

Registered number: 08405422

THE OASIS HEALTHCARE GROUP LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022

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THE OASIS HEALTHCARE GROUP LIMITED

COMPANY INFORMATION

Directors	M L Allan (appointed 12 September 2022) S Moynihan (appointed 5 July 2022) C A Richardson (resigned 4 March 2022) G Pueyo Roberts (resigned 31 July 2022) J S H Wright
Company secretary	Bupa Secretaries Limited
Registered number	08405422
Registered office	Bupa Dental Care Vantage Office Park Old Gloucester Road, Hambrook Bristol BS16 1GW
Independent auditors	PricewaterhouseCoopers LLP Chartered Accountants 2 Glass Wharf Bristol BS2 0FR

THE OASIS HEALTHCARE GROUP LIMITED

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THE OASIS HEALTHCARE GROUP LIMITED

GROUP STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

The Directors present the Group Strategic Report of The Oasis Healthcare Group Limited (the "Group") for the year ended 31 December 2022.

Business review

The results for the year show an operating loss of £373,704,000 (2021 - loss £48,399,000) and a loss for the financial year of £345,003,000 (2021 - loss £57,722,000).

The Group incurred significant losses in 2022, as a result of recognising £291,402,000 of asset impairments across goodwill, intangibles and tangible assets, as well as accounting for an onerous lease provision of £33,421,000, resulting in a one-off total expense of £324,823,000. The impairments were the result of macroeconomic factors, as well as ongoing challenges in workforce availability. During 2022, inflation rose sharply resulting in higher central bank interest rates, leading to increased cost of capital which reduces the valuation of Dental practices for impairment testing. Furthermore, there were operational challenges, in particular below target recruitment, as well as increasing wage and energy costs, resulting in lower projected cash flows.

The Board considers that EBITDAE provides the most meaningful basis for assessing the underlying performance of the Group, albeit that these terms are not defined by United Kingdom Generally Accepted Accounting Practice and therefore may not be directly comparable with other companies' adjusted profit measures. EBITDAE has decreased by 91% from a profit of £18,901,000 for the year ended 31 December 2021 to a profit of £1,753,000 for the year ended 31 December 2022.

The Group's underlying performance deteriorated in 2022 due to sector-wide pressures, including an ongoing shortage of dentists, particularly for NHS work, increased staff costs and inflationary rises in energy costs.

As a result of the difficult trading conditions, including sector wide challenges in dentist and clinician recruitment, a difficult NHS contract model and a turbulent wider economic outlook, a strategic review took place in 2023 to assess the current performance and future potential of each practice.

On 28 March 2023, the Group announced plans to close, merge or sell 85 practices in total. Whilst this was a difficult decision to make, there is confidence that this decision will allow the Group to tackle the challenges at hand and flourish as the market leading dental provider in the UK and Ireland.

In terms of highlights, the Group added over 12,000 new customers to our new digital subscription product, the Bupa Smile Plan, in the year. There was also the implementation of a new practice management system, Dentally, in which this will provide greater continuity in systems used across the dental practices in the Group and also better centralised control.

During the year, the Group closed five dental practices, decreasing the number of practices from 486 at 31 December 2021 to 481 at 31 December 2022.

Principal risks and uncertainties

The management of the business and the execution of the Group's strategy are subject to a number of risks and uncertainties. The key business risks and uncertainties affecting the Group are set out below. Risks are formally reviewed by the Board and appropriate processes are put in place to monitor and mitigate them.

Competition

During the period, the Group decreased its national footprint across the UK, decreasing the number of practices from 486 at 31 December 2021 to 481 at 31 December 2022. Given the fragmented nature of the market, with a high volume of small and geographically limited providers, the corporate exposure to competition is mitigated through the development and embedding of a strong national brand identity, national presence and clinical compliance framework.

GROUP STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022

Principal risks and uncertainties (continued)

Human resources

The Group's ability to recruit and retain clinicians and practice staff is key to the future growth of the business. The Group has established a broad range of structures and processes to maximise attraction and retention, from developing links with Dental schools through to forging an overseas hiring model and employed dentist offering, ensuring the Group is well positioned to both motivate, incentivise and offer flexibility to the workforce.

Clinical standards

The Group is committed to delivering safe and effective high quality dental care in line with evidence-based and contemporary treatment protocols in accordance with our wider objectives of helping patients live longer, happier and healthier lives. Robust integrated systems have been implemented to define, communicate, embed, deliver and assure the expected clinical standards and regulatory requirements from all relevant statutory bodies and professional organisations.

These systems include peer-reviewed Policies and SOPs (Standard Operating Procedures) that define the *expected operational procedures and standards that are to be met and a programme of assurance to confirm they have been met*. This linked set of documentation has been created and is regularly reviewed by the Head of Clinical Policy, Head of Clinical Governance and Quality, Head of Clinical Operations, and Dental Clinical Director, together with the Policy and Process Forum and is approved by the Dental Executive Team.

Clinical Governance outcomes are assessed by the Clinical Governance and Assurance Leads against the regulatory requirements, evidence-based practice and professional standards. We are about to integrate governance and assurance into a comprehensive and integrated dental specific Clinical Governance Framework, which will enable a greater understanding of standards and the risk impact if not met, empower practice teams to demonstrate evidence, provide a reliable inbuilt assurance capability, provide an inbuilt clinical audit capability and reduce the administrative burden for practice teams.

Clinical Risks and Incidents are managed via Datix, engagement with which has steadily increased in the past twelve months demonstrating continuous improvement in the positive reporting culture. Together with the focus on supporting practice teams to identify lessons from incidents and complaints and with the steps to be taken to ensure that they are learned and shared, this is driving the patient centred, safe and effective culture within the Dental Group.

Regular Clinical Governance and Risk meetings are attended by all key stakeholders in the Dental Group, including at regional levels, which has generated greater ownership and understanding across the business thereby enabling timely identification and effective management of risk.

IT and finance systems

Reliable and robust IT and financial systems and processes that enable practices and central services to operate effectively and efficiently are of paramount importance. An infrastructure investment programme is in place to ensure that network, practice and financial IT hardware and software are upgraded and replaced on an ongoing basis. Risk of failure in IT systems is mitigated by a dedicated IT team, appropriate external IT service and hosting providers and a disaster recovery programme. Appropriate external finance support, as well as an experienced and qualified finance team, is in place to manage the systems, processes and controls to support business needs and pay dentists, suppliers and employees accurately and on a timely basis.

Businesses continue to be targeted by cyber-attacks, which brings with it significant financial and reputational risk due to a failure to appropriately secure information (including personal information). The Group has a detailed programme of activities to appropriately mitigate this risk and we are continuing to invest in actions to enhance security as we further digitise customer experience.

THE OASIS HEALTHCARE GROUP LIMITED

GROUP STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022

Financial key performance indicators

The performance of the business is monitored at various levels from Group level down through region, area and practice level to individual dentists. Management accounts are produced and reviewed on a monthly basis. The key financial measures the Directors consider as important are turnover, gross margin and EBITDAE. The Directors also monitor the split of income between private and NHS.

	2022	2021
Turnover (£000)	494,239	499,482
Turnover by type of activity (£000)		
Provision of NHS dental services	143,576	173,474
Provision of private dental services	350,663	326,008
Gross margin (%)	46	45
EBITDAE (£000)	1,753	18,901
EBITDAE margin (%)	-	4

Non-GAAP EBITDAE

	2022	2021
	£000	£000
Loss on ordinary activities before taxation	(373,790)	(50,456)
Adjustments for:		
Exceptional administrative expenses	37,931	1,690
Interest payable and similar expenses	86	2,060
Interest receivable and similar income	-	(3)
Amortisation and impairment of goodwill and intangible assets	275,526	46,869
Depreciation and impairment of tangible fixed assets	62,000	18,741
EBITDAE	1,753	18,901

THE OASIS HEALTHCARE GROUP LIMITED

GROUP STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

Other key performance indicators

The Board has continued to monitor business performance using the following key non-financial performance indicators:

	2022	2021
Total practices	481	486
Total active patients *	2,402,503	2,287,098
CQC compliance (%) **	100	100
Clinician numbers	2,967	2,918
Private revenue per trading day (£)	1,181,087	1,045,554
UDA delivery per day	11,577	9,923

* Active patients are defined as patients who have visited a practice within the last 24 months.

