Parent fa: 7699161

Registered number: 10692177

TRIVENTURA MIDCO I LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2020

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COMPANY INFORMATION

Directors	D Fehr C Streit R Dias
Registered number	10692177
Registered office	Endeavour House Second Floor Crawley Business Quarter Manor Royal Crawley West Sussex United Kingdom RH10 9LW
Independent auditors	BDO LLP Guildford Surrey GU1 4HD
Bankers	Santander UK Plc London EC4M 7RE Lloyds Bank Plc Welwyn Garden City AL8 6BA Barclays Bank UK Plc Leicester LE87 2BB National Westminister Bank Plc 250 Bishopsgate London EC2M 4AA Yorkshire Bank Plc Bridge Street St Helens WA10 1NF

TRIVENTURA MIDCO I LIMITED

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GROUP STRATEGIC REPORT
FOR THE YEAR ENDED 31 DECEMBER 2020

The directors present their business review for the year ended 31 December 2020.

Business Strategy

Triventura Midco I limited is an intermediate holding company whose main subsidiary is Colosseum Dental UK Limited.

Colosseum Dental UK Limited owns and manages a chain of dental practices across the United Kingdom. The Group's practices offer a mixture of NHS and private treatment to patients, with revenue being split 81% NHS and 19% private in the year under review.

The Group is owned by Jacobs Holding AG ("Jacobs") which has a strategy to build a high quality international dental business. In the year Jacobs entered the United States as well as making further acquisitions in its existing European Markets. The European companies all operate within the Jacobs subsidiary Colosseum Dental Group AS.

Business review

Group operating loss of £6,638,000 (2019: loss of £10,726,000) reflects the impact of total depreciation, profit/ loss on disposal of fixed assets, Gain/ loss on earnout, amortisation and impairment charges of £9,814,000 (2019: £10,054,000). EBITDA (Earnings before interest, tax, depreciation, amortisation and impairment) of £3,176,000 (2019: £671,000 negative EBITDA) reflects the impact of:

- Special NHS remuneration principles during the Covid-19 pandemic;
- Continued investment in the management structure of the business in order to create a management platform capable of delivering existing NHS contract commitments, and significant expansion through acquisition;
- Increase in qualified dentists available to work in the UK. This has led to greater NHS contract allocation in the year, together with the reduction in locum usage; and
- Continued investment in Head Office capabilities to facilitate future growth.

Despite the challenges of Covid-19, the Group has experienced its most successful year. Through continued significant investment, it has set the parameters for future growth and development. With a strong management team, and commitment from shareholders to advance the business including the acquisition of 4 practices and restructuring the current estate, management are confident in the future direction of the business.

Going concern

At the Balance Sheet date, the Group reported net assets of £4,572,000 (2019: £46,975,000 net liabilities), net current liabilities of £6,129,000 (2019: £71,235,000) and had made a loss of £15,169,000 (2019: £18,841,000) for the year. Subsequent to the year end, the Group continued to be impacted by the Covid-19 pandemic, and a detailed explanation of the impact that this has had on post year end trading is covered on page 7. The directors have had regard to the Group's liquidity and post Balance Sheet trading in forming their assessment of the Group's ability to continue as a going concern.

During the year, the re-structuring covered on page 11, has had a positive, material impact on the Group's solvency and liquidity. Preference Shares with a paid-up value of £47,782,000 and related accrued dividends of £18,935,000, both of which were classified within current liabilities, were converted to ordinary shares on 25 November 2020. Taking this into account along with positive post year end trading (EBITDA £1.82m), and consideration of £1.3m deferred income, which represents an obligation to provide services rather than a cash outflow, leaves the Group in an adjusted net current liabilities position of £6m at the date of signing these accounts.

The directors have prepared detailed cashflow forecasts taking into account Covid-19, and stress-tested these to determine a plausible maximum downside scenario, and the availability of further support from its parent company in determining whether the going concern basis of preparation is appropriate. These forecasts have been prepared taking into account the long term nature of intra-group loans which amounted to £78,869,000 at 31 December 2020. The directors are confident that those forecasts demonstrate that the Group will be able to settle its liabilities as they fall due for the foreseeable future, although they acknowledge the Group's adjusted net current liabilities and the fact that support may therefore be needed in the immediate term.

The Group has received a letter of support from its parent company stating its intention to support the Group and provide additional financial support, as required, to enable the Group to meet its liabilities as they fall due for the foreseeable future, being a period of not less than 12 months from when the financial statements will be signed.

The directors consider that future cashflows and this pledge of support are sufficient for it to continue to be appropriate to prepare the accounts on a going concern basis.

Further commentary on post year end trading is included on page 7.

Working with our stakeholders: S172 Statement

Companies are required to include a statement in their strategic report, the directors have complied with their duty to have regard to the matters in section 172 (1) (A)—(F) of the Companies Act 2006 ('the Act').

