# REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2021



## **COMPANY INFORMATION**

**Directors** 

S K E Jetha

J I Power N J Clark R M West

Secretary

J I Power

Company number

08646059

Registered office

Selsdon House

212-220 Addington Road

South Croydon CR2 8LD

**Auditor** 

RSM UK Audit LLP Chartered Accountants 1 St. James' Gate Newcastle upon Tyne United Kingdom

NE1 4AD

**Bankers** 

HSBC Bank PLC 118 Commercial Road

Portsmouth PO1 1EP

# DIRECTORS' REPORT FOR THE YEAR ENDED 31 JULY 2021

The directors present their report and financial statements for the year ended 31 July 2021.

### Principal activities

The principal activity of the company continued to be that of providing support and services to its retail pharmacist members.

### **Directors**

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

S K E Jetha J I Power N J Clark B Patel R M West

(Resigned 23 September 2021) (Appointed 3 August 2020)

### Qualifying third party indemnity provisions

The company provided qualifying third party indemnity provisions in respect of the directors and officers which were in force during the year and at the date of this report.

#### Auditor

The auditor, RSM UK Audit LLP, is deemed to be reappointed under section 487(2) of the Companies Act 2006.

### Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, each director has taken all the necessary steps that they ought to have taken as a director in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

### Small companies exemption

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

On behalf of the board

R M West
Director

16/03/22 Date: .....

# DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 JULY 2021

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

Company law requires the directors to prepare financial statements for each reporting period. 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 judgements and accounting estimates that are reasonable and prudent; 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 MEMBERS OF AVICENNA MEMBERSHIP SERVICES LIMITED

#### **Opinion**

We have audited the financial statements of Avicenna Membership Services Limited (the 'company') for the year ended 31 July 2021 which comprise the statement of income and retained earnings, the statement of financial position and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 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 July 2021 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
   and
- · have been prepared in accordance with the requirements of the Companies Act 2006.

### **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 Auditor's 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 UK, including the FRC'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.

### Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

## Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. 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.

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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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.

## Opinions 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 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.

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF AVICENNA MEMBERSHIP SERVICES LIMITED (CONTINUED)

### 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 directors' 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 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 prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption from the requirement to prepare a strategic report or in preparing the directors' report.

### Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 2, the directors are 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 directors 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.

### Auditor's 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 auditor's 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.

### The extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the audit engagement team:

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory frameworks that the company operates in and how the company is complying with the legal and regulatory framework;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud;
- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud.

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF AVICENNA MEMBERSHIP SERVICES LIMITED (CONTINUED)

As a result of these procedures we consider the most significant laws and regulations that have a direct impact on the financial statements are FRS 102, the Companies Act 2006 and tax compliance regulations. We performed audit procedures to detect non-compliances which may have a material impact on the financial statements which included reviewing financial statement disclosures and inspecting correspondence with tax authorities.

The audit engagement team identified the risk of management override of controls as the area where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed included but were not limited to testing manual journal entries and other adjustments and evaluating the business rationale in relation to significant, unusual transactions and transactions entered into outside the normal course of business and challenging judgments and estimates included within the 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: <a href="https://www.frc.org.uk/auditorsresponsibilities">https://www.frc.org.uk/auditorsresponsibilities</a> This description forms part of our auditor's 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 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.

Steven Cleugh

Steven Cleugh FCCA (Senior Statutory Auditor)
For and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
1 St. James' Gate
Newcastle upon Tyne
United Kingdom, NE1 4AD

17/03/22

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# STATEMENT OF INCOME AND RETAINED EARNINGS FOR THE YEAR ENDED 31 JULY 2021

	Year ended 31 July 2021 £	10 month period ended 31 July 2020 £
Turnover Cost of sales	5,707,927 (3,880,981)	4,736,099 (3,394,239)
Gross profit	1,826,946	1,341,860
Administrative expenses Other operating income	(1,699,368) 782,799	(1,736,660) 10,000
Operating profit/(loss)	910,377	(384,800)
Interest payable and similar expenses	(787)	-
Profit/(loss) before taxation	909,590	(384,800)
Tax on profit/(loss)	8,222	12,320
Profit/(loss) for the financial year	917,812	(372,480)
Retained earnings brought forward	(497,621)	(125,141)
Retained earnings carried forward	420,191 ————	(497,621)