** Due to the coronavirus pandemic, CQC inspections were suspended for a part of 2021 and only reconvened in April 2021, as such the CQC compliance for the prior period is shown for the period April 2021 to December 2021 only. For 2022, the full 12 months CQC compliance is shown.

Directors' statement of compliance with duty to promote the success of the Group

Section 172 Statement

Promoting our long-term success and sustainability

This statement sets out how the Board has acted in a way that promotes the success of the Company in achieving its purpose of helping people live longer, healthier, happier lives and making a better world. When making decisions, the Board takes into account:

- the likely long-term impact of the decision
- the interests or concerns of, and impact on, our key stakeholders
- the impact of our decisions and operations on the communities in which we operate and the environment
- the need to maintain a reputation for high standards of business conduct

Engaging with our key stakeholders

We consider the Bupa Group, our customers, people, suppliers and regulators to be our key stakeholder groups, and their views and concerns are taken into account in developing our business model and strategy.

The Board endeavours to gain an understanding of the perceptions and attitudes of each stakeholder group and the weight they give to different issues. Where the views of different stakeholder groups do not align, the Board must decide on the best course of action to promote the Company's and Bupa's long-term sustainability and success. It is important for all levels of the business to engage with stakeholder groups to gain a better understanding of their interests and concerns and the impact our decisions have on them.

THE OASIS HEALTHCARE GROUP LIMITED

GROUP STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

Section 172 Statement (continued)

More detail on how we engage with our key stakeholder groups or where to find more information is set out below.

Customers

Our ambition is to become the most trusted provider of dental care and our ambition KPIs all relate to our customers, putting them at the heart of everything we do and making them our most important stakeholder group. We are committed to providing excellent customer experience, through great service and value, frictionless access and quality dental care.

In 2022, we focused on three priorities:

1. Enhancing our customer feedback programme (our NPS system), so we can hear more from our customers
2. Driving improvements in our customers' experience
3. Creating a truly customer-obsessed culture.

Direct customer feedback is an important tool to help us improve their experience and our leaders are encouraged to use our Customer Listening app to gain insights on the issues that customers raise and to provide feedback on how customer experiences could be improved.

The Board has received regular updates during 2022 on the progress against key customer metrics, such as NPS scores, complaints and customer research to drive customer experience improvements.

People

Our people are at the heart of our business, supporting our customers every day. We want our people to feel engaged and empowered to deliver great outcomes for our customers, to feel that Bupa is a great place to work and to be healthier and happier themselves. People priorities are set on the issues important to our people. This includes our focus on driving engagement, which is owned locally right down to the individual leader level. Our employee engagement results are shared and discussed twice a year. People issues are flowed up to the Board through regular updates from the General Manager, and as part of updates to the Board from the clinical and risk & governance teams. In 2022, these covered workforce challenges, recruitment, onboarding, retention and actions taken in support of these areas. In addition, the Board also receives reports on issues raised through Bupa's Speak Up internal confidential whistleblowing service.

Regulators

Bupa's Dental Practices are regulated by care quality regulators in each operating jurisdiction as well as other relevant regulators. Regulators ultimately aim to make sure we have the risk management framework necessary to protect customers and ensure that they receive high levels of care and are treated fairly. These objectives clearly align with our strategy and customer-centric ambition.

Our regulators expect us to:

- provide high-quality, clinically robust services
- ensure we operate in a responsible and sustainable way
- have robust and effective processes and controls in place to mitigate risks to protect our customers.

We are firmly committed to achieving high standards of compliance with our regulatory obligations. Increased levels of regulation and liaison between regulators, are a continuing international trend. Therefore, we take a proactive and coordinated approach to managing the regulatory risks to which we are exposed in order to reduce the risk of our customers suffering detriment and minimising any financial or reputational impact on Bupa. We have an open and honest relationship with the care quality regulators and self-report incidents, work with the care quality regulators to ensure we meet regulatory requirements and act quickly to address any issues or concerns raised.

GROUP STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022

Section 172 Statement (continued)

Suppliers

Our suppliers represent our brand and are critical to delivering a high-quality service to our customers. They include dental associates and other dental care professionals and suppliers of products and consumables to our dental practices. We are committed to:

- treating our suppliers fairly
- paying suppliers on time (as per contracted terms)
- selecting suppliers without prejudice
- supporting improvements in social, environmental and ethical practices
- using research, collaboration and innovation to accelerate sustainable dental care solutions
- maintaining a supply chain that reflects and aligns with our own standards of responsible business conduct
- actively encouraging innovation.

We work with our suppliers to ensure that they have effective controls in place to protect our customers' health and safety and the security and privacy of their data.

Our sustainability agenda includes a workstream on responsible business conduct with a key focus on responsible supply chain management, including combating modern slavery. Our latest modern slavery statement can be found on [bupa.com](https://www.bupa.com).

Communities and environment

Sustainability is reflected in the 'making a better world' part of Bupa's purpose. This demonstrates the broader role we expect to play, not only in the health of our customers and our people, but also for the health of our planet. Our approach to sustainability is focused on the intersection of human health and the health of the planet. We help to build healthier and more resilient communities and aim to have a positive impact on the environment. We have a dedicated Foundation in the UK to channel some of our investment.

Energy use and emissions data

The Company is exempt from reporting company specific information as it is a subsidiary of Bupa and consolidated reporting is included in the Annual Report and Accounts of that company. Bupa has set science-based targets for CO2 reduction and committed to reducing emissions to reach net zero by 2040 with a milestone to have cut direct emissions (scopes 1-2) by 40% by 2025.

High standards of business conduct

The Company has a robust system of governance and risk management in place and operates a 'three lines' model to identify, manage and mitigate risk, to ensure that we maintain high standards of business conduct. Bupa aims, where appropriate, to operate to the same governance standards as are required of UK public listed companies. This includes applying the UK Corporate Governance Code 2018 (the Code) to set high corporate governance standards for the Bupa group of companies.

These include governance processes around decision-making; risk appetite statements; risk policies and standards that are applied on areas including customer outcomes, people, capital management, supplier management, risk, clinical governance, data quality, information security, privacy and wellbeing, health and safety.

All papers submitted to the Board are required to include a summary of key risks, how relevant stakeholders have been considered in the proposals and the governance process undertaken prior to seeking Board approval to ensure that stakeholder interests or concerns have been considered and that proposals have been through appropriate review and approval processes prior to submission to the Board. This assists the Board in making well-informed decisions that promote the long-term, sustainable success of the business.

THE OASIS HEALTHCARE GROUP LIMITED

GROUP STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

Section 172 Statement (continued)

Board decisions and their impact on stakeholders

The table below sets out a number of decisions taken by the Board during the year and how stakeholder views were taken into account.

Stakeholder view	Board Decision
People Our people are the driving force behind our business and we need to take care of them so that they can enjoy longer, healthier, happier lives. We have seen increasing pressure on the capacity and resilience of our workforce from the COVID-19 pandemic, cost of living crisis and the level of change that we are asking them to undertake to achieve our strategy.	 The Board regularly receives updates on issues relating to Bupa Dental Care's people. We have recognised the impact of the rising cost of living, particularly on our frontline people, by taking action on pay to help ease the cost of living and by launching healthcare benefits for employees. Long-term impact The Board believes that the investment in healthcare benefits for its employees will make a real difference to the long-term health of our people and differentiates Bupa from competitors, giving us an advantage in attracting and retaining employees.
Customers Our customers are looking alternative ways to access and fund dental care. They expect an easy customer journey with funding and payment options to enable access.	 During the year, the Board received updates on customer metrics and feedback on our services. In response, we launched the Bupa Smile Plan which is a pay-monthly subscription product, allowing our customers to have a seamless customer journey between funding and provision. Long-term impact A regular subscription plan allows customers to spread the cost of dental care and encourages preventative dental care over the longer-term.
Customer, People and Suppliers We aim to offer frictionless ways to connect our customers with our services. Enabling digitisation of the customer journey allows quicker access our dental services through online booking and automates processes for our people and suppliers (including clinicians).	 The Board received regular updates during the year on the implementation of the Dentally practice management system as well as enhancements to business intelligence and alignment of operating procedures. Long-term impact Investing in digitisation will help the Company meet changing customer, people and supplier expectations to interact with us more digitally and make processes more efficient, in turn helping us to provide affordable services.

This report was approved by the board on 15 May 2023 and signed on its behalf.



J S H Wright
Director

THE OASIS HEALTHCARE GROUP LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

The Directors present their report and the audited consolidated financial statements for the year ended 31 December 2022.

Principal activity

The principal activity of the Company is that of a holding company. The principal activity of the Group is the operation of dental practices and provision of dental services in UK and ROI.

The underlying results of the Group deteriorated in 2022 due to issues with clinician capacity, with below target recruitment, ongoing shortage of NHS dentists, as well as inflationary rises in costs such as higher energy costs and higher staff costs. Significant asset impairments were recognised across goodwill, intangibles and tangible assets during the year, and a substantial onerous lease provision was recognised, which in total resulted in a £324,823,000 expense. These impairments were the result of macroeconomic factors, as well as ongoing challenges in workforce availability. During 2022, global inflation rose sharply resulting in higher central bank interest rates, leading to increased cost of capital which reduces the valuation of business units for impairment testing.

The Group are confident of delivering stronger performance, with new leadership in place, a strategic review is underway to drive the turnaround and growth of this business, with greater focus on improving clinical hours, growing the new digital subscription product, the Bupa Smile Plan, and further utilising the new practice management system, Dentally, in which we will have better centralised control.

Results and dividends

The loss for the year, after taxation, amounted to £345,003,000 (2021 - loss £57,722,000).

The Directors do not recommend the payment of a final dividend and no dividends have been paid during the year (2021 - £nil).

Directors

The Directors who served during the year were:

M L Allan (appointed 12 September 2022)
S Moynihan (appointed 5 July 2022)
C A Richardson (resigned 4 March 2022)
G Pueyo Roberts (resigned 31 July 2022)
J S H Wright

Future developments

As a result of the difficult trading conditions, including sector wide challenges in dentist and clinician recruitment, a difficult NHS contract model and a turbulent wider economic outlook, a strategic review took place in 2023 to assess the current performance and future potential of each practice.

On 28 March 2023, the Group announced plans to close, merge or sell 85 practices in total. Whilst this was a difficult decision to make, there is confidence that this decision will allow the Group to tackle the challenges at hand and flourish as the market leading dental provider in the UK and Ireland.

Engagement with employees

Culture and our people

The Board is responsible for ensuring that our culture is aligned with our purpose, values and strategy at all levels of the organisation. In order to do our best for our customers, we need to take care of our people, and this will lead to strong and sustainable performance to enable us to deliver our purpose.

Our culture is shaped by our values and the Bupa Code which sets out what we expect from our people to help them live our values and achieve our purpose.

THE OASIS HEALTHCARE GROUP LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

Engagement with employees (continued)

Culture and our people (continued)

In addition, we have a number of leadership imperatives, endorsed by the Bupa Board, encompassing a set of competencies specific to customers, people, performance and purpose. These competencies help our senior leaders to deliver performance through putting customers at the heart of everything we do and helping our people be at their best. All employees are required to complete mandatory training on the Bupa Code and other areas including information security and privacy, risk management, conflicts of interest and financial crime.

The Board monitors culture in a number of ways including direct workforce engagement and regular people-related reporting including:

- measuring our people's engagement level and how they embody Bupa's values through our People Pulse survey tool and considering recommendations to management in response to the survey results
- receiving reports on the level and nature of customer complaints
- Leadership development, talent and succession, inclusion and diversity, and employee wellbeing.

Engaging our people

We believe that our people engagement mechanisms and channels, as enhanced during the year, provide an effective means of engaging with our people. Our engagement methods are described in more detail below.

Listening

We listen to our people and promote a positive, flexible working environment and an inclusive and diverse culture so everyone can be their authentic selves at work. Our People Pulse survey tool provides sophisticated insights and benchmarking with other companies, so we can learn and listen to what is of interest or concern to our people and act, where appropriate, on what our people are telling us.

We have an interactive employee engagement platform which enables open discussion for all of our people, including front line staff without an email address. The employee engagement platform has further enhanced our ability to engage with employees, with Executive Directors and senior management regularly posting content about initiatives or successes and can interact with our people. Examples include asking staff to give 'shout outs' to colleagues that they see living our values and going above and beyond what is expected of them, to senior executives sharing their stories on topics such as mental wellbeing and resilience. Employee forums are also still in place for areas such as training and development, IT and security and for local office issues.

Inclusion and diversity

Our approach to diversity and our philosophy is based on inclusion for all. Be You At Bupa, our employee network in the UK raises awareness and understanding of all areas of diversity and inclusion with groups focusing on topics including gender, ethnicity, LGBTQ+, mental wellbeing, ability, faith and working families. The recruitment, training, career development and promotion of all employees is based on the skills, knowledge and experience of the individual and takes no account of age, disability, race, beliefs, gender, sexual orientation or other characteristics. Should employees become disabled during employment, every effort is made to continue their employment and, if necessary, appropriate training is provided.

Having a diverse workforce and an inclusive, accessible working environment, brings fresh views to the table and reflects the customers we serve and communities within which we operate. Our sustainability and ESG agenda strategy aims to promote diversity and inclusion during 2022 by further embedding a culture that gives our people the freedom to be their whole selves at work, empower diverse and high performing teams and ensure that our people practices and policies support our people.

Disabled employees

All practical arrangements are made to accommodate disabled persons into employment. Those who become disabled whilst in the Group's employment are retrained and/or transferred to alternative jobs as appropriate. All employees are eligible for appropriate training, career development and promotion opportunities and disabled people are not treated any differently in this respect.

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

Directors' responsibilities statement

The Directors are responsible for preparing the Strategic Report, the Directors' Report and the Group and parent company audited consolidated financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare audited consolidated financial statements for each financial year. Under that law they have elected to prepare the group and parent company financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), 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 Group and parent company and of the Group's profit or loss of the Group for that period.

In preparing each of the Group and parent company 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;
- prepare the audited consolidated financial statements on the going concern basis unless they either intend to liquidate the Group or the parent company or to cease operations, or have no realistic alternative but to do so.

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 the Group and to enable them to ensure that the audited consolidated financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Financial risk management

The Group's operations expose it to a variety of financial risks that include credit risk, liquidity risk and interest rate cash flow risk. Given the size of the Group, the Directors have not delegated the responsibility of monitoring financial risk management to a sub-committee of the Board. The policies set by the Board of Directors are implemented by the Group's finance department.

Credit risk

The Group has implemented policies that require non-NHS funded balances to be settled upon the treatment occurring. Our credit risk primarily relates to the NHS and is therefore considered to be low.

Liquidity risk

The Group maintains cash balances and short-term debt finance that is designed to ensure the Group has sufficient available funds for operations and planned expansions and acquisitions.

Interest rate cash flow risk

The Group has both interest bearing assets and interest bearing liabilities. Interest bearing assets include cash balances which earn interest at a floating rate. The Directors will revisit the appropriateness of this policy should the Group's operations change in size or nature.

THE OASIS HEALTHCARE GROUP LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022**

Qualifying third party indemnity provisions

Bupa has a directors' and officers' insurance policy in place, together with indemnities for the Directors and certain senior managers, to the extent permitted by English law and the Company's Articles of Association.

These cover all losses arising out of, or in connection with, the execution of their powers, duties and responsibilities as Directors of the Company or any of its subsidiaries. These have been in place throughout 2022 and to the date of this report. There are no other qualifying third-party indemnity provisions or pensions indemnity provisions in place.

Statement of corporate governance arrangements

The Group is required by UK company legislation to disclose its governance arrangements including which corporate governance code it chooses to apply. Bupa, the Group's ultimate parent, applies the UK Corporate Governance Code 2018 (the Code). The Group, to the extent it is appropriate for a large, wholly owned subsidiary company, models its system of governance on the Principles of the Code applied by its ultimate parent company.

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 and the Group'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 and the Group's auditors are aware of that information.

Post balance sheet events

On 28 March 2023, the Group announced plans to close, merge or sell 85 practices in total.

Independent auditors

The auditors, PricewaterhouseCoopers LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 15 May 2023 and signed on its behalf.



J S H Wright
Director

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF THE OASIS HEALTHCARE GROUP LIMITED

Opinion

In our opinion, The Oasis Healthcare Group Limited's group financial statements and company financial statements (the "financial statements"):

- give a true and fair view of the state of the Group's and of the Company's affairs as at 31 December 2022 and of the Group's 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 Statements (the "Annual Report"), which comprise: the Consolidated and Company Balance Sheet as at 31 December 2022; the Consolidated Statement of Comprehensive Income, the Consolidated and Company Statements 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 group 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 Group's and 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 Group's and 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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF THE OASIS HEALTHCARE GROUP LIMITED (CONTINUED)

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.

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 31 December 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 group and company and their 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 group's and 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 group or the company or to cease operations, or have no realistic alternative but to do so.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF THE OASIS HEALTHCARE GROUP LIMITED (CONTINUED)

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 Group and industry, we identified that the principal risks of non-compliance with laws and regulations related to care quality commission regulations, data protection law and employment law, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as UK Company law, including the Companies Act 2006, and UK taxation law. 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 overstate the result in order to maintain or exceed the expectations of its parent company. Audit procedures performed by the engagement team included:

- Discussions with management and the Directors, including inquiries in respect of any known or suspected instances of non-compliance with laws and regulation and fraud;
- Review of board minutes to identify any matters of non compliance with laws and regulations
- Challenging assumptions and judgements made by management in respect of significant accounting estimates; and
- Identifying and testing journal entries, in particular any entries posted with unusual account combinations.

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. This description forms part of our Auditors' report.

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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF THE OASIS HEALTHCARE GROUP LIMITED (CONTINUED)

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 Company financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.



Nick Muzzlewhite (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

Bristol

17 May 2023

THE OASIS HEALTHCARE GROUP LIMITED

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2022**

	Note	2022 £000	2021 £000
Turnover	4	494,239	499,482
Cost of sales		(268,509)	(273,391)
Gross profit		225,730	226,091
Administrative expenses		(563,973)	(274,978)
Exceptional administrative expenses	5	(37,931)	(1,690)
Other operating income		2,470	2,178
Operating loss	6	(373,704)	(48,399)
Interest receivable and similar income		-	3
Interest payable and similar expenses	10	(86)	(2,060)
Loss before taxation		(373,790)	(50,456)
Tax on loss	11	28,787	(7,266)
Loss for the financial year		(345,003)	(57,722)
Exchange differences arising on consolidation of foreign subsidiaries		103	(677)
Total comprehensive expense for the year		(344,900)	(58,399)
Loss for the year attributable to:			
Owners of the parent Company		(345,003)	(57,722)
Total comprehensive expense for the year attributable to:			
Owners of the parent Company		(344,900)	(58,399)

The notes on pages 21 to 45 form part of these financial statements.

THE OASIS HEALTHCARE GROUP LIMITED
REGISTERED NUMBER:08405422

CONSOLIDATED BALANCE SHEET
AS AT 31 DECEMBER 2022

	Note	2022 £000	2021 £000
Fixed assets			
Intangible assets	12	159,945	436,097
Tangible assets	13	63,507	105,807
		<u>223,452</u>	<u>541,904</u>
Current assets			
Stocks	15	10,327	11,219
Debtors: amounts falling due within one year	16	36,116	43,244
Cash at bank and in hand	17	4,858	4,785
		<u>51,301</u>	<u>59,248</u>
Creditors: amounts falling due within one year	18	(109,778)	(97,500)
Net current liabilities		<u>(58,477)</u>	<u>(38,252)</u>
Total assets less current liabilities		<u>164,975</u>	<u>503,652</u>
Creditors: amounts falling due after more than one year	19	(191)	(2,095)
Provisions for liabilities			
Deferred taxation	21	(12,939)	(38,716)
Other provisions	22	(44,930)	(11,026)
		<u>(57,869)</u>	<u>(49,742)</u>
Net assets		<u>106,915</u>	<u>451,815</u>
Capital and reserves			
Called up share capital	23	115,631	115,631
Capital redemption reserve	24	598,316	598,316
Foreign exchange reserve	24	(91)	(194)
Profit and loss account	24	(606,941)	(261,938)
Shareholders' funds		<u>106,915</u>	<u>451,815</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 15 May 2023.



J S H Wright
Director

The notes on pages 21 to 45 form part of these financial statements.

THE OASIS HEALTHCARE GROUP LIMITED
REGISTERED NUMBER:08405422

COMPANY BALANCE SHEET
AS AT 31 DECEMBER 2022

	Note	2022 £000	2021 £000
Fixed assets			
Investments	14	133,630	133,630
Current assets			
Debtors: amounts falling due after more than one year	16	374,999	373,083
Debtors: amounts falling due within one year	16	5,084	5,873
Creditors: amounts falling due within one year	18	(11,668)	(3,481)
Net current assets		368,415	375,475
Net assets		502,045	509,105
Capital and reserves			
Called up share capital	23	115,631	115,631
Capital redemption reserve	24	598,316	598,316
Profit and loss account	24	(211,902)	(204,842)
Shareholders' funds		502,045	509,105

The Company made a loss for the year of £7,060,000 (2021 - loss of £7,553,000).

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 15 May 2023.



J S H Wright
Director

The notes on pages 21 to 45 form part of these financial statements.

THE OASIS HEALTHCARE GROUP LIMITED

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2022**

	Called up share capital £000	Capital redemption reserve £000	Foreign exchange reserve £000	Profit and loss account £000	Total equity £000
At 1 January 2021	-	598,316	483	(204,216)	394,583
Comprehensive expense for the year					
Loss for the year	-	-	-	(57,722)	(57,722)
Exchange differences arising on the consolidation of foreign subsidiaries	-	-	(677)	-	(677)
Shares issued during the year	115,631	-	-	-	115,631
At 1 January 2022	115,631	598,316	(194)	(261,938)	451,815
Comprehensive expense for the year					
Loss for the year	-	-	-	(345,003)	(345,003)
Exchange differences arising on the consolidation of foreign subsidiaries	-	-	103	-	103
At 31 December 2022	115,631	598,316	(91)	(606,941)	106,915

The notes on pages 21 to 45 form part of these financial statements.

THE OASIS HEALTHCARE GROUP LIMITED

**COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2022**

	Called up share capital £000	Capital redemption reserve £000	Profit and loss account £000	Total equity £000
At 1 January 2021	-	598,316	(197,289)	401,027
Comprehensive expense for the year				
Loss for the year	-	-	(7,553)	(7,553)
Shares issued during the year	115,631	-	-	115,631
At 1 January 2022	115,631	598,316	(204,842)	509,105
Comprehensive expense for the year				
Loss for the year	-	-	(7,060)	(7,060)
At 31 December 2022	115,631	598,316	(211,902)	502,045

The notes on pages 21 to 45 form part of these financial statements.

THE OASIS HEALTHCARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

1. General information

The Company is a private company limited by shares and is incorporated and domiciled in England and Wales. The address of its registered office is: Bupa Dental Care, Vantage Office Park, Old Gloucester Road, Hambrook, Bristol, BS16 1GW.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies 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 Company's financial statements are presented in Sterling, which is also the Company's functional currency, and all values are rounded to the nearest thousand pounds (£000) except where otherwise indicated.

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

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of Comprehensive Income in these financial statements.

Parent Company disclosure exemptions

In preparing the separate financial statements of the parent Company, advantage has been taken of the following disclosure exemptions available in FRS 102:

- No Statement of Cash Flows has been presented for the parent Company;
- Disclosures in respect of the parent Company's financial instruments have not been presented as equivalent disclosures have been provided in respect of the Company as a whole; and
- No disclosures have been given for the aggregate remuneration of the key management personnel of the parent Company as their remuneration is included in the totals for the Company as a whole.

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 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 11.41(b), 11.41(c), 11.41(e), 11.41(f), 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; and
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of The British United Provident Association Limited as at 31 December 2022 and these financial statements may be obtained from BUPA, 1 Angel Court, London, EC2R 7HJ.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

2. Accounting policies (continued)

2.3 Basis of consolidation

The consolidated financial statements present the results of the Company and its own subsidiaries ("the Group") as if they form a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the Balance Sheet, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the Consolidated Statement of Comprehensive Income from the date on which control is obtained. They are deconsolidated from the date control ceases.

In accordance with the transitional exemption available in FRS 102, the Group has chosen not to retrospectively apply the standard to business combinations that occurred before the date of transition to FRS 102, being 01 April 2014.