The duty of the directors of the Company under this subsection of the Act is to act in the way he or she considers, in good faith, would be most likely to achieve its purpose and in doing so have regard (among other matters) to:

a) the likely consequences of any decision in the long term
b) the interests of the Company's employees
c) the need to foster the Company's business relationships with suppliers, customers, and others
d) the impact of the Company's operations on the community and the environment
e) the desirability of the Company maintaining a reputation for high standards of business conduct
f) the need to act fairly between members of the Company.

We listen to and engage effectively with our wide variety of stakeholders on whom the future success of the Group depends, including patients, employees, regulators, suppliers and the community, to ensure responsible decisions are made. This helps us ensure that any decisions are sustainable in the long term and do not disproportionately affect any single stakeholder group. The Group needs to operate in an environmentally sustainable manner. Environmental issues are having an increasing impact on the health and wellbeing of people in the UK and it is vital that it plays its part in improving this situation. Below, we set out in more detail how we have engaged with our key stakeholders, the impact of that engagement, as well as our commitment to the environment.

Patients

Our patients are fundamental to our NHS contract delivery and growth. We have an obligation to provide a high quality and safe environment for treatments and encourage feedback on our services to ensure we are engaged with their needs.

During 2019 and 2020 we completed a complete refurbishment of the estate and a relocation of clinics to provide patients with the best possible environment and access to state of the art equipment to provide them with the best care.

We offer several continual training and development plans to dentists to ensure high-level patient care consistently across the Group.

Our employees

The Group is grateful to have a great team of highly qualified dentists, hygienists, nurses, receptionists, managers and support staff.

During the course of the year, the Group has provided information on the development of the business and its financial performance through a number of mechanisms, including regular practice manager meetings, the introduction of a regular newsletter and the group wide intranet. Due to Covid-19 restrictions, the Group was unable to hold its third company wide conference and usual award ceremony, however the award ceremony was still held via a Group wide video conference call where we saw a maximum capacity of employees participating on the call. The Group continued to operate a number of reward schemes to incentivise staff and enable them to participate in the Group's financial performance.

We continue to engage with our dentists, clinical staff and other employees by providing them inductions, audits, hands on training, and continuing professional development to ensure the quality of our services.

Furthermore, the Company operates a Work Place Forum, which regularly meets to obtain and discuss employee feedback and implement improvements to address the critical issues raised. By providing our practices with a strong and robust support structure this will always enable our dentists and other clinical staff to do what they do best - providing high quality dental care.

In 2020 we continued to promote the Great Place to Work campaign alongside other European markets within Colosseum Dental. This is a Group wide campaign aimed at improving the workplace for all. We saw a rise in employee overall satisfaction from 65% to 72%. 82% of employees participated in the survey.

At 58% (2019: 55.8%) our mean gender pay gap is above the UK average for organisations of a similar size and nature. In 2020 the UK dental industry reported a mean of 39%. As one of the UK's largest NHS dental providers, we recognise that the challenge of the gender pay gap is complex and not isolated to an organisation or sector, hence Colosseum Dental have a number of initiatives, such as the Year of the Nurse programme that has supported the directors drive to reduce the gender pay gap.

All practical arrangements are made to accommodate disabled persons into employment. Should an employee become disabled whilst in the Company's employment, every effort is taken to retain and/or transfer them to alternative jobs as appropriate. All employees, regardless of disabilities, are eligible for appropriate training, career development and promotion opportunities.

Regulators

NHS

Approximately 81% of our work is provided in contract to the NHS. We are required to deliver high quality and safe treatments to our patients and deliver on our contractual obligations.

Each legal entity has its own NHS contract. These contracts are managed centrally by our compliance team. During the coronavirus crisis we have been working closely with the NHS and other regulators, adapting our services to ensure we are best serving the needs of our patients and staff.

We received £36.8 million in income from the NHS to provide these services.

Other Regulators

The Group's practices are regulated by the Care Quality Commission ("CQC") and other relevant regulators.

Regulators' primary aim is to protect customers and ensure they receive high levels of care and are treated fairly.

Our patients and the quality of treatment they receive from our dentists and staff is at the heart of our strategy.

The business has an open and honest relationship with the CQC. We work with the CQC to ensure we meet regulatory requirements and act quickly to address any issues or concerns raised.

Our regulators expect the business to:

- have effective and robust processes and controls in place to mitigate risk and protect our patients
- provide high quality, robust clinical services
- ensure the Group operate in a sustainable way

Suppliers

We rely on third-party providers to enable us to provide our services. We work collaboratively with suppliers and set fair service levels and payment terms.

Our suppliers are critical to delivering high quality services to our patients. We strive to have a mutually successful relationship with suppliers, which include account reviews. We work with suppliers to ensure they uphold the same standard of security, operation, and quality of service that we uphold.

Since the year end, during the Covid-19 crisis, we have been working closely with suppliers to make sure we can keep our cash at adequate levels while still paying them fairly.

We pay our suppliers on average within 30 days. Our key partners are paid on average within 20 days.

Community

We take pride in being a strong part of the community. Our practices regularly raise money for local charities and take part in local events. During the Covid-19 pandemic, we launched Colