

Company Registration No. 10476781

Simplyhealth Guidance Limited

Annual Report and Financial Statements

31 December 2019

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Simplyhealth Guidance Limited

ANNUAL REPORT AND FINANCIAL STATEMENTS 2019

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Simplyhealth Guidance Limited

COMPANY INFORMATION

DIRECTORS

R Abdin
D J Beaven

REGISTERED OFFICE

Hambleden House
Waterloo Court
Andover
Hampshire
SP10 1LQ

BANKERS

National Westminster Bank plc
9 Bridge Street
Andover
Hampshire
SP10 1BD

SOLICITORS

Addleshaw Goddard
Sovereign House
PO Box 8
Sovereign Street
Leeds
LS1 1HQ

INDEPENDENT AUDITOR

Grant Thornton UK LLP
30 Finsbury Square
London
EC2A 1AG

Simplyhealth Guidance Limited

DIRECTORS' REPORT

The directors present this report together with the Financial Statements and Auditor's Report for the year ended 31 December 2019.

DIRECTORS

The directors who served during the period and up to the date of approval of these financial statements were:

R Abdin
D J Beaven
R Sankaran (resigned 7 January 2019)

PRINCIPAL ACTIVITY

The Company is a member of the Simplyhealth Group of companies and its principal activity is the development and provision of non-insurance services. These services complement insured solutions provided in support of the Group's overarching purpose of improving access to healthcare.

BASIS OF PREPARATION

In preparing this report, the directors have taken advantage of the small companies' exemption in Part 15 of the Companies Act 2006 and have also considered the requirements of Section 172 of the Companies Act 2006 where the Company is below the threshold for reporting.

DIVIDEND

The Company has paid no interim or final dividends in either the current or previous year.

DIRECTORS INDEMNITIES

During the period and at the time the Directors' Report was approved the Company's Directors were the beneficiaries of qualifying indemnity provisions in respect of proceedings brought by third parties (subject to the conditions set out in section 234 of the Companies Act 2006) provided by Simplyhealth Group Limited ('SHG'), the ultimate parent undertaking.

DISCLOSURE OF INFORMATION TO THE INDEPENDENT AUDITOR

Each of the persons who are Directors of the Company at the date when this report was approved confirms that:

- So far as the Director is aware, there is no relevant audit information (as defined in the Companies Act 2006) of which the Company's auditor is unaware; and
- The Director has taken all the steps that he or she ought to have taken as a Director to make himself or herself aware of any relevant audit information (as defined) 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.

INDEPENDENT AUDITOR

Grant Thornton UK LLP has expressed its willingness to continue in office as the Company's auditors.

On behalf of the Board

Debbie Beaven

Debbie Beaven, Director
2 September 2020

Hambleden House
Waterloo Court
Andover
Hampshire
SP10 1LQ

Simplyhealth Guidance Limited

DIRECTORS' RESPONSIBILITY STATEMENT

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

Company law requires the Directors to prepare financial statements for each 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. 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 that disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF SIMPLYHEALTH GUIDANCE LIMITED

Opinion

We have audited the financial statements of **Simplyhealth Guidance Limited** (the 'company') for the year ended **31 December 2019**, which comprise the statement of comprehensive income, the statement of financial position, the statement of changes in equity and notes to the financial statements, including a summary of significant accounting policies. 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). In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at **31 December 2019** and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the 'Auditor's responsibilities for the audit of the financial statements' section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

The impact of macro-economic uncertainties on our audit

Our audit of the financial statements requires us to obtain an understanding of all relevant uncertainties, including those arising as a consequence of the effects of macro-economic uncertainties such as Covid-19 and Brexit. All audits assess and challenge the reasonableness of estimates made by the directors and the related disclosures and the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment and the company's future prospects and performance.

Covid-19 and Brexit are amongst the most significant economic events currently faced by the UK, and at the date of this report their effects are subject to unprecedented levels of uncertainty, with the full range of possible outcomes and their impacts unknown. We applied a standardised firm-wide approach in response to these uncertainties when assessing the company's future prospects and performance. However, no audit should be expected to predict the unknowable factors or all possible future implications for a company associated with these particular events.

Conclusions relating to going concern

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

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

In our evaluation of the directors' conclusions, we considered the risks associated with the company's business model, including effects arising from macro-economic uncertainties such as Covid-19 and Brexit, and analysed how those risks might affect the company's financial resources or ability to continue operations over the period of at least twelve months from the date when the financial statements are authorised for issue. In accordance with the above, we have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF SIMPLYHEALTH GUIDANCE LIMITED (continued)

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.