2.4 Going concern

The Group's underlying performance deteriorated in 2022 due to sector-wide pressures, including an ongoing shortage of dentists, particularly for NHS work, increased staff costs and inflationary rises in energy costs.

As a result of the difficult trading conditions, including sector wide challenges in dentist and clinician recruitment, a difficult NHS contract model and a turbulent wider economic outlook, a strategic review took place in 2023 to assess the current performance and future potential of each practice.

On 28 March 2023, the Group announced plans to close, merge or sell 85 practices in total. Whilst this was a difficult decision to make, there is confidence that this decision will allow the Group to tackle the challenges at hand and flourish as the market leading dental provider in the UK and Ireland.

In 2023, we expect to see greater focus on increasing available clinical hours, as well as growing our new digital subscription product, Bupa Smile Plan, which in 2022, added over 12,000 new customers. We also expect to gain further advantage from the implementation of a new practice management system, Dentally, which provides greater continuity in systems used across the dental practices in the Group and also offers better centralised control. As a result of these focus areas, we expect to see an increase in patient numbers and higher revenue in 2023.

Notwithstanding net current liabilities of £58,477,000 as at 31 December 2022, and a loss for the year then ended of £345,003,000, the financial statements have been prepared on a going concern basis which the Directors consider to be appropriate for the following reasons:

The Directors have prepared cash flow forecasts for a period of 12 months from the date of approval of these financial statements which indicate that, taking account of reasonably possible downsides, the Group will have sufficient funds, through funding from its immediate parent company, Bupa Finance plc, to meet its liabilities as they fall due for that period.

Those forecasts are dependent on Bupa Finance plc not seeking repayment of the amounts currently due to them, which at 31 December 2022 amounted to £10,378,000, and providing additional financial support during that period. Bupa Finance plc has indicated its intention, by providing a letter of support, to continue to make available such funds as are needed by the Group for the period of 12 months from the date of approval of these financial statements.

Consequently, the Directors are confident that the group will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

THE OASIS HEALTHCARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.5 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Group will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

Turnover represents the value of dentistry goods or services supplied. NHS income is recognised based on the levels of dental activity delivered. Where there is under-delivery against target activity levels, a potential clawback arises and a creditor is established. Private treatment is recognised based on the stage of completion, with cash settled at the time of treatment.

2.6 Intangible assets

Goodwill

Goodwill is the difference between amounts paid on the acquisition of a business and the fair value of the identifiable assets and liabilities. It is amortised to the Statement of Comprehensive Income over its estimated economic life, considered to be 15 to 20 years.

Other intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed 5 years.

Patient lists are estimated to have a useful economic life of between 15 and 20 years. Brand names are estimated to have a useful economic life of 5 years.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

2. Accounting policies (continued)

2.7 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

At each reporting date the company assesses whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is determined which is the higher of its fair value less costs to sell and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount.

The Group adds to the carrying amount of an item of fixed assets the cost of replacing part of such an item when that cost is incurred, if the replacement part is expected to provide incremental future benefits to the Group. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to profit or loss during the period in which they are incurred.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Freehold property	- over 50 years straight line
Leasehold improvements	- over 15 years straight line
Motor vehicles	- over 4 years straight line
Fixtures and fittings	- 3 to 15 years straight line

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

2.8 Impairment of fixed assets and goodwill

Assets that are subject to depreciation or amortisation are assessed at each balance sheet date to determine whether there is any indication that the assets are impaired. Where there is any indication that an asset may be impaired, the carrying value of the asset (or cash-generating unit to which the asset has been allocated) is tested for impairment. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's (or CGU's) fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs). Non-financial assets that have been previously impaired are reviewed at each balance sheet date to assess whether there is any indication that the impairment losses recognised in prior periods may no longer exist or may have decreased.

2.9 Valuation of investments in parent company

Investments in subsidiaries are measured at cost less accumulated impairment.

THE OASIS HEALTHCARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.10 Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a first in, first out basis. Work in progress and finished goods include labour and attributable overheads.

At each balance sheet date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in profit or loss.

2.11 Debtors

Short-term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.12 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.13 Financial instruments

The Group 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 non-puttable 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 financed at a rate of interest that is not a market rate or in the case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

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 Consolidated 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.

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.

The Group has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

2. Accounting policies (continued)

2.14 Impairment excluding stocks and deferred tax assets

Financial assets (including trade and other debtors)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Company would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Non-financial assets

The carrying amounts of the entity's non-financial assets, other than stocks and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit"). The goodwill acquired in a business combination, for the purpose of impairment testing is allocated to cash-generating units, or ("CGU") that are expected to benefit from the synergies of the combination. For the purpose of goodwill impairment testing, if goodwill cannot be allocated to individual CGUs or groups of CGUs on a non-arbitrary basis, the impairment of goodwill is determined using the recoverable amount of the acquired entity in its entirety, or if it has been integrated then the entire group of entities into which it has been integrated.

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis.

An impairment loss recognised for goodwill is not reversed. Impairment losses recognised for other assets is reversed only if the reasons for the impairment have ceased to apply.

2.15 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.

THE OASIS HEALTHCARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.16 Government grants

Grants are accounted under the accruals model as permitted by FRS 102. Grants relating to expenditure on tangible fixed assets are credited to profit or loss at the same rate as the depreciation on the assets to which the grant relates. The deferred element of grants is included in creditors as deferred income.

Grants of a revenue nature are recognised in the Consolidated Statement of Comprehensive Income in the same period as the related expenditure.

2.17 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Consolidated Statement of Comprehensive Income within 'finance income or costs'. All other foreign exchange gains and losses are presented in profit or loss within 'other operating income'.

On consolidation, the results of overseas operations are translated into GBP at rates approximating to those ruling when the transactions took place. All assets and liabilities of overseas operations are translated at the rate ruling at the reporting date. Exchange differences arising on translating the opening net assets at opening rate and the results of overseas operations at actual rate are recognised in other comprehensive income.

2.18 Operating leases: the Group as lessee

Rentals paid under operating leases are charged to profit or loss on a straight-line basis over the lease term.

2.19 Interest income

Interest income is recognised in profit or loss using the effective interest method.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

2. Accounting policies (continued)

2.20 Pensions

Defined contribution pension plan

The Group operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Once the contributions have been paid the Group has no further payment obligations.

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the Balance Sheet. The assets of the plan are held separately from the Group in independently administered funds.

2.21 Provisions for liabilities

Provisions are made where an event has taken place that gives the Group 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 profit or loss in the year that the Group 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.

2.22 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss 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 and the Group operate and generate income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet, 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;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met; and
- Where they relate to timing differences in respect of interests in subsidiaries, associates, branches and joint ventures and the Group can control the reversal of the timing differences and such reversal is not considered probable in the foreseeable future.

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.

THE OASIS HEALTHCARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.23 Exceptional items

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

2.24 Contingent consideration

The Group uses contingent consideration as part of the consideration for acquisitions of dental practices to manage the risk that practices acquired will fail to attain acceptable levels of turnover. The amount of contingent consideration is interest free, recognised in creditors and discounted where material. The unwinding of any discount is taken to the Statement of Comprehensive Income and included within interest payable and similar charges.

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.

Key accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(i) Impairment of intangible assets and goodwill

The Group considers whether intangible assets and/or goodwill are impaired. Where an indication of impairment is identified, the estimation of recoverable value of the cash generating units (CGUs) is tested. This requires estimation of the future cash flows from the CGUs and also selection of appropriate discount rates in order to calculate the net present value of those cash flows.

(ii) Provisions for dilapidations, onerous lease and contingencies

Provision is made for dilapidations and contingencies. These provisions require management's best estimates of the costs that will be incurred. The timing of the cash flows and the discount rates used to establish net present value of the obligations require management's judgement.

4. Turnover

The whole of the turnover is attributable to the one principal activity of the Group being the operation of dental practices and provision of dental services.

All turnover arose within the United Kingdom and Republic of Ireland.

