

Registered number: 10492029

**Elysium Healthcare LC Limited**

**Directors' report and financial statements**

**For the year ended 31 December 2017**



## **Elysium Healthcare LC Limited**

### **Company Information**

<b>Directors</b>	Joy Chamberlain Quazi Haque Mark Robson
<b>Company secretary</b>	Sarah Livingston
<b>Registered number</b>	10492029
<b>Registered office</b>	2 Imperial Place Maxwell Road Borehamwood Hertfordshire WD6 1JN United Kingdom
<b>Auditors</b>	Deloitte LLP Statutory Auditor 2 New Street Square London EC4A 3BZ United Kingdom

# **Elysium Healthcare LC Limited**

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**Elysium Healthcare LC Limited**  
**Directors' report**  
**For the year ended 31 December 2017**

**Directors**

The Directors who served during the year were as follows:

Joy Chamberlain  
Quazi Haque  
Mark Robson (Appointed 7 August 2017)

**Directors' indemnities**

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

**Disclosure of information to auditors**

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

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

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

Deloitte LLP has expressed their willingness to continue in office as auditors and appropriate arrangements have been put in place for them to be deemed reappointed as auditors in the absence of an Annual General Meeting.

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

This report was approved by the board on  
by:

4 May

2018 and signed on its behalf



**Sarah Livingston**  
Company secretary

**Elysium Healthcare LC Limited**

**Directors' responsibilities statement  
For the year ended 31 December 2017**

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 "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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

## **Elysium Healthcare LC Limited**

### **Independent auditors' report to the members of Elysium Healthcare LC Limited**

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

##### **Opinion**

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2017 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Elysium Healthcare LC Limited (the 'Company') which comprise:

- the profit and loss account;
- the balance sheet;
- the statement of changes in equity and
- the related notes 1 to 10.

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

##### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs(UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

##### **Conclusions relating to going concern**

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

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

We have nothing to report in respect of these matters.

##### **Other information**

The directors are responsible for the other information. The other information comprises the information included in the Directors' 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 respect of these matters.

## **Elysium Healthcare LC Limited**

### **Independent auditors' report to the members of Elysium Healthcare LC Limited (continued)**

#### **Responsibilities of directors**

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

#### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://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.

#### **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.

## Elysium Healthcare LC Limited

### Independent auditors' report to the members of Elysium Healthcare LC Limited (continued)

#### Matters on which we are required to report by exception

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

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



Emma Cox, BA ACA (Senior statutory auditor)  
for and on behalf of Deloitte LLP  
Statutory Auditor  
2 New Street Square  
London  
EC4A 3BZ  
United Kingdom

8 May 2018



**Elysium Healthcare LC Limited**  
**Profit and loss account**  
**For the year ended 31 December 2017**

		2017	Period ended 31 December 2016
	Note	£'000	£'000
Administrative expenses		(78)	-
<b>Operating loss</b>		(78)	-
Interest receivable	2	3,345	166
Interest payable and similar expenses	3	(3,345)	(166)
<b>Loss before taxation</b>	4	(78)	-
Tax on loss		-	-
<b>Loss for the year</b>		(78)	-

There were no recognised gains and losses for 2017 or 2016 other than those included in the Profit and loss account.

The notes on pages 9 to 13 form part of these financial statements.

**Elysium Healthcare LC Limited**

**Registered number: 10492029**

**Balance sheet  
As at 31 December 2017**

		2017 £'000	Period ended 31 December 2016 restated £'000
	Note		
<b>Non-current assets</b>			
Debtors	5	3,345	121,827
<b>Current assets</b>			
Debtors	5	134,173	260,747
Creditors amounts falling due within one year	6	(98)	(4,747)
<b>Net current assets</b>		134,075	256,000
<b>Total assets less current liabilities</b>		137,420	377,827
Creditors: amounts falling due after more than one year	7	(3,345)	(121,827)
<b>Net assets</b>		134,075	256,000
<b>Capital and reserves</b>			
Called up share capital		-	-
Share premium		131,000	256,000
Profit and loss account		3,075	-
<b>Shareholders' funds</b>		134,075	256,000

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

The financial statements of Elysium Healthcare LC Limited (registered number: 10492029) were approved by the board of directors and authorised for issue on 4 May 2018 and signed on its behalf by:



**WHM Robson**  
Director

The notes on pages 9 to 13 form part of these financial statements.