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 this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matter on which we are required to report under the Companies Act 2006

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

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

Responsibilities of directors for the financial statements

As explained more fully in the directors' responsibilities statement set out on page 3, 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF SIMPLYHEALTH GUIDANCE LIMITED (continued)

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.

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.

Paul Flatley

Paul Flatley
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
London
2 September 2020

Simplyhealth Guidance Limited**STATEMENT OF COMPREHENSIVE INCOME**
Year ended 31 December 2019

	Note	Year ended 31 December 2019 £	Year Ended 31 December 2018 £
Turnover		443	-
Administrative expenses	3, 4	3,592	(187,706)
Profit/(loss) on ordinary activities before taxation		4,035	(187,706)
Tax (charge)/credit on profit/(loss) on ordinary activities	5	(2,192)	20,858
Profit/(loss) for the financial period		1,843	(166,848)

The Company has no recognised items of other comprehensive income other than those included above, and therefore no separate statement of other comprehensive income has been presented.

The notes on pages 10 to 14 form an integral part of these financial statements.

Simplyhealth Guidance Limited
Company No: 10476781

STATEMENT OF FINANCIAL POSITION
As at 31 December 2019

	Note	31 December 2019 £	31 December 2018 £
Current assets			
Debtors	6	9	26,349
Cash at bank and in hand		62,973	48,969
		62,982	75,318
Creditors			
Amounts falling due within one year	7	(767)	(14,946)
Net assets		62,215	60,372
Capital and reserves			
Called up share capital	9	1,250,001	1,250,001
Profit and loss account		(1,187,786)	(1,189,629)
Shareholder's funds		62,215	60,372

The notes on pages 10 to 14 form an integral part of these financial statements.

These financial statements were approved by the Board and authorised for issue on 2 September 2020.

Signed on behalf of the Board

Debbie Beaven

Debbie Beaven, Director

Simplyhealth Guidance Limited**STATEMENT OF CHANGES IN EQUITY**
Year ended 31 December 2019

	Called-up share capital £	Profit and loss account £	Total £
At 1 January 2018	1,250,001	(1,022,781)	227,220
Total comprehensive loss for the period	-	(166,848)	(166,848)
At 31 December 2018	1,250,001	(1,189,629)	60,372
At 1 January 2019	1,250,001	(1,189,629)	60,372
Total comprehensive income for the year	-	1,843	1,843
At 31 December 2019	1,250,001	(1,187,786)	62,215

The notes on pages 10 to 14 form an integral part of these financial statements.

Simplyhealth Guidance Limited

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2019

1. CORPORATE INFORMATION

The Company is limited by shares and incorporated in the United Kingdom, registration number 10476781. The address of the registered office is detailed on page 1. The nature of the Company's operations and its principal activities are set out in the Directors' Report.

2. ACCOUNTING POLICIES

The principal accounting policies are summarised below.

Basis of accounting

The financial statements have been prepared under the historical cost convention, modified to include certain items at fair value, and in accordance with FRS 102 and the Companies Act 2006.

The functional currency of the Company 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 relation to presentation of a cash flow statement and related notes, financial instrument disclosures (including categories of financial instruments, items of income, expense, gains or losses relating to financial instruments and exposure to and management of financial risks) and remuneration of key management personnel in its financial statements.

Going Concern

The Directors have considered in detail the Company's forecast performance, as well as its capital and liquidity resources. On this basis the Directors have a reasonable expectation that the Company has sufficient capital and liquidity facilities to ensure that it will continue in operational existence for the foreseeable future. Accordingly the Directors have adopted the going concern basis in preparing these financial statements.

Turnover

Turnover consists of amounts receivable for the provision of non-insurance services by the Company, and is recognised when the services are provided. All amounts exclude value added tax.

Turnover has been generated wholly from the UK.

Taxation

The Company is liable to taxation on its profit or loss on ordinary activities. Current tax is provided at amounts expected to be paid or recovered using the tax rate and laws that have been enacted or substantively enacted by the reporting date.

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

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the statement of financial position date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at that date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be sufficient taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing difference. Deferred tax assets and liabilities are not discounted.

Simplyhealth Guidance Limited

NOTES TO THE FINANCIAL STATEMENTS (continued)

Period ended 31 December 2019

2. ACCOUNTING POLICIES (continued)

Financial assets and liabilities

Financial assets and liabilities, including debtors and creditors receivable or payable within one year with no stated interest rate, are stated at their recoverable amount.

Cash at bank and in hand

Cash at bank and in hand consists of cash balances and deposits held at call with banks with less than 90 days maturity from date of deposit.

3. AUDITOR'S REMUNERATION

The Company's audit fee of £2,000 (2018: £9,300) was borne by another group company.

