

Registered number: 09892549

Myriad Healthcare Holdings Limited

Annual report and financial statements

For the Year Ended 31 March 2022



Myriad Healthcare Holdings Limited

Company Information

Directors	C J Easteal P B S Keys
Registered number	09892549
Registered office	3 The Courtyards Phoenix Square Wyncolls Road Colchester Essex CO4 9PE
Independent auditor	Deloitte LLP Statutory Auditor 1 Station Square Cambridge CB1 2GA
Bankers	Barclays Bank 1 Churchill Place Canary Wharf London E14 5HP
Solicitors	Dickson Minto Broadgate Tower 20 Primrose Street London EC2A 2EW

Myriad Healthcare Holdings Limited

Contents

	Page
Directors' report	1
Independent auditor's report	3
Statement of comprehensive income	6
Statement of financial position	7
Statement of changes in equity	8
Notes to the financial statements	9

Myriad Healthcare Holdings Limited

Directors' report (continued) For the Year Ended 31 March 2022

The directors present their annual report and the financial statements for the Year ended 31 March 2022.

Principal activity, business review and future developments

The principal activity of the Company up to 31 December 2021 was that of a holding company.

The Company is part of a larger Group headed up by SSCP Pegasus Topco Limited. As part of a project to simplify the Group's structure, with effect from 1 January 2022 the trade and assets of the Company were transferred to Consensus Group Holdings Limited, another member of the Group, at a value equal to the net asset value of £46,947k. See note 7 for further information.

There are no planned future developments for this Company.

Results and dividends

The profit for the year, after taxation, amounted to £Nil (2021: £nil).

Dividends in specie of £46,947k were paid in the year (2021: nil).

Directors

The directors who served during the year and up to the date of this report were:

C J Easteal
P B S Keys (appointed 31 July 2022)
E A Morgan (resigned 31 July 2022)

Directors' responsibilities statement

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;
- 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.

Directors' Qualifying Third Party Indemnity Provisions

The directors of the Company have the benefit of a directors' and officers' insurance policy which were made during the period and is in place at the date of this report covering the Company and its subsidiary companies.

Myriad Healthcare Holdings Limited

**Directors' report (continued)
For the Year Ended 31 March 2022**

Covid 19

The UK government continued with various measures to contain the pandemic; including full lockdown measures, throughout 2021 and into 2022. The Coronavirus pandemic has resulted in significant disruptions in global economic activities, though the impact on the Company has been limited. The Company has been able to maintain normal operations within the guidelines of governmental requirements.

A full description of the Company and Group's response to the effects of the Coronavirus pandemic and its effects on the business and finance of the Company and the Group is to be found in the Report and Accounts of SSCP Pegasus Topco Limited.

Basis other than going concern

The Company is a subsidiary of a larger Group headed up by the Parent, SSCP Pegasus Topco Limited. The Group came into existence on 14 December 2020 on the acquisition, by a subsidiary of the Parent, of various companies. During the financial year the Group has undertaken a simplification process to reduce the number of trading entities in the Group. As part of this simplification process the company transferred its trade, assets and liabilities to a fellow subsidiary company on 1 January 2022 and has ceased trading. As required by UK accounting standards, the directors have prepared the financial statements on the basis that the Company is no longer a going concern. No material adjustments arose as a result of ceasing to apply the going concern basis. All assets and liabilities were transferred to the fellow subsidiary at their carrying amounts. Refer to note 7 for further information.

Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' report is approved has confirmed 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 ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

Auditor

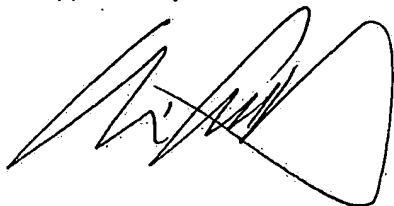
Pursuant to Section 487 of the Companies Act 2006, Deloitte LLP will have been deemed to be reappointed and will therefore continue in office until further notice.

Small companies note

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

This report was approved by the board on 1 August 2022 and signed on its behalf.

C J Eastal
Director



Myriad Healthcare Holdings Limited

Independent auditor's report to the members of Myriad Healthcare Holdings Limited (continued)

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Myriad Healthcare Holdings Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 March 2022 and of its result 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 statement of financial position;
- the statement of changes in equity; and
- the related notes 1 to 7.

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 Financial Reporting Council's (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.

Emphasis of matter – Financial statements prepared other than on a going concern basis

We draw attention to note 1 in the financial statements, which indicates that the financial statements have been prepared on a basis other than that of a going concern. Our opinion is not modified in respect of this matter.

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 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.

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.

Myriad Healthcare Holdings Limited

Independent auditor's report to the members of Myriad Healthcare Holdings Limited (continued)

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 FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

We considered the nature of the company's industry and its control environment, and reviewed the company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management about their own identification and assessment of the risks of irregularities.

We obtained an understanding of the legal and regulatory framework that the company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included UK Companies Act and tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty. These included GDPR.

We discussed among the audit engagement team regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management and legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance

Myriad Healthcare Holdings Limited

Independent auditor's report to the members of Myriad Healthcare Holdings Limited (continued)

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.

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 prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions 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.

Matthew Hall

Matthew Hall FCA (Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
Cambridge
United Kingdom

Date: 1 August 2022

Myriad Healthcare Holdings Limited

**Statement of comprehensive income
For the Year Ended 31 March 2022**

	2022	2021
	£	£
Operating result before taxation	-	-
Tax on result	-	-
Result for the financial year	<u>-</u>	<u>-</u>

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

All activities derive from discontinued operations, please see note 7 for further details

There were no amounts of other comprehensive income in the current or prior period.

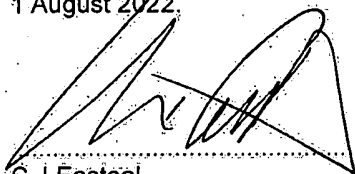
Myriad Healthcare Holdings Limited
Registered number: 09892549

Statement of financial position
As at 31 March 2022

	Note	2022 £	2021 £
Fixed assets			
Investments	3	-	46,947,188
			<u>46,947,188</u>
Current assets			
Debtors		39	-
		<u>39</u>	<u>-</u>
Net assets		<u>39</u>	<u>46,947,188</u>
Capital and reserves			
Called up share capital	4	39	39
Profit and loss account		-	46,947,149
		<u>-</u>	<u>46,947,149</u>
Shareholders' funds		<u>39</u>	<u>46,947,188</u>

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities. The notes on pages 9 to 12 form part of these financial statements.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 1 August 2022.


C J Easteal
Director

Myriad Healthcare Holdings Limited

**Statement of changes in equity
For the Year Ended 31 March 2022**

	Notes	Called up share capital £	Profit and loss account £	Total equity £
At 31 March 2020		39	4,000,000	4,000,039
Result and total comprehensive result for the year		-	-	-
Dividend in specie received		-	46,947,149	46,947,149
Dividend in specie paid		-	(4,000,000)	(4,000,000)
At 31 March 2021		39	46,947,149	46,947,188
Result and total comprehensive result for the year		-	-	-
Dividend in specie paid	6	-	(46,947,149)	(46,947,149)
At 31 March 2022		<u>39</u>	<u>-</u>	<u>39</u>

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

Myriad Healthcare Holdings Limited

Notes to the financial statements For the Year Ended 31 March 2022

1. Accounting policies

1.1 Basis of preparation and general information

Myriad Healthcare Holdings Limited is a private company limited by shares, incorporated in the United Kingdom under the Companies Act 2006 and registered in England and Wales. The address of the registered office is given on the Company information page. The nature of the Company's operations and its principal activities are set out in the directors' report.

The financial statements have been prepared under the historical cost convention and in accordance with the provisions of FRS 102 Section 1A small entities issued by the Financial Reporting Council.

There are no employees employed by the Company (2021 - nil).

No directors have received remuneration in respect of their services to the Company (2021 - £nil). The Company does not have any employment contracts with directors.

The functional currency of Myriad Healthcare Holdings Limited is considered to be pounds sterling because that is the currency of the primary economic environment in which the Company operates.

Myriad Healthcare Holdings Limited 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 financial statements. Exemptions have been taken in relation to presentation of a cash flow statement, remuneration of key management personnel and related party transactions.

1.2 Basis other than going concern

The Company is a subsidiary of a larger Group headed up by the Parent, SSCP Pegasus Topco Limited. The Group came into existence on 14 December 2020 on the acquisition, by a subsidiary of the Parent, of various companies. During the financial year the Group has undertaken a simplification process to reduce the number of trading entities in the Group. As part of this simplification process the company transferred its trade, assets and liabilities to a fellow subsidiary company on 1 January 2022 and has ceased trading. As required by UK accounting standards, the directors have prepared the financial statements on the basis that the Company is no longer a going concern. No material adjustments arose as a result of ceasing to apply the going concern basis. All assets and liabilities were transferred to the fellow subsidiary at their carrying amounts. Refer to note 7 for further information.

**Notes to the financial statements (continued)
For the Year Ended 31 March 2022**

1. Accounting policies (continued)

1.3 Taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Statement of Comprehensive Income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Statement of financial position date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

1.4 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment. Impairment loss is recognised when a difference arises between the asset's carrying amount and the best estimate of the recoverable value. The recoverable amount is the higher of its fair value less costs to sell and its value in use.