THE OASIS HEALTHCARE GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

5. Exceptional items

	2022	2021
	£000	£000
Restructuring costs	304	460
Provision for onerous lease	33,421	-
Onerous NHS contract provision	2,400	-
Dilapidations provision	570	466
Loss on disposal of tangible fixed assets	1,015	173
Other	221	591
	37,931	1,690

6. Operating loss

The operating loss is stated after charging:

	2022	2021
	£000	£000
Depreciation	17,394	16,283
Amortisation	28,730	30,899
Impairment of intangible fixed assets	246,796	15,970
Impairment of tangible fixed assets	44,606	2,458
Exchange differences	39	16
Other operating lease rentals	15,657	15,626

7. Auditors' remuneration

During the year, the Group obtained the following services from the Company's auditors and their associates:

	2022	2021
	£000	£000
Fees payable to the Company's auditors and their associates for the audit of the consolidated and parent Company's financial statements	430	325
Fees payable to the Company's auditors and their associates in respect of: The auditing of financial statements of associates of the Company	25	83

THE OASIS HEALTHCARE GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

8. Employees

Staff costs, including Directors' remuneration, were as follows:

	2022	2021
	£000	£000
Wages and salaries	136,431	125,020
Social security costs	10,329	9,157
Cost of defined contribution scheme	3,098	2,909
	149,858	137,086

The average monthly number of employees, including the Directors, during the year was as follows:

	2022	2021
	No.	No.
Dentists	40	27
Practice staff	5,541	5,672
Administration staff	398	396
	5,979	6,095

The Company has no employees other than the Directors, who did not receive any remuneration (2021 - *£NIL*)

9. Directors' remuneration

	2022	2021
	£000	£000
Directors' emoluments	659	852
Group contributions to defined contribution pension schemes	41	30
	700	882

During the year retirement benefits were accruing to 2 Directors (2021 - 1) in respect of defined contribution pension schemes.

The highest paid Director received remuneration of £339,000 (2021 - £638,000).

All Directors' remuneration was settled by another subsidiary within Bupa on behalf of the Group.

THE OASIS HEALTHCARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

10. Interest payable and similar expenses

	2022 £000	2021 £000
Bank interest payable	86	112
Other loan interest payable	-	1,948
	<u>86</u>	<u>2,060</u>

11. Tax on loss

	2022 £000	2021 £000
Corporation tax		
Current tax on losses for the year	(6,285)	(842)
Adjustments in respect of previous periods	3,275	121
Total current tax	<u>(3,010)</u>	<u>(721)</u>
Deferred tax		
Origination and reversal of timing differences	(19,833)	(4,114)
Changes to tax rates	(6,269)	9,948
Adjustments in respect of prior periods	325	2,153
Total deferred tax	<u>(25,777)</u>	<u>7,987</u>
Tota tax (credit)/charge for the year	<u>(28,787)</u>	<u>7,266</u>

THE OASIS HEALTHCARE GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

11. Tax on loss (continued)

Factors affecting tax (credit)/charge for the year

The tax assessed for the year is higher than (2021 - higher than) the standard rate of corporation tax in the UK of 19% (2021 - 19%). The differences are explained below:

	2022 £000	2021 £000
Loss before tax	(373,790)	(50,456)
Loss multiplied by standard rate of corporation tax in the UK of 19% (2021 - 19%)	(71,020)	(9,587)
Effects of:		
Expenses not deductible for tax purposes	45,663	6,116
Adjustments in respect of deferred tax of prior periods	325	2,153
Adjustments in respect of current income tax of prior periods	3,275	121
Non-assessable income	(773)	(621)
Different tax rates in foreign jurisdictions	90	(99)
Tax rate change	(6,347)	9,183
Total tax (credit)/charge for the year	(28,787)	7,266

Factors that may affect future tax charges

The UK corporation tax rate will increase from 19% to 25% with effect from 1 April 2023. Deferred tax on temporary differences expected to reverse after this date are recognised at 25%. In the Spring Budget 2021, the UK Government announced that from 1 April 2023 the corporation tax rate would increase to 25% (rather than remaining at 19%, as previously enacted). This new law was substantively enacted on 24 May 2021. Deferred taxes at the balance sheet date have been measured using these enacted tax rates and reflected in these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

12. Intangible assets

Group

	Patient list £000	Brands £000	Goodwill £000	Total £000
Cost				
At 1 January 2022	285,424	897	363,057	649,378
Disposals	-	-	(29,579)	(29,579)
Reduction in contingent consideration	-	-	(677)	(677)
Foreign exchange movement	56	-	66	122
At 31 December 2022	285,480	897	332,867	619,244
Accumulated amortisation and impairment				
At 1 January 2022	81,949	897	130,435	213,281
Charge for the year on owned assets	15,484	-	13,246	28,730
On disposals	-	-	(29,579)	(29,579)
Impairment charge	75,259	-	171,537	246,796
Foreign exchange movement	34	-	37	71
At 31 December 2022	172,726	897	285,676	459,299
Net book value				
At 31 December 2022	112,754	-	47,191	159,945
At 31 December 2021	203,475	-	232,622	436,097

Amortisation is charged to administrative expenses in the Statement of Comprehensive Income.

Significant levels of goodwill and intangible assets are held in respect of prior acquisitions. Impairment reviews are inherently complex and require a high level of judgment to be applied due to the uncertainty involved in forecasting future cash flows, especially in respect of the availability of clinician hours, and judging the appropriateness of discount rates used and future growth rates of NHS and Private dentistry.

During 2022, inflation rose sharply resulting in higher central bank interest rates, leading to increased cost of capital which reduces the valuation of Dental practices for impairment testing. Furthermore, there were operational challenges, in particular below target recruitment, as well as increasing wage and energy costs, resulting in lower projected cash flows.

Management have reviewed the key assumptions within impairment assessments and considered the macro-economic impacts as well as ongoing challenges in workforce availability. The review resulted in an impairment charge of £246,796,000 (2021- £15,970,000) being recognised in the Consolidated Statement of Comprehensive Income.

THE OASIS HEALTHCARE GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

13. Tangible assets

Group

	Freehold property £000	Motor vehicles £000	Fixtures and fittings £000	Leasehold improvements £000	Total £000
Cost or valuation					
At 1 January 2022	16,900	76	119,183	58,249	194,408
Additions	618	15	15,582	5,303	21,518
Disposals	(203)	-	(2,262)	(1,361)	(3,826)
Exchange adjustments	19	-	88	29	136
At 31 December 2022	17,334	91	132,591	62,220	212,236
Accumulated depreciation and impairment					
At 1 January 2022	2,242	76	60,216	26,067	88,601
Charge for the year on owned assets	503	2	13,052	3,837	17,394
Disposals	(37)	-	(1,130)	(774)	(1,941)
Impairment charge	-	-	28,767	15,839	44,606
Exchange adjustments	2	-	56	11	69
At 31 December 2022	2,710	78	100,961	44,980	148,729
Net book value					
At 31 December 2022	14,624	13	31,630	17,240	63,507
At 31 December 2021	14,658	-	58,967	32,182	105,807

Significant levels of tangible assets are held in respect of prior acquisitions. Impairment reviews are inherently complex and require a high level of judgment to be applied due to the uncertainty involved in forecasting future cash flows, especially in respect of the availability of clinician hours, and judging the appropriateness of discount rates used and future growth rates of NHS and Private dentistry.

During 2022, inflation rose sharply resulting in higher central bank interest rates, leading to increased cost of capital which reduces the valuation of Dental practices for impairment testing. Furthermore, there were operational challenges, in particular below target recruitment, as well as increasing wage and energy costs, resulting in lower projected cash flows.

Management have reviewed the key assumptions within impairment assessments and considered the macro-economic impacts as well as ongoing challenges in workforce availability. The review resulted in an impairment charge to tangible assets of £44,606,000 (2021- £2,458,000) being recognised in the Consolidated Statement of Comprehensive Income.

THE OASIS HEALTHCARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

14. Investments

Company

	Investments in subsidiary companies £000
Cost or valuation	
At 1 January 2022	133,630
At 31 December 2022	<u>133,630</u>
Net book value	
At 31 December 2022	<u>133,630</u>
At 31 December 2021	<u>133,630</u>

Details of the subsidiaries can be found in note 29.

15. Stocks

	Group 2022 £000	Group 2021 £000
Raw materials and consumables	9,545	10,358
Finished goods and goods for resale	782	861
	<u>10,327</u>	<u>11,219</u>

The difference between purchase price or production cost of stocks and their replacement cost is not material.

