

**Registered number: 10178262**

**MEDINET BIDCO LIMITED**

**ANNUAL REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 30 SEPTEMBER 2022**



## **MEDINET BIDCO LIMITED**

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## **MEDINET BIDCO LIMITED**

### **COMPANY INFORMATION**

**Directors**

T J Flanagan  
A W Frith  
C Carney  
A Chetwood

**Registered number**

10178262

**Registered office**

Arthur House  
Mere Green Road  
Second Floor  
Sutton Coldfield  
West Midlands  
B75 5BL

**Independent auditors**

PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
One Kingsway  
Cardiff  
CF10 3PW

## **MEDINET BIDCO LIMITED**

### **STRATEGIC REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2022**

The directors present the Strategic Report of Medinet Bidco Limited (the "Company") for the year ended 30 September 2022.

#### **Business review**

Since incorporation the Company has acted as a holding company in the Medinet group of companies. On 25 May 2016 the Company acquired the share capital of Medinet Clinical Services Limited, a provider of medical care services.


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

As the Company is a holding company there are not considered to be any principal risks and uncertainties which require management.

#### **Key performance indicators**

As the Company is a holding company the directors believe that analysis using key performance indicators is not necessary or appropriate for an understanding of the development, performance or position of the business.

This report was approved by the board and signed on its behalf by:



**A W Frith**  
Director

Date: 26th May 2023

## **MEDINET BIDCO LIMITED**

### **DIRECTORS' REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2022**

The directors present their annual report and the audited financial statements of Medinet Bidco Limited (the "Company") for the year ended 30 September 2022.

#### **Principal activities**

The principal activity of the Company is that of a holding company

#### **Results and dividends**

The loss for the financial year amounted to £2,434,000 (2021: loss of £2,983,000).

The directors do not recommend the payment of a dividend (2021: £Nil).

#### **Directors**

The directors who served during the year and up to the date of signing the financial statements, unless otherwise stated, were:

R Barzi (resigned 9 May 2023)  
C T O'Grady (resigned 9 May 2023)  
M Sodi (resigned 9 May 2023)  
D A Rose (resigned 29 June 2022)  
C J Lewis (resigned 20 June 2022)  
T J Flanagan (appointed 10 January 2022)  
A W Frith (appointed 20 June 2022)  
C Carney (appointed 9 May 2023)  
A Chetwood (appointed 9 May 2023)

#### **Qualifying third party indemnity provisions**

As permitted by the Articles of Association, the directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the financial year and is currently in force. The Company also purchased and maintained throughout the financial year Directors' and Officers' liability insurance in respect of itself and its directors.

#### **Future developments**

The Company is expected to remain a holding company for the foreseeable future.

#### **Financial risk management**

As the Company is a holding company there are not considered to be any financial risks which require management.

#### **Going concern**

The Company is part of the Medinet Topco Group, management has performed an assessment of the entity's ability to continue as a going concern based on the board approved forecast of the Group for the 12 months following the date of signing the financial statements. The Group normally meets its day-to-day working capital requirements using cash reserves and existing bank facilities. On 9 May 2023, the Group was acquired by Fremman Capital and moved its banking facility to a new lender. The financial covenants contained within the banking arrangements have been tested against the financial forecasts, which indicate significant headroom on the covenants. These models provide the directors confidence that the Group does not need to seek any additional funding over the next twelve months, as its forecasts indicate it has sufficient levels of liquidity to realise its assets and discharge its liabilities for at least the next twelve months. On this basis, the directors have prepared the financial statements on a going concern basis.

## **MEDINET BIDCO LIMITED**

### **DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2022**

#### **Directors' responsibilities statement**

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

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 to 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**

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 auditors are 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 auditors are aware of that information.

#### **Subsequent events**

Subsequent to the Balance Sheet date, on 9 May 2023, Fremman Capital acquired Medinet Topco Limited, the holding company of the Group in which the Company is a member and new banking facilities were put in place. From 9 May 2023, Fremja Topco Limited is the ultimate parent company.

#### **Independent auditors**

Under section 487(2) of the Companies Act 2006, PricewaterhouseCoopers LLP will be deemed to have been reappointed as auditors 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the financial statements with the registrar, whichever is earlier.

This report was approved by the board and signed on its behalf by:



**A W Frith**  
Director

Date: 26th May 2023

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MEDINET BIDCO LIMITED**

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

### **Opinion**

In our opinion, Medinet Bidco Limited's financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 September 2022 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, including 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 Statement (the "Annual Report"), which comprise: the Balance Sheet as at 30 September 2022; the Statement of Comprehensive Income 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**

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.