# STATEMENT OF FINANCIAL POSITION AS AT 31 JULY 2021

		2021		2020	
	Notes	£	£	£	£
Fixed assets				•	
Intangible assets	4		101,397		59,946
Tangible assets	<b>5</b> .		90,713		57,239
			192,110		117,185
Current assets					
Debtors	6	1,618,858		1,356,064	
Cash at bank and in hand		368,590		339,608	
		1,987,448		1,695,672	
Creditors: amounts falling due within		, .			
one year	7	(1,725,826)		(2,301,024)	
Net current assets/(liabilities)			261,622		(605,352)
Total assets less current liabilities			453,732		(488,167)
Provisions for liabilities	8		(33,540)		(9,453)
Net assets/(liabilities)			420,192		(497,620)
Capital and reserves					
Called up share capital	10		1		1
Profit and loss reserves			420,191		(497,621)
Total equity			420,192		(497,620)

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements were approved by the board of directors and authorised for issue on  $\frac{16/03/22}{\dots}$  and are signed on its behalf by:

Richard West

R M West Director

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2021

### 1 Accounting policies

### Company information

Avicenna Membership Services Limited (the 'company') is a private company limited by shares and is registered and incorporated in England and Wales. The registered office is Selsdon House, 212-220 Addington Road, South Croydon, CR2 8LD.

### **Accounting convention**

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in sterling  $(\mathfrak{L})$ , which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest  $\mathfrak{L}$ .

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

### Going concern

The directors have prepared detailed forecasts which have been updated to consider the impact of the Covid 19 pandemic on revenues and working capital. The directors, with reference to these forecasts, consider that the company has adequate resources to continue in operational existence for the foreseeable future. Thus, the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

### **Turnover**

Turnover is recognised at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

Revenue arises from the provision of services falling within the company's ordinary activities which include support services provided to members of the buying group (such as membership and training, etc.), and also buying group arrangements made with suppliers, wholesalers and customers, in the form of rebates or pass through invoicing. Revenue arising from the provision of services is recognised on the provision of services to the customer.

### Intangible fixed assets other than goodwill

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Intangible assets acquired on business combinations are recognised separately from goodwill at the acquisition date where it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the fair value of the asset can be measured reliably; the intangible asset arises from contractual or other legal rights; and the intangible asset is separable from the entity.

Amortisation is recognised so as to write off the cost of assets less their residual values over their useful lives on the following bases:

Software

3 years

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 JULY 2021

### 1 Accounting policies (Continued)

## Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost of assets less their residual values over their useful lives on the following bases:

Leasehold land and buildings

Shorter of useful eonomic life or lease term

Fixtures and fittings

4 years

Computers

3 years

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

### Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

### Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

### **Financial instruments**

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' of FRS 102 to all of its financial instruments.

Financial instruments are recognised when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

## Basic financial assets

Basic financial assets, which include trade and other debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the financial asset is measured at the present value of the future receipts discounted at a market rate of interest.

### Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 JULY 2021

### 1 Accounting policies (Continued)

### Basic financial liabilities

Basic financial liabilities, including trade and other creditors and amounts owed to group undertakings, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

### **Equity instruments**

Equity instruments issued by the company are recorded at the fair value of proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

#### **Taxation**

The tax expense represents the sum of the current tax expense and deferred tax expense. Current tax assets are recognised when tax paid exceeds the tax payable.

Current and deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited to other comprehensive income or equity, when the tax follows the transaction or event it relates to and is also charged or credited to other comprehensive income, or equity.

Current tax assets and current tax liabilities and deferred tax assets and deferred tax liabilities are offset, if and only if, there is a legally enforceable right to set off the amounts and the entity intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Current tax is based on taxable profit for the year. Current tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax is calculated at the tax rates that are expected to apply when the asset is realised or the liability is settled based on tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax liabilities are recognised in respect of all timing differences that exist at the reporting date. Timing differences are differences between taxable profits and total comprehensive income that arise from the inclusion of income and expenses in tax assessments in different periods from their recognition in the financial statements. Deferred tax assets are recognised only to the extent that it is probable that they will be recovered by the reversal of deferred tax liabilities or other future taxable profits.

