

Octopus Capital Healthcare Bidco Limited

Annual report and financial statements

For the year ended 30 April 2018

Registered number: 09082095



COMPANY INFORMATION

Directors M W Adams
 R M H Baird
 C R Hulatt
 B T K Davis (appointed 24 May 2018)

Company Secretary S E L Waterhouse

Company Number 09082095

Registered Office 33 Holborn
 London
 EC1N 2HT

Auditor Deloitte LLP
 1 New Street Square
 London
 EC4A 3HQ

Bankers HSBC plc
 31 Holborn
 London
 EC1N 2HR

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DIRECTORS' REPORT

For the year ended to 30 April 2018

The directors present their report on the affairs of Octopus Capital Healthcare Bidco Limited ("the Company"), together with the financial statements and auditor's report, for the year ended 30 April 2018.

Small Companies Exemption

This directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption; accordingly no separate strategic report has been presented.

Principal activities

The principal activity of the Company during the period was that of an intermediate holding company for a healthcare investment manager. The Company holds investment in subsidiaries and loan notes financing the purchase of the subsidiaries.

Business Review

The results for the Company show a loss after tax of £3,016,520 for the period (2017: loss of £2,822,430).

Going concern

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for at least twelve months from the date of signing these financial statements. Thus they continue to adopt the going concern basis in preparing the annual financial statements. Please see note 1 for a further assessment of going concern.

Directors

The directors who served throughout the period and as of the date of this report were as follows:

M W Adams
R M H Baird
C R Hulatt

Director's indemnities

The Company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

Financial risk management

The operations of the Company expose it to financial risks that might include the effects of change in debt market prices, credit risk, liquidity risk and interest rate risk. The Company has in place a risk management programme that seeks to limit the adverse effects of the financial performance of the Company by monitoring levels of debt finance and the related financial costs. The Company does not use derivative financial instruments to manage interest rate costs and, as such, no hedge accounting is applied.

Future developments

The directors expect the general level of activity and growth to remain consistent with 2017 in the forthcoming year. This is as a result of no changes to the running of the Company.

DIRECTORS' REPORT (continued)

For the year ended 30 April 2018

Auditor

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

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

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

Deloitte LLP have indicated their willingness to be reappointed for another term.

Approved by the Board and signed on its behalf by:

A handwritten signature in black ink, appearing to read 'B T K Davis', followed by a long horizontal line.

B T K Davis

Director

14 August 2018

Registered Office:

33 Holborn

London

EC1N 2HT

DIRECTORS' RESPONSIBILITIES STATEMENT

For the year ended 30 April 2018

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". 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;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF OCTOPUS CAPITAL HEALTHCARE BIDCO LIMITED

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Octopus Capital Healthcare Bidco Ltd (the 'Company'):

- give a true and fair view of the state of the Company's affairs as at 30 April 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the statement of comprehensive income;
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 11.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

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

We are required by ISAs (UK) to report in respect of the following matters where:

- the directors' use of the going concern basis of accounting in 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.

We have nothing to report in respect of these matters.

Other information

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF OCTOPUS CAPITAL HEALTHCARE BIDCO LIMITED (continued)

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 respect of these matters.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, 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.

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. This description forms part of our auditor's report.

Report on other legal and regulatory requirements

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.

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 any material misstatements in the directors' report.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF OCTOPUS CAPITAL HEALTHCARE BIDCO LIMITED (continued)

Matters on which we are required to report by exception

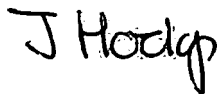
Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

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

We have nothing to report in respect of these matters.

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.



Jessica Hodges ACA (Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
London, UK
14 August 2018

STATEMENT OF COMPREHENSIVE INCOME

For the year ended 30 April 2018

	Note	2018 £	2017 £
TURNOVER	1	69,140	56,411
Administrative expenses		(112)	(870)
OPERATING PROFIT		69,028	55,541
Finance Costs	2	(3,085,548)	(2,877,971)
LOSS BEFORE TAXATION	3	(3,016,520)	(2,822,430)
Tax on loss	4	-	-
LOSS FOR THE FINANCIAL YEAR		(3,016,520)	(2,822,430)

All amounts relate to continuing operations.

The notes on pages 13 to 18 form part of these financial statements.