4. STAFF COSTS

	Year ended 31 December 2019 £	Period ended 31 December 2018 £
Staff costs comprise the following:		
Wages and salaries	-	37,511
Social security costs	-	7,571
Other pension costs	-	4,639
	<u>-</u>	<u>49,721</u>

There were no outstanding pension contributions as at 31 December 2019 (2018: *£nil*).

All employees were employed under contracts for service with Simplyhealth People Limited ('SHP'), a fellow subsidiary company in the Simplyhealth Group. The information disclosed above relates to payroll costs recharged by SHP for employees engaged in activities on behalf of the Company.

The average number of employees during the year was as follows:

	Year ended 31 December 2019 No	Period ended 31 December 2018 No
Finance and other administration services	-	1

Directors' remuneration

All Directors are employed by and receive emoluments from SHP.

R Abdin is a Director of SHG. The directors' emoluments, which relate to their services to the Simplyhealth Group as a whole, are disclosed in the financial statements of SHG.

All Directors performed no qualifying services to the Company during the year as their services as directors are incidental to their other duties within the Simplyhealth Group.

Simplyhealth Guidance Limited

NOTES TO THE FINANCIAL STATEMENTS (continued)

Period ended 31 December 2019

5. TAX ON PROFIT/(LOSS) ON ORDINARY ACTIVITIES

Analysis of the tax charge/(credit)

The tax charge/(credit) on ordinary activities for the year was as follows:

	Year Ended 31 December 2019 £	Period Ended 31 December 2018 £
Current tax		
United Kingdom corporation taxation at 19% (2018: 19%)	767	(26,349)
Adjustment in respect of previous period	1,425	(203,994)
Total current tax	2,192	(230,343)
Deferred tax		
Current year deferred tax	-	-
Adjustment in respect of previous period	-	180,149
De-recognition of asset	-	29,336
Total deferred tax	-	209,485
Tax on ordinary activities	2,192	(20,858)

The corporation tax charge for the period is higher (2018: credit is lower) than the standard rate of corporation tax in the UK of 19% (2018: 19%) on the accounting profit. The differences are explained below:

	Year Ended 31 December 2019 £	Period Ended 31 December 2018 £
Profit/(loss) on ordinary activities before taxation	4,035	(187,706)
Tax charge/(credit) on loss at UK rate of 19% (2018: 19%)	767	(35,665)
Effects of:		
Deferred tax asset not recognised	-	37,671
Current tax adjustment in respect of previous period	1,425	(203,994)
Deferred tax adjustment in respect of previous period	-	180,149
Tax rate changes	-	981
Tax on profit/(loss) on ordinary activities	2,192	(20,858)

Simplyhealth Guidance Limited

NOTES TO THE FINANCIAL STATEMENTS (continued)

Period ended 31 December 2019

6. DEBTORS

	31 December 2019 £	31 December 2018 £
Amounts due from group undertakings	9	-
Group relief receivable from group undertakings	-	26,349
	<u>9</u>	<u>26,349</u>

7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31 December 2019 £	31 December 2018 £
Amounts due to group undertakings	-	9,196
Group relief payable to group undertakings	767	-
Accruals and deferred income	-	5,750
	<u>767</u>	<u>14,946</u>

8. DEFERRED TAXATION

The Company has not recognised £37,671 (2018: £37,671) of deferred tax assets relating to tax losses brought forward. These deferred tax assets have not been recognised because their recovery is not considered sufficiently certain whilst the Company develops its non-insurance trade offerings.

9. CALLED UP SHARE CAPITAL

The allotted, called up and fully paid share capital of the Company is:

	31 December 2019 £	31 December 2018 £
Issued		
1,250,001 Ordinary shares of £1 each	<u>1,250,001</u>	<u>1,250,001</u>

The Company has one class of ordinary shares which carries no right to fixed income.

Simplyhealth Guidance Limited

NOTES TO THE FINANCIAL STATEMENTS (continued)

Period ended 31 December 2019

10. RELATED PARTY TRANSACTIONS

The Company has taken advantage of the exemption in FRS 102 not to disclose details of transactions with:

- SHG and its subsidiary undertakings, 100% of whose voting rights are controlled within the group, that are included in the consolidated financial statements of SHG, and
- Key management personnel.

There were no other related party transactions during the period.

11. ULTIMATE PARENT AND CONTROLLING PARTY

The Company's ultimate parent company is Simplyhealth Group Limited, a company registered in the United Kingdom and limited by guarantee.

Simplyhealth Group Limited is the parent of the largest and smallest group for which consolidated accounts are prepared of which the Company is a member. The financial statements of this company can be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.