THE OASIS HEALTHCARE GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

16. Debtors

	Group 2022 £000	Group 2021 £000	Company 2022 £000	Company 2021 £000
Amounts falling due after more than one year				
Amounts owed by group undertakings	-	-	374,999	373,083
	Group 2022 £000	Group 2021 £000	Company 2022 £000	Company 2021 £000
Amounts falling due within one year				
Trade debtors	16,969	21,802	-	-
Amounts owed by group undertakings	-	-	1,656	1,916
Other debtors	1,092	935	-	-
Prepayments and accrued income	10,216	8,756	-	-
Corporation tax	7,839	11,751	3,428	3,957
	36,116	43,244	5,084	5,873

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

17. Cash at bank and in hand

	Group 2022 £000	Group 2021 £000
Cash at bank and in hand	4,858	4,785

THE OASIS HEALTHCARE GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

18. Creditors: Amounts falling due within one year

	Group 2022 £000	Group 2021 £000	Company 2022 £000	Company 2021 £000
Contingent consideration	1,654	4,977	-	-
Trade creditors	22,174	23,120	-	-
Amounts owed to group undertakings	10,378	18,389	11,668	3,481
Other taxation and social security	2,730	2,364	-	-
Other creditors	841	1,921	-	-
Accruals and deferred income	72,001	46,729	-	-
	109,778	97,500	11,668	3,481

Amounts owed to group undertakings are unsecured, interest free and repayable on demand.

19. Creditors: Amounts falling due after more than one year

	Group 2022 £000	Group 2021 £000
Contingent consideration	191	2,095

20. Financial instruments

	Group 2022 £000	Group 2021 £000	Company 2022 £000	Company 2021 £000
Financial assets				
Financial assets that are debt instruments measured at amortised cost	21,098	23,983	376,655	374,999
Financial liabilities				
Financial liabilities measured at amortised cost	(105,166)	(88,582)	-	-

Financial assets that are debt instruments measured at amortised cost comprise trade debtors, other debtors, accrued income and amounts due from group undertakings (Company only).

Financial liabilities measured at amortised cost comprise trade creditors, other creditors, accruals and amounts owed to group undertakings.

21. Deferred taxation

THE OASIS HEALTHCARE GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

21. Deferred taxation (continued)

Group

	2022	2021
	£000	£000
At beginning of year	38,716	30,724
(Credited)/charged to Consolidated Statement of Comprehensive Income	(25,777)	7,987
Foreign exchange	-	5
	-	-
At end of year	12,939	38,716
	=	=

The provision for deferred taxation is made up as follows:

	Group	Group
	2022	2021
	£000	£000
Accelerated capital allowances	(6,191)	(2,748)
Tax losses carried forward	(2,355)	(2,362)
Post employment liability	(114)	(114)
Acquired intangible assets	23,992	46,342
Provisions	(2,393)	(2,402)
	-	-
	12,939	38,716

The Group has unprovided deferred tax balances of £1,458,000 (2021 - £1,463,000) in respect of tax losses. These amounts are unprovided as their recovery is not currently assessed as probable.

THE OASIS HEALTHCARE GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

22. Other provisions

Group

	Property provisions £000
At 1 January 2022	11,026
Charged to profit or loss	570
Onerous lease provision	33,421
Utilised	(87)
At 31 December 2022	44,930

The property provisions are in respect of onerous leases and dilapidations and are the Directors' best estimate of the liability. The provision has been discounted. The onerous lease provision has been determined after reviewing the lease end date for each practice and calculating the expected discounted cashflows for that period. If negative cashflows arose, an onerous lease provision was accounted for, taking the lower of the 'value in use' and the lease liability.

23. Called up share capital

	2022 £000	2021 £000
Shares classified as equity		
Allotted, called up and fully paid		
115,631,232 (2021 - 115,631,232) ordinary shares of £1 each	115,631	115,631

The shares have full rights to vote at general meetings, receive dividends and receive a capital distribution on winding up. The shares do not have rights to redemption.

24. Reserves

Capital redemption reserve

On 12 December 2019, the Company reduced its share capital from £597,326,285 to £1 and its £990,000 share premium to £nil. This £598,316,000 was accounted for in the capital redemption reserve.

Foreign exchange reserve

The foreign exchange reserve represents the cumulative foreign exchange translation differences arising as a result of the retranslation of foreign subsidiaries on consolidation.

Profit and loss account

The profit and loss account represents the accumulated profits and losses of the Group or Company.

THE OASIS HEALTHCARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

25. Contingent liabilities

The Group has contingent liabilities arising in the ordinary course of business. These include losses which might arise from the interpretation of law (including employment law and tax law) and also, under a group registration, the Company is jointly and severally liable for Value Added Tax due by certain other Bupa Group undertakings. The UK VAT submission is managed centrally by Bupa, as such the Company is unable to quantify the value of contingent liability, however it is not considered that the ultimate outcome of any contingent liabilities will have a significant adverse impact on the financial condition of the Group.

26. Capital commitments

At 31 December, the Group had capital commitments as follows:

	Group 2022 £000	Group 2021 £000
Contracted for but not provided in these financial statements	4,355	4,434

27. Pension commitments

The Group has established a stakeholders' pension scheme for all employees who are eligible to join. In the year to 31 December 2022, the Group charge was £3,098,000 (2021 - £2,909,000).

The Group operates a defined benefit scheme for 1 (2021 - 1) employees. Employer contributions are significantly higher than the contracted entitlement to allow for future commitments and valuation fluctuations. The scheme is immaterial for Group purposes and is accounted for on a cash basis.

28. Commitments under operating leases

At 31 December 2022 the Group had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	Group 2022 £000	Group 2021 £000
Not later than 1 year	13,060	14,132
Later than 1 year and not later than 5 years	39,327	44,140
Later than 5 years	24,020	32,126
	76,407	90,398

THE OASIS HEALTHCARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

29. Subsidiary undertakings

The following were subsidiary undertakings of the Company as at 31 December 2022. Oasis Healthcare Limited is directly owned and all the other subsidiary undertakings are indirectly owned. The Group has provided the necessary guarantees under section 479a of the Companies Act 2006 to enable all subsidiaries apart from those marked with an asterisk (*) to claim exemption from audit and under section 394c of the Companies Act 2006 to enable all entities that are dormant and marked with 2 asterisks (**) to claim exemption from preparing financial statements:

Name	Class of shares	Holding
Oasis Healthcare Limited	Ordinary	100%
Oasis Dental Care Limited	Ordinary	100%
Oasis Dental Care (Central) Limited	Ordinary	100%
Oasis Dental Care (Southern) Holdings Limited	Ordinary A	100%
Oasis Dental Care (Southern) Limited	Ordinary	100%
Dentalign Orthodontics Limited	Ordinary	100%
Dentalign Orthodontics LLP	Partnership interest	100%
Dentalign Colwyn Bay Limited	Ordinary	100%
Dentalign Eastbourne Limited	Ordinary	100%
Dentalign Wrexham Limited	Ordinary	100%
Ortho 2008 Limited	Ordinary	100%
Orthoscene Limited	Ordinary	100%
Nigel Reynolds Limited	Ordinary	100%
Roberts-Harry Clinic Limited	Ordinary	100%
Harbour Way Surgery Limited	A Ordinary	100%
Steeple Grange Smiles Limited	Ordinary	100%
Kidson Orthodontics Limited	Ordinary	100%
Deysbrook Dental Surgery Limited	Ordinary	100%
BASDAC (2011) LLP	Partnership interest	100%
Apex Dental Care Limited	Ordinary	100%
Caring Dentistry Limited	Ordinary	100%
Smile Lincs Limited	Ordinary	100%
JDH Holdings Limited	Ordinary	100%
Xeon Smiles UK Limited	Ordinary	100%
Highland Dental Care Limited	Ordinary	100%
Den Dental Group Practice LLP	Partnership interest	100%
Goodteeth Dental Surgeries Limited	Ordinary	100%
The Adams and Lee Dental Practice Limited	Ordinary	100%
Hillington Park Dental Practice Limited	Ordinary	100%
Total Orthodontics Limited	Ordinary	100%
Winning Smiles (Gillingham) Limited	Ordinary	100%
J A Jordan & Associates Limited	Ordinary	100%
Grosvenor Orthodontic Clinic (Beckenham) Limited	Ordinary	100%
Mojo-D Limited	Ordinary	100%
Quantum Ortho Limited	Ordinary	100%
Devon Smiles Limited	Ordinary	100%
Smile Dental Care Limited	Ordinary	100%
Priors Croft Dental Practice Limited	Ordinary	100%
James Taylor and Partners Limited	Ordinary	100%
Milehouse Dental Care Limited	Ordinary	100%
Eckington Dental Practice Limited	Ordinary	100%
Richley Dental Ceramics Limited	Ordinary	100%
Aesthetic Dental Laboratory Limited	Ordinary	100%
Quest Dental Care LLP	Partnership interest	100%
Cheshire Cat Orthodontics Limited	Ordinary	100%
Lawrence Street Dental Practice Limited	Ordinary	100%
Oral Implantology Limited	Ordinary	100%