BALANCE SHEET

At 30 April 2018

	Note	2018 £	2017 £
FIXED ASSETS			
Investments	5	44,078,907	44,078,907
CURRENT ASSETS			
Debtors: amounts due within one year	6	91,785	76,658
Cash at bank		126,924	264,907
		218,709	341,565
CREDITORS: amounts falling due within one year	7	(21,583,641)	(21,471,494)
NET CURRENT LIABILITIES		(21,364,932)	(21,129,929)
TOTAL ASSETS LESS CURRENT LIABILITIES		22,713,975	22,948,978
CREDITORS: amounts falling due after one year	7	(30,635,460)	(27,853,943)
NET LIABILITIES		(7,921,485)	(4,904,965)
CAPITAL AND RESERVES			
Called up share capital	8	522,001	522,001
Profit and loss account		(8,443,486)	(5,426,966)
SHAREHOLDERS' DEFICIT		(7,921,485)	(4,904,965)

The financial statements of Octopus Capital Healthcare Bidco Limited (registered number: 09082095) were approved by the Board of Directors and authorised for issue on 14 August 2018. They were signed on its behalf by:



B T K Davis
Director

The notes on pages 13 to 18 form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY

For the year ended 30 April 2018

	Called-up share capital	Profit and loss account	Total
	£	£	£
At 30 April 2016	522,001	(2,604,536)	(2,082,535)
Loss for the financial year	-	(2,822,430)	(2,822,430)
At 30 April 2017	522,001	(5,426,966)	(4,904,965)
Loss for the financial year	-	(3,016,520)	(3,016,520)
At 30 April 2018	522,001	(8,443,486)	(7,921,485)

The notes on pages 13 to 18 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 April 2018

1. Accounting Policies

Octopus Capital Healthcare Bidco Ltd is a private company limited by shares incorporated in the United Kingdom under the Companies Act 2006 and is registered in England and Wales. The Registered Office and registered number are disclosed on page 2.

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

Basis of accounting and preparation of financial statements

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

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

The Company meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its separate financial statements. The Company is consolidated in the financial statements of its parent, Octopus Capital Limited, which may be obtained from The Secretary, Octopus Capital Limited, 33 Holborn, London, EC1N 2HT. Exemptions have been taken in these separate Company financial statements in relation to presentation of a cash flow statement, remuneration of key management personnel and reconciliation of share capital.

Going concern

During the period ended 30 April 2018, the Company reported a loss before tax of £3,016,520 (2017: £(2,822,430)) and at that date had net liabilities of £7,921,485 (2017: net liabilities £4,904,965). In view of these results, the directors have carefully considered the most appropriate basis for preparing these statutory financial statements. At the date of approving these financial statements, the Company has obtained a letter from Octopus Capital Ltd, confirming that they will continue to support this Company by paying any liability that becomes due for a period of at least twelve months from the date that these financial statements will be signed. Based on the availability of this support, the Board is satisfied that it is appropriate to prepare the financial statements on the basis that the Company is a going concern.

Turnover

Turnover comprises revenue which is recognised to the extent that it is probable that economic benefits will flow to the Company and such revenue can be reliably measured. Revenue represents amounts receivable from providing services in respect of payroll.

Turnover is all generated by one segment, that of a holding Company, and in the UK, hence no segmental or geographical analysis is required. An analysis of the Company's turnover is set out below:

	2018	2017
	£	£
Mark up on payroll services	69,140	56,411

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 April 2018

1. Accounting Policies (continued)

Financial instruments

Financial instruments are classified and accounted for according to the substance of the contractual arrangement, as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. 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 Group after deducting all of its liabilities.

Financial assets and liabilities

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument. Financial assets and liabilities are only offset in the statement of financial position when, and only when there exists a legally enforceable right to set off the recognised amounts and the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Debt instruments which meet the conditions of being 'basic' financial instruments as defined in FRS 102.11.9 are subsequently measured at amortised cost using the effective interest method.

Fixed Asset Investments

Investments in subsidiaries are valued at cost less provision for impairment.

Taxation

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

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

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

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

Deferred tax assets and liabilities are not discounted.

Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 1, the directors are required to make judgements, estimates and assumptions about the carrying amounts 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.

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 April 2018

1. Accounting Policies (continued)**Critical accounting judgements and key sources of estimation uncertainty (continued)**

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 if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The area of critical judgement is the impairment review of investments held at cost less impairment.

2. Finance Costs

	2018	2017
	£	£
Interest payable and similar charges	(3,085,548)	(2,877,971)
	<u>(3,085,548)</u>	<u>(2,877,971)</u>

3. Profit before Taxation**Audit fees**

The statutory audit fee for the Company of £2,500 (2017: £2,328) has been borne by the fellow group company Octopus Healthcare Management Ltd. There were no non-audit fees in the year (2017: £nil).

Directors remuneration

The Company's directors were remunerated by a fellow group company, Octopus Capital Limited, and then recharged to Octopus Healthcare Management Ltd (a fellow subsidiary of Octopus Capital Ltd). No recharge is made to Octopus Capital Healthcare Bidco Ltd given the size of the group and the practicality of making such a charge.

Staff costs

The Company has no employees other than the directors, all employees are employed by the ultimate parent company, Octopus Capital Ltd. Total salary costs for the group can be seen in the financial statements of the parent company Octopus Capital Sub Holdings Ltd."