Investments in unlisted company shares, whose market value can be reliably determined, are remeasured to market value at each statement of financial position date. Gains and losses on remeasurement are recognised in the Statement of comprehensive income for the period. Where market value cannot be reliably determined, such investments are stated at historic cost less impairment.

1.5 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

1.6 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

Myriad Healthcare Holdings Limited

Notes to the financial statements For the Year Ended 31 March 2022

2. Auditor's remuneration

Remuneration of the auditor for audit services of the financial statements to the Company for the year ended 31 March 2022 of £5,000 (2021: £8,000) was borne by Consensus Support Services Limited, another Group company.

3. Fixed asset investments

Cost	Note	£
At 1 April 2021		46,947,188
Transfer	7	(46,947,188)
At 31 March 2022		

The investment in Consensus Holdco Limited was transferred to Consensus Group Holdings Limited as part of the group simplification procedure.

4. Share capital and reserves

	2022 £	2021 £
Allotted, called up and fully paid		
10 (2021: 10) A1 Ordinary shares of £0.05 each	-	-
10 (2021: 10) A2 Ordinary shares of £0.05 each	1	1
180 (2021: 180) B1 Ordinary shares of £0.05 each	9	9
180 (2021: 180) B2 Ordinary shares of £0.05 each	9	9
15 (2021: 15) C1 Ordinary shares of £0.50 each	7	7
15 (2021: 15) C2 Ordinary shares of £0.50 each	7	7
5 (2021: 5) D1 Ordinary shares of £0.50 each	3	3
5 (2021: 5) D2 Ordinary shares of £0.50 each	3	3
	<u>39</u>	<u>39</u>

The entity is a private company and is limited by shares.

Only the holders of B, B1 and B2 Ordinary Shares and C, C1, C2 Ordinary shares are entitled to receive notice of, attend, speak and vote at general meetings of the Company. Each B, B1 and B2 shareholder shall have one vote per B, B2, B2 Ordinary share held by him. Each C, C1, C2 shareholder shall have in aggregate such number of votes as represents 5 per cent of the votes which may be cast in respect of the Ordinary shares, irrespective of how many C, C1, C2 Ordinary shares they hold provided the aggregate maximum percentage of votes that may be cast by the C, C1, C2 Shareholders shall not exceed 10 per cent and where such 10 per cent limit would be exceeded, the votes held by each C, C1, C2 Shareholder shall be scaled back pro rata. The A, A1, A2 Ordinary shares and the D, D1, D2 Ordinary shares have no right to receive notice, attend, speak and vote at the general meetings of the Company and where such circumstances apply to the Legacy Business Shares, they shall have such rights to receive notice of, attend, speak and vote at such class meeting and general meetings of the Company.

The Company's other reserves comprise: The profit and loss reserve represents cumulative profits or losses (net of dividends paid and other adjustments).

Myriad Healthcare Holdings Limited

Notes to the financial statements For the Year Ended 31 March 2022

5. Related party transactions

As a wholly owned subsidiary of SSCP Pegasus Topco Limited at 31 March 2021, the Company is exempt from the requirements to disclose transactions with other members of the Group on the grounds that consolidated accounts are publicly available from Companies House.

6. Ultimate parent undertaking and controlling party

The Company's immediate parent company is Consensus Group Holdings Limited by virtue of its 100% shareholding. SSCP Pegasus Topco Limited heads the smallest and largest group to consolidate these financial statements and is registered in England and Wales.

As at 31 March 2022, the intermediate parent undertaking is SSCP Pegasus Topco Limited, a company incorporated in England and Wales. The largest and smallest Group in which the results of the Company are consolidated are that headed by SSCP Pegasus Topco Limited. The Group financial statements can be obtained from the registered office of SSCP Pegasus Topco Limited being 3 The Courtyards, Phoenix Square, Wyncolls Road, Colchester, Essex CO4 9PE.

In the opinion of the Directors, SSCP Concord Holdings SCA, a company incorporated in Luxembourg, is deemed to be the ultimate parent undertaking. The directors consider funds managed by Stirling Square Capital Partners Jersey AIFM Limited to be the ultimate controlling parties.

7. Asset Transfer

With effect from 1st January 2022 the trade and assets of Myriad Healthcare Holdings Limited were transferred to Consensus Group Holdings Limited at a value equal to the net asset value of £46,947,188. The assets and liabilities are broken down as follows.

	£
Investments in Subsidiaries	46,947,188
Dividend in Specie	(46,947,149)
Balance c/f	<hr/> 39