limited, a company incorporated in the United Kingdom.

Turnstone Midco 2 Limited is the parent undertaking of the smallest group to consolidate these financial statements. Turnstone Equityco 1 Limited is the parent undertaking of the largest group to consolidate these financial statements. The consolidated financial statements of both Turnstone Midco 2 Limited and Turnstone Equityco 1 Limited are publicly available and may be obtained from Turnstone Equityco 1 Limited, Europa House, Stoneclough Road, Kearsley, Manchester, M26 1GG.

The ultimate controlling party is considered by the directors to be CEP III Participations S.a.r.l. SICAR, an investment vehicle for The Carlyle Group. CEP III Participations S.a.r.l. SICAR is the controlling party of Turnstone Equityco 1 Limited.

**17. Events after the reporting period**

Please refer to the Strategic report for details of the impact of the Covid-19 pandemic.

On 16 August 2021, following the completion of the Palamon transaction, the immediate parent undertaking of Turnstone Equityco 1 Limited was ADP Primary Care Acquisitions Limited. The controlling party from 16 August 2021 is considered by the directors to be ADP Primary Care Acquisitions Limited.