4. Taxation

The tax (credit)/charge comprises:

	2018	2017
	£	£
Total loss before taxation	(3,016,520)	(2,822,430)
Tax on profit at standard UK corporation tax rate of 19.00% (2017: 20.00%)	(573,139)	(564,486)
Effects of:		
Group Relief surrendered not paid	573,139	564,486
Total tax charge for the year	<u>-</u>	<u>-</u>

The standard rate of tax applied to reported profit is 19.00% (2017: 20.00%). The applicable tax rate has changed following the substantive enactment of the Finance Act 2017.

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 April 2018

5. Fixed Asset investments

	Subsidiary undertakings £
Cost	
At 1 May 2017	44,078,907
At 30 April 2018	<u>44,078,907</u>
Carrying value	
At 30 April 2017	<u>44,078,907</u>
At 30 April 2018	<u>44,078,907</u>

Subsidiary undertakings	Country of incorporation	Share class	Holding	Nature of business	2018 Carrying value (£)
Octopus Healthcare Sub Holdings Ltd	United Kingdom	Ordinary Shares	100%	Healthcare	44,078,907
					<u>44,078,907</u>

The investment in Octopus Healthcare Sub Holdings Ltd is held directly. All other investments are held indirectly.

Subsidiary undertakings	Country of incorporation	Holding	Voting rights held	Nature of business
Octopus Healthcare Adviser Ltd	UK	Ordinary Shares	100%	Fund management
Octopus Healthcare Finance Ltd	UK	Ordinary Shares	100%	Management services
Octopus Healthcare Management Ltd	UK	Ordinary Shares	100%	Management services
Octopus Healthcare Property Ltd	UK	Ordinary Shares	100%	Property development
Octopus Healthcare Development Ltd	UK	Ordinary Shares	100%	Property development
Octopus Healthcare General Partner Ltd	UK	Ordinary Shares	100%	Fund management
Octopus Healthcare Investments I Ltd	UK	Ordinary Shares	100%	Investment company
Octopus Healthcare Investments II Ltd	UK	Ordinary Shares	100%	Investment company
Octopus Healthcare Manage Ltd	UK	Ordinary Shares	100%	Dormant
Octopus Healthcare GP I LLP	UK	Ordinary Shares	100%	General partner
Octopus Healthcare GP II LLP	UK	Ordinary Shares	100%	General partner
Octopus Healthcare Sub Holdings Ltd	UK	Ordinary Shares	100%	Holding company
Abbeygate Winchester Ltd	UK	Ordinary Shares	100%	Property development

All subsidiary undertakings have the same year end of 30 April and registered address of 33 Holborn, London, EC1N 2HT.

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 April 2018

6. Debtors

	2018	2017
	£	£
Amounts falling due within one year:		
Trade debtors	91,385	76,258
Amounts owed by Group undertakings	400	400
	<u>91,785</u>	<u>76,658</u>

Amounts owed by Group undertakings are repayable on demand, unsecured and interest free.

7. Creditors

	2018	2017
	£	£
Amounts falling due within one year:		
Amounts owed by Group undertakings	21,496,608	21,398,868
Trade creditors	87,033	72,626
Other creditors	-	-
	<u>21,583,641</u>	<u>21,471,494</u>

	2018	2017
	£	£
Amounts falling due after one year:		
Amounts owed by Group undertakings	21,822,669	21,822,669
Accrued interest on principal	8,812,791	6,031,274
	<u>30,635,460</u>	<u>27,853,943</u>

£20,348,088 unsecured loan note from Octopus Capital Midco Limited at 10% interest rate repayable in October 2024.

£1,060,381 unsecured loan note from Octopus Capital Midco Limited at 10% interest rate repayable in October 2024.

£414,200 unsecured loan note from Octopus Capital Midco Limited at 10% interest rate repayable in October 2024.

8. Called-Up Share Capital

	2018	2017
	£	£
Allotted, called-up and unpaid		
522,001 ordinary shares of £1.00	<u>522,001</u>	<u>522,001</u>

The Company issued no shares during the period (2017: nil).

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 April 2018

9. Related Party Transactions

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

Some of the wider Octopus Capital Ltd employees who performed management services for the Octopus Healthcare group were remunerated by its ultimate parent company, Octopus Capital Ltd, which were recharged to Octopus Capital Healthcare Bidco Ltd. Total remuneration was £1,382,803.

As at 30 April 2018 the Company had an intercompany loan with Octopus Capital Finco Ltd with a balance of £13,583,333 and there were loan notes from directors totalling £1,474,581.

10. Ultimate Parent Undertaking and Controlling Party

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

11. Subsequent Events

Since 30 April 2018, the directors are not aware of any matters or circumstances that have significantly affected or may significantly affect the Company.