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.

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

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

### **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 our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MEDINET BIDCO LIMITED (CONTINUED)**

*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 30 September 2022 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 Directors' responsibilities statement, 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.

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.

Based on our understanding of the Company and industry, we identified that the principal risks of non-compliance with laws and regulations related to UK taxation legislation and the Companies Act 2006, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries to improve the reported results. Audit procedures performed by the engagement team included:

- Inquiries of management in respect of any known or suspected instances of non compliance with laws and regulations and fraud;
- Reading board minutes for evidence of breaches of laws and regulations and reading relevant correspondence;
- Identifying and testing journal entries, in particular journal entries posted with unexpected account combinations; and
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

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.



## **MEDINET BIDCO LIMITED**

### **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MEDINET BIDCO LIMITED (CONTINUED)**

#### *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 obtained 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.



Jason Clarke (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Cardiff  
Date: 26 May 2023

**MEDINET BIDCO LIMITED**

**STATEMENT OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

	<b>Note</b>	<b>2022 £000</b>	<b>2021 £000</b>
Administrative expenses		<b>(20)</b>	<b>(85)</b>
Exceptional administrative expenses	<b>6</b>	<b>(480)</b>	<b>-</b>
<b>Operating loss</b>		<b>(500)</b>	<b>(85)</b>
Interest payable and similar expenses	<b>7</b>	<b>(1,934)</b>	<b>(2,899)</b>
<b>Loss before taxation</b>		<b>(2,434)</b>	<b>(2,984)</b>
Tax on loss	<b>8</b>	<b>-</b>	<b>1</b>
<b>Loss for the financial year</b>		<b>(2,434)</b>	<b>(2,983)</b>

The notes on pages 11 to 19 form part of these financial statements.

**MEDINET BIDCO LIMITED**  
**REGISTERED NUMBER: 10178262**

**BALANCE SHEET**  
**AS AT 30 SEPTEMBER 2022**

	<b>Note</b>	<b>2022 £000</b>	<b>2021 £000</b>
<b>Fixed assets</b>			
Investments	9	57,665	57,665
Creditors: amounts falling due within one year	10	(37,303)	(45,123)
<b>Total assets less current liabilities</b>		<b>20,362</b>	<b>12,542</b>
Creditors: amounts falling due after more than one year	11	(18,590)	(8,336)
<b>Net assets</b>		<b>1,772</b>	<b>4,206</b>
<b>Capital and reserves</b>			
Called up share capital	12	20,744	20,744
Profit and loss account	13	(18,972)	(16,538)
<b>Total shareholders' funds</b>		<b>1,772</b>	<b>4,206</b>

The financial statements on pages 8 to 19 were approved by the Board of Directors and signed on its behalf by:



**A W Frith**  
 Director

Date: 26th May 2023

The notes on pages 11 to 19 form part of these financial statements.

**MEDINET BIDCO LIMITED**

**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

	<b>Called up share capital £000</b>	<b>Profit and loss account £000</b>	<b>Total shareholders' funds £000</b>
At 1 October 2020	20,744	(13,555)	7,189
<b>Comprehensive expense for the financial year</b>			
Loss for the financial year	-	(2,983)	(2,983)
<b>Total comprehensive expense for the financial year</b>	-	(2,983)	(2,983)
At 30 September 2021 and 1 October 2021	20,744	(16,538)	4,206
<b>Comprehensive expense for the financial year</b>			
Loss for the financial year	-	(2,434)	(2,434)
<b>Total comprehensive expense for the financial year</b>	-	(2,434)	(2,434)
<b>At 30 September 2022</b>	<b>20,744</b>	<b>(18,972)</b>	<b>1,772</b>

The notes on pages 11 to 19 form part of these financial statements.

## **MEDINET BIDCO LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2022**

#### **1. General information**

Medinet Bidco Limited (the "Company") is a private company limited by shares and is incorporated in England and Wales. The address of its registered office is Arthur House, Mere Green Road, Second Floor, Sutton Coldfield, West Midlands, B75 5BL.

The principal activity of the Company is that of a holding company.

#### **2. Accounting policies**

##### **2.1 Basis of preparation of financial statements**

The financial statements have been prepared on a going concern basis, under the historical cost convention and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies (see note 3).

The Company's presentational and functional currency is GBP.