### **Employee benefits**

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

### Retirement benefits

For defined contribution schemes the amounts charged to profit or loss are the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 JULY 2021

### 1 Accounting policies (Continued)

#### Leases

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leases asset are consumed.

### 2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

## 3 Employees

The average monthly number of persons (including directors) employed by the company during the year was:

	2021 Number	2020 Number
Total	31	29

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 JULY 2021

4	Intangible fixed assets			Software
				£
	Cost			
	At 1 August 2020			244,696
	Additions			112,334
	Disposals			(228,827)
	At 31 July 2021			128,203
	Amortisation and impairment			
	At 1 August 2020			184,750
	Amortisation charged for the year			21,768
	Disposals			(179,712)
	At 31 July 2021			26,806
	Carrying amount			
	At 31 July 2021			101,397
	71 01 0dly 2021			====
	At 31 July 2020			59,946
	The amortisation charge for the period is recognised w	vithin administrative expens	es.	
5	Tangible fixed assets			_ : .
		Land and buildings	Plant and machinery etc	Total
		£	£	£
	Cost			
	At 1 August 2020	66,727	178,670	245,397
	Additions	51,580	9,667	61,247
	At 31 July 2021	118,307	188,337	306,644
	·			
	Depreciation and impairment			
	At 1 August 2020	54,281	133,877	188,158
	Depreciation charged in the year	6,236	21,537	27,773
	At 31 July 2021	60,517	155,414	215,931
	Carrying amount			
	At 31 July 2021	57,790	32,923	90,713
		====	====	=====
	At 31 July 2020	12,446	44,793	57,239
	•			

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 JULY 2021

6	Debtors				
	Amounts falling due within one year:			2021 £	2020 £
	Trade debtors			929,858	1 002 046
	Amounts owed by group undertakings			929,000 569,242	1,092,046 147,204
	Other debtors			119,758	116,814
				1,618,858	1,356,064
7	Creditors: amounts falling due within one year				
•	orealists. amounts falling due wallin one year			2021	2020
				£	£
	Trade creditors			452,435	536,599
	Amounts owed to group undertakings			617,967	887,541
	Corporation tax			148	162,183
	Other taxation and social security			128,423	253,267
	Other creditors			526,853	461,434
				1,725,826	2,301,024
8	Provisions for liabilities				
•				2021	2020
				£	£
	Deferred tax liabilities			33,540	9,453
9	Retirement benefit schemes				
	Defined contribution schemes			2021 £	2020 £
	Defined Contribution Schemes			_	
	Charge to profit or loss in respect of defined contrib	oution scheme	s	30,742	23,542 ———
	The company operates a defined contribution pentithe scheme are held separately from those of the c				
	Contributions totalling £4,585 (2020: £4,248) were within other creditors.	e payable to the	ne fund at the	year end and	are included
10	Called up share capital				
		2021	2020	2021	2020
	Ordinary share capital	Number	Number	£	£
	Issued and fully paid Ordinary shares of £1 each	1	1	1	1

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 JULY 2021

### 11 Operating lease commitments

#### Lessee

At the reporting date the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	2021	2020
	£	£
Within one year	33,000	33,000
Between one and five years	2,000	35,000
	35,000	68,000

The company's operating lease costs relate to office space in South Croydon. There are no contingent rentals. The property lease is due to expire on 31 October 2027 and has a break clause at 31 October 2022.

### 12 Related party transactions

### Transactions with related parties

The company has taken the exemption available from disclosing related party transactions with other wholly owned members of the Avicenna group.

### 13 Parent company

The company's immediate parent company is Avicenna Holdings Limited, a company incorporated in England and Wales.

The parent of the smallest group, for which consolidated accounts are drawn up, of which Avicenna Membership Services Limited is a member is Avicenna Limited, a company incorporated in England and Wales. Its registered office is Selsdon House, 212-220 Addington Road, South Croydon, CR2 8LD.

The parent of the largest group, for which consolidated accounts are drawn up, of which Avicenna Membership Services Limited is a member is Avicenna Topco Limited, a company incorporated in England and Wales. Its registered office is Selsdon House, 212-220 Addington Road, South Croydon, CR2 8LD.

The company's ultimate controlling party is Ardian Investment UK Limited which is registered in the United Kingdom.