THE OASIS HEALTHCARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

A4 Health Group Limited	Ordinary	100%
MFM Community Limited	Ordinary	100%
Dencraft (South Yorkshire) Limited	Ordinary	100%
BE White Limited	Ordinary	100%
Synergy Ceramics Limited	Ordinary	100%
Colchester Dental Referral Centre Limited	Ordinary	100%
Windslade Limited	Ordinary	100%
Highwoods and St Johns Limited	Ordinary	100%
Derwent House Orthodontics Limited	A Ordinary	100%
J.J. Thompson (Orthodontic Appliances) Limited	Ordinary	100%
Eurodonic Limited	Ordinary	100%
Oswestry Dental Laboratory Limited	Ordinary	100%
North Devon Orthodontic Centre Limited	Ordinary	100%
Partick Dental Limited	Ordinary	100%
Croft Dental Care Limited	Ordinary	100%
Peter Baldwin (VHO) Limited	Ordinary	100%
Mark Fazakerley (VHO) Limited	Ordinary	100%
The Exeter Dental Centre Limited	Ordinary	100%
G & M Moynes Limited	Ordinary	100%
Stop The Clock Dental Care Limited	Ordinary	100%
The Tutbury Dental Practice Limited	Ordinary	100%
Wylde Green Orthodontics LLP	Partnership interest	100%
Linden Dental Centre Limited	Ordinary	100%
TDK Dental Limited	Ordinary A	100%
Metrodental Limited	Ordinary	100%
Avsan Gloucester Limited	Ordinary	100%
Fairfield Dental Surgery Limited	Ordinary	100%
Avsan Fleet Limited	Ordinary	100%
Avsan Ferryburn Limited	Ordinary	100%
Avsan Knebworth Limited	Ordinary	100%
Avsan Dental Edinburgh Limited	Ordinary	100%
Avsan Fife Limited	Ordinary	100%
Avsan Visage Limited	Ordinary	100%
Avsan Cove Limited	Ordinary	100%
Avsan Queenscross Limited	Ordinary	100%
Avsan Queensroad Limited	Ordinary	100%
Avsan Kseat Limited	Ordinary	100%
Rise Park Dental Practice Limited	Ordinary A	100%
	Ordinary B	100%
Avsan Halstead Limited	Ordinary	100%
J & M Dental Care Limited	Ordinary	100%
Tidge and Lou Limited	Ordinary	100%
Wylde Valley Dentistry Limited	Ordinary	100%
Stob Dearg Limited	Ordinary	100%
Dental Excellence - Harewood Practice LLP	Partnership interest	100%
Tooth Fixer Limited	Ordinary	100%
Wessington Way Limited	Ordinary	100%
North Lakeland Limited	Ordinary	100%
The Dental Solutions Centre Limited	Ordinary	100%
Dental Confidence Limited	Ordinary	100%
Wimborne Total Dental Care Limited	Ordinary	100%
Martin and Martin Dental Care Limited	Ordinary	100%
Private Dental Services Limited	Ordinary	100%
The Spire Halifax Limited	Ordinary	100%
Hospital Lane Dental Clinic Limited	Ordinary	100%
B Dental Limited	Ordinary	100%
King Lane Dental Care Limited	Ordinary	100%
Luke Barnett Clinic Limited	Ordinary	100%

THE OASIS HEALTHCARE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

Luke Barnett Limited	Ordinary	100%
Bupa Dental Services Limited	Ordinary	100%
Lab 53 Limited	Ordinary	100%
NM Jones Limited	Ordinary	100%
MCM (Dental Services) Limited	Ordinary	100%
Siobhan Owen Limited	Ordinary	100%
Highworth Dental Care Limited	Ordinary	100%
Mainstream Dental Care Limited	Ordinary	100%
MDANZ Limited	Ordinary	100%
MZINC Limited	Ordinary	100%
Future Drilling Limited	Ordinary	100%
MDANZ Holdings Limited	Ordinary	100%
Clock Tower Dental Care Limited	Ordinary	100%
KN Wellness Limited**	Ordinary	100%
The Facial Aesthetics & Dental Centre Limited	Ordinary	100%
Arnica Dental Care Limited	Ordinary	100%
Dencraft (Leicester) Limited	Ordinary	100%
Diamond House Dental Practice Limited	Ordinary	100%
Ratcliffe Dental Limited	Ordinary	100%
Shaw & Associates Dental Surgeons Limited	Ordinary	100%
Iosis Clinic Limited	Ordinary	100%
Raglan Suite Limited	Ordinary	100%
Silverwell Surgery Limited	Ordinary	100%
Whole Tooth Limited	Ordinary	100%
Haven Green Clinic Limited	Ordinary	100%
Freshdental Practice Limited	Ordinary	100%
Archway Dental Practice Limited	Ordinary	100%
The Bramhope Dental Clinic Limited	Ordinary	100%
The Clinic Dental Facial Limited	Ordinary	100%
Hope Dental Practice Limited	Ordinary	100%
	B Ordinary	100%
Cranmore Excellence in Dentistry Limited	Ordinary	100%
DE (Belmont Road) Limited	Ordinary	100%
Oasis Healthcare Holdings Ireland Limited *	Ordinary	100%
Xeon Dental Services Limited *	Ordinary	100%
Smiles Dental Practices North Limited	Ordinary	100%
Blueapple Dental and Implant Team Limited	Ordinary	100%
Fortwilliam and Ballymena Specialist Dental Clinics Limited	Ordinary	100%
Belfast Orthodontic Clinic Limited	Ordinary	100%
Woodquay Dental Limited *	Ordinary	100%
GK Medical and Dental Services Limited*	Ordinary	100%

On 3 October 2022, Hugh Bradley Limited was dissolved.

Mind Your Business (Ni) Ltd, 1 Elmfield Avenue, Warrenpoint, Newry, County Down, Northern Ireland, BT34 3HQ is the registered office for Smiles Dental Practices North Limited, Blueapple Dental and Implant Team Limited, Cranmore Excellence in Dentistry Limited, DE (Belmont Road) Limited, Belfast Orthodontic Clinic Limited and Fortwilliam and Ballymena Specialist Dental Clinics Limited.

1st Floor, 9 Exchange Place, I.F.S.C., Dublin 1, Ireland, D01 X8H2 is the registered office for Xeon Dental Services Limited, Oasis Healthcare Holdings Ireland Limited, Woodquay Dental Limited and GK Medical and Dental Services Limited.

Pinsent Masons LLP, 13 Queens Road, Aberdeen, Aberdeenshire, AB15 4YL is the registered office for Hillington Park Dental Practice Limited, MFM Community Limited, Partick Dental Limited and Martin and Martin Dental Care Limited.

The registered office for the remaining subsidiary undertakings is Bupa Dental Care, Vantage Office Park, Old Gloucester Road, Hambrook, Bristol, BS16 1GW.

THE OASIS HEALTHCARE GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

30. Ultimate parent company and controlling party

The Company's immediate parent company is Bupa Finance plc, a company incorporated in England and Wales. The Company's ultimate parent undertaking is The British United Provident Association Limited, a company incorporated in England and Wales.

The smallest group for which group financial statements will be prepared is The Oasis Healthcare Group Limited. The largest group for which group financial statements will be prepared is The British United Provident Association Limited. The financial statements of The British United Provident Association Limited may be obtained from its registered office at 1 Angel Court, London, EC2R 7HJ.

The financial statements of The Oasis Healthcare Group Limited may be obtained from its registered office at Bupa Dental Care, Vantage Office Park, Old Gloucester Road, Hambrook, Bristol, BS16 1GW.

31. Post balance sheet events

On 28 March 2023, the Group announced plans to close, merge or sell 85 practices in total.