The following principal accounting policies have been applied consistently throughout the year:

##### **2.2 Financial reporting standard 102 - reduced disclosure exemptions**

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 4 Statement of Financial Position paragraph 4.12(a)(iv);
- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Medinet Midco I Limited as at 30 September 2022 and these financial statements may be obtained from Arthur House, Mere Green Road, Four Oaks, Sutton Coldfield, B75 5BL.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

**2. Accounting policies (continued)**

**2.3 Going concern**

The Company is part of the Medinet Topco Group, management has performed an assessment of the entity's ability to continue as a going concern based on the board approved forecast of the Group for the 12 months following the date of signing the financial statements. The Group normally meets its day-to-day working capital requirements using cash reserves and existing bank facilities. On 9 May 2023, the Group was acquired by Fremman Capital and moved its banking facility to a new lender. The financial covenants contained within the banking arrangements have been tested against the financial forecasts, which indicate significant headroom on the covenants. These models provide the directors confidence that the Group does not need to seek any additional funding over the next twelve months, as its forecasts indicate it has sufficient levels of liquidity to realise its assets and discharge its liabilities for at least the next twelve months. On this basis, the directors have prepared the financial statements on a going concern basis.

**2.4 Consolidation exemption**

The Company is a wholly owned subsidiary of Medinet Midco I Limited and is included in the consolidated financial statements of Medinet Midco I Limited which are publicly available. Consequently, the Company has taken advantage of the exemption from preparing consolidated financial statements under the terms of section 400 of the Companies Act 2006.

**2.5 Investments**

Investments in subsidiaries are measured at cost less accumulated impairment.

**2.6 Financial instruments**

The Company applies section 11 and 12 of FRS 102 in respect of recognition and measurement of 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.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or in case of an out-right short-term loan that is not at market rate, the financial asset or liability is measured, initially at the present value of future cash flows discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost, unless it qualifies as a loan from a director in the case of a small company, or a public benefit entity concessionary loan.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of Comprehensive Income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

**2. Accounting policies (continued)**

**2.6 Financial instruments (continued)**

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet when there is an 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.

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in Statement of Comprehensive Income in finance costs or income as appropriate. The Company does not currently apply hedge accounting for interest rate and foreign exchange derivatives.

**2.7 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.

**2.8 Finance costs**

Finance costs are charged to Statement of Comprehensive Income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

**2.9 Borrowing costs**

All borrowing costs are recognised in Statement of Comprehensive Income in the year in which they are incurred.

**2.10 Provisions**

Provisions are made where an event has taken place that gives the Company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to Statement of Comprehensive Income in the year that the Company becomes aware of the obligation, and are measured at the best estimate at the Balance Sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Balance Sheet.

## MEDINET BIDCO LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2022

#### 2. Accounting policies (continued)

##### 2.11 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in 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 Balance Sheet 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 Balance Sheet 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 Balance Sheet date.

##### 2.12 Exceptional items

Exceptional items are transactions that fall within the ordinary activities of the Company but are presented separately due to their size or incidence.

#### 3. Judgements in applying accounting policies and key sources of estimation uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The directors consider that there are no significant judgments or key sources of estimation uncertainty in the preparation of these financial statements.

#### 4. Auditors' remuneration

	2022 £000	2021 £000
Fees payable to the Company's auditors for the audit of the Company's annual financial statements	5	3



# MEDINET BIDCO LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2022

### 5. Employees

The Company has no employees other than the directors, who did not receive any remuneration (2021: £Nil).

### 6. Exceptional administrative expenses

	2022 £000	2021 £000
Settlement costs related to a legal claim	480	-

### 7. Interest payable and similar expenses

	2022 £000	2021 £000
Bank interest payable	891	1,471
Loans from parent undertakings	924	983
Bank fees and similar charges	3	39
Amortisation of debt issue costs	116	402
Losses on derivative financial instruments	-	4
	<u>1,934</u>	<u>2,899</u>

### 8. Tax on loss

	2022 £000	2021 £000
<b>Current tax</b>		
Current tax on losses for the financial year	-	-
<b>Total current tax</b>	<u>-</u>	<u>-</u>
<b>Deferred tax</b>		
Origination and reversal of timing differences	-	(1)
<b>Total deferred tax</b>	<u>-</u>	<u>(1)</u>
<b>Total tax</b>	<u>-</u>	<u>(1)</u>

**MEDINET BIDCO LIMITED****NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022****8. Tax on loss (continued)****Factors affecting tax credit for the financial year**

The tax assessed for the year is higher than (2021: higher than) the standard rate of corporation tax in the UK of 19.00% (2021: 19.00%). The differences are explained below:

	<b>2022 £000</b>	<b>2021 £000</b>
Loss before taxation	<b>(2,434)</b>	<b>(2,984)</b>
Loss before taxation multiplied by standard rate of corporation tax in the UK of 19.00% (2021: 19.00%)	<b>(462)</b>	<b>(567)</b>
<b>Effects of:</b>		
Expense not deductible for tax purposes	<b>91</b>	<b>-</b>
Transfer pricing adjustments	<b>(557)</b>	<b>(401)</b>
Group relief not paid for	<b>938</b>	<b>881</b>
Deferred tax not provided	<b>(10)</b>	<b>86</b>
<b>Total tax credit for the financial year</b>	<b>-</b>	<b>(1)</b>

**Factors that may affect future tax charges**

Changes to the UK corporation tax rates were substantively enacted as part of Finance Act 2021 (published on 24 May 2021, with royal assent received on 10 June 2021). This confirmed an increase to the corporation tax rate to 25% with effect from 1 April 2023. Deferred taxes at the Balance Sheet date have been calculated based on the corporation tax rate of 25% that is enacted at the reporting date.

## MEDINET BIDCO LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2022

#### 9. Investments

#### Investments in subsidiary companies £000

##### Cost and net book value

At 1 October 2021

57,665

At 30 September 2022

57,665

##### Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Registered office	Principal activity	Class of shares	Holding
Medinet Clinical Services Limited	Arthur House Mere Green Road, Second Floor, Sutton Coldfield, West Midlands, England, B75 5BL	Provision of medical care services	Ordinary	100%
Medinet Scotland Limited*	93 George Street, Edinburgh, Scotland, EH2 3ES	Dormant company	Ordinary	100%

\*Shares are held indirectly

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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

	<b>2022 £000</b>	<b>2021 £000</b>
Trade creditors	-	12
Current liabilities of long-term loan	<b>1,563</b>	18,968
Interest accrued	<b>3</b>	105
Amounts owed to group undertakings	<b>29,850</b>	21,079
Amounts owed to parent company	<b>5,876</b>	4,952
Accruals and deferred income	<b>11</b>	7
	<b>37,303</b>	<b>45,123</b>

**Secured loans**

On 8 February 2022, the Company re-financed its loan facilities and the two loans that existed at the prior year-end date were repaid in full. As detailed below, two new loans were taken out on that same date.

Facility A £7,160,000 (2021: £Nil): This loan accrues interest at SONIA + 4% and is repayable in installments up to its termination on 8 February 2027.

Facility B £5,161,941 (2021: £Nil): This loan accrues interest at SONIA + 5% and is repayable in installments up to its termination on 8 February 2027. In addition to the interest payable facility B will bear capitalised interest at 5% which will be paid in full on termination.

The loans are stated net of loan arrangement fees of £117,081.

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

	<b>2022 £000</b>	<b>2021 £000</b>
Bank loans and overdrafts	<b>10,251</b>	-
Amounts owed to group undertakings	<b>8,339</b>	8,336
	<b>18,590</b>	<b>8,336</b>

Interest is charged at 11% pa and amounts owed to parent undertakings are due after more than one year.

The loans are stated net of loan arrangement fees of £390,270.

## MEDINET BIDCO LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2022

#### 12. Called up share capital

	2022 £000	2021 £000
<b>Shares classified as equity</b>		
<b>Allotted, called up and fully paid</b>		
20,743,788 (2021: 20,743,788) Ordinary shares of £1 (2021: £1) each	<u>20,744</u>	<u>20,744</u>

Each share has full rights in the Company with respect to voting, dividends and distribution.

#### 13. Profit and loss account

The profit and loss account represents the accumulated profits, losses and distributions of the Company.

#### 14. Subsequent events

Subsequent to the Balance Sheet date, on 9 May 2023, Fremman Capital acquired Medinet Topco Limited, the holding company of the Group in which the Company is a member and new banking facilities were put in place. From 9 May 2023, Fremja Topco Limited is the ultimate parent company.

#### 15. Ultimate parent company and controlling party

The immediate parent of the Company is Medinet Midco II Limited, a company incorporated in England and Wales and a fellow subsidiary of Medinet Midco I Limited. Medinet Midco I Limited is the parent of both the smallest and the largest group to consolidate these financial statements. Consolidated financial statements for Medinet Midco I Limited are available from Arthur House, Mere Green Road, Four Oaks, Sutton Coldfield, B75 5BL.

The ultimate parent company is Medinet Topco Limited, a company incorporated in Guernsey. From 9 May 2023, the ultimate parent is Fremja Topco Limited (also refer to note 14).

The ultimate controlling party is considered to be the members of Fremman Capital LP by virtue of their controlling shareholding in Medinet Topco Limited.