**Elysium Healthcare LC Limited**

**Statement of changes in equity  
For the year ended 31 December 2017**

	Called up share capital	Share premium	Profit and loss account	Total shareholders' funds
	£'000	£'000	£'000	£'000
Shares issued in the period	256,000	-	-	256,000
Reclassification of share capital to share premium	(256,000)	256,000	-	-
At 31 December 2016 restated	<u>-</u>	<u>256,000</u>	<u>-</u>	<u>256,000</u>
Loss for the year	-	-	(78)	(78)
Share capital reduction	-	(125,000)	125,000	-
Dividends declared	-	-	(121,847)	(121,847)
As at 31 December 2017	<u><u>-</u></u>	<u><u>131,000</u></u>	<u><u>3,075</u></u>	<u><u>134,075</u></u>

## **Elysium Healthcare LC Limited**

### **Notes to the financial statements For the year ended 31 December 2017**

#### **1. Accounting Policies**

##### **General information and basis of accounting**

Elysium Healthcare LC Limited (the 'Company') is a private company limited by shares incorporated in the United Kingdom under the Companies Act 2006 and is registered in England and Wales. The address of the Company's registered office is: 2 Imperial Place, Maxwell Road, Borehamwood, Hertfordshire, WD6 1JN.

##### **Accounting policies**

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

##### **Basis of preparation**

The financial statements have been prepared under the historical cost convention, as modified by the recognition of certain financial assets and liabilities measured at fair value, and in accordance with Section 1A of Financial Reporting Standard 102 (FRS 102) 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' issued by the Financial Reporting Council. 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. All amounts in these financial statements are presented in thousands of pounds Sterling (£'000), unless otherwise stated.

The Company has elected to early adopt the Triennial amendments in the current period. As a consequence of early adopting the Triennial amendments, there is no material impact to the financial statements.

##### **Going concern**

The Group has considerable financial resources together with long-term contracts with a number of customers and suppliers across different geographical areas. As a consequence, the Directors believe that the Group is well placed to manage its business risks successfully despite the current uncertain economic outlook.

The Group meets its day to day working capital requirements through cash generated from operations and its borrowing facilities. The Group's forecasts and projections, taking account of reasonable possible changes in trading performance, show that the Group is able to operate within the level of its current facilities.

It is expected that the Company will receive financial support, including a letter of support from the intermediate parent company Elysium Healthcare Holdings 1 Limited

After making enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the Directors' report and financial statements.

##### **Impairment of assets**

Assets, other than those measured at fair value, are assessed for indicators of impairment at each balance sheet date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss.

For financial assets carried at amortised cost, the amount of impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

Where indicators exist for a decrease in impairment loss, and the decrease can be related objectively to an event occurring after the impairment was recognised, the prior impairment loss is

**Elysium Healthcare LC Limited**  
**Notes to the financial statements**  
**For the year ended 31 December 2017**

**1. Accounting Policies (continued)**

tested to determine reversal. An impairment loss is reversed on an individual impaired financial asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

**Taxation**

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

A provision is recognised for those matters for which the tax determination is uncertain but it is considered probable that there will be a future outflow of funds to a tax authority. The provisions are measured at the best estimate of the amount expected to become payable. The assessment is based on specialist independent tax advice.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet 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 the balance sheet 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 suitable 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 balance sheet date that are expected to apply to the reversal of the timing difference. In other cases, the measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

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 tax assets and liabilities are offset only if: a) the Company has a legally enforceable right to set off current tax assets against current tax liabilities; and b) the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

**Critical accounting judgements and key sources of estimation uncertainty**

In preparing the financial statements, the Directors are required to make significant judgements and estimates concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results and could result in a change to the estimates in the next or future financial years. The Directors have concluded that there are no critical accounting estimates and judgements.

**Elysium Healthcare LC Limited**  
**Notes to the financial statements**  
**For the year ended 31 December 2017**

**2. Interest income**

	2017 £'000	Period ended 31 December 2016 £'000
Interest receivable on loan notes	3,345	166
	<u>3,345</u>	<u>166</u>

**3. Interest payable and similar expenses**

	2017 £'000	Period ended 31 December 2016 £'000
Interest payable on loan notes	3,345	166
	<u>3,345</u>	<u>166</u>

**4. Loss before taxation**

Loss before taxation is stated after charging:

	2017 £'000	Period ended 31 December 2016 £'000
Fees payable to the Company's auditor for the audit of the Company's annual financial statements	4	8
	<u>4</u>	<u>8</u>

**Elysium Healthcare LC Limited**  
**Notes to the financial statements**  
**For the year ended 31 December 2017**

**5. Debtors**

	2017 £'000	Period ended 31 December 2016 £'000
Amounts owed by group undertakings	134,173	260,747
	<u>134,173</u>	<u>260,747</u>
Amounts falling due after more than one year:		
Amounts owed by group undertakings	3,345	121,827
	<u>3,345</u>	<u>121,827</u>

Amounts owed by group undertakings within one year are unsecured, interest free and repayable on demand.

In the prior year, the amounts owed by group undertakings falling due after more than one year comprised loan notes issued to Elysium Healthcare Holdings 3 Limited which were unsecured and due in December 2031. Interest was receivable at LIBOR + 5.25% per annum, accruing on a day to day basis and if unpaid, capitalised on the last day of each financial year.

On 31 May 2017, the Directors approved the decision to enter an arrangement whereby the principal on the loan notes owed by Elysium Healthcare Holdings 3 Limited would be transferred by way of declaring a dividend to Elysium Healthcare Holdings 3 Limited of £121,847,953.

The interest accrued during the year totaled £3,344,750 (2016: £166,000) and is due in December 2031.

**6. Creditors: Amounts falling within one year**

	2017 £'000	Period ended 31 December 2016 restated £'000
Other creditors	-	-
Amounts owed to group undertakings	98	4,747
	<u>98</u>	<u>4,747</u>

The amounts owed to group undertakings within one year are unsecured, interest free and repayable on demand.

**Elysium Healthcare LC Limited**  
**Notes to the financial statements**  
**For the year ended 31 December 2017**

**7. Creditors: Amounts falling due after more than one year**

	2017 £'000	Period ended 31 December 2016 £'000
Amounts owed to group companies	3,345	121,827
	<u>3,345</u>	<u>121,827</u>

In the prior year, the amounts owed to group undertakings falling due after more than one year comprised loan notes to the following related companies:

Company	Principal
Elysium Healthcare Limited	£32,937,799
Elysium Healthcare No. 2 Limited	£72,750,231
Elysium Healthcare No. 3 Limited	£557,399
Elysium Healthcare Property 1 Limited	£2,403,400
Elysium Healthcare Property 3 Limited	£6,518,587
Elysium Healthcare Property 4 Limited	£2,405,866
Elysium Healthcare Property 5 Limited	£4,253,471

The loan notes were unsecured and due in December 2031. Interest was payable at LIBOR + 5.25% per annum, accruing on a day to day basis and if unpaid, capitalised on the last day of each financial year.

On 31 May 2017, the Directors approved the decision to enter an arrangement whereby the principal on the loan notes owed by Elysium Healthcare LC Limited would be transferred by way of setting off against the loan notes owed to the related companies stated above.

The interest accrued during the year totalled £3,344,750 (2016: £166,000) and is due in December 2031.

**8. Prior period restatement**

During the prior period, the following prior period adjustments were made:

- (i) Share premium on ordinary shares was incorrectly included in share capital. Therefore, a prior year adjustment has been made to reduce the share capital and increase the share premium by £255,999,998.
- (ii) Other creditors incorrectly included amounts owed to group undertakings. Therefore, a prior year adjustment has been made to reclassify £4,747,123 to amounts owed to group undertakings.



## **Elysium Healthcare LC Limited**

### **Notes to the financial statements For the year ended 31 December 2017**

#### **9. Subsequent events**

There were no adjusting or non-adjusting events occurring between the end of the reporting period and the date these financial statements were approved.

#### **10. Controlling party**

The immediate parent undertaking is Elysium Healthcare Holdings 3 Limited.

The ultimate parent undertaking is P Health S.A.R.L., a company incorporated in Luxembourg which is controlled by funds advised by BC Partners LLP. The Directors consider there is no ultimate controlling related party.

At the year end the largest group in which the results of the Company are consolidated is that headed by Elysium Healthcare Holdings 1 Limited, incorporated in England and Wales. The smallest group in which the results of the Company are consolidated is that headed by Elysium Healthcare Holdings 2 Limited, incorporated in England and Wales. The address of the registered office of Elysium Healthcare Holdings 1 Limited and Elysium Healthcare Holdings 2 Limited is: 2 Imperial Place, Maxwell Road, Borehamwood, Hertfordshire, WD6 1JN, where the consolidated financial statements of the Elysium Healthcare Holdings 1 Limited group and the Elysium Healthcare Holdings 2 Limited group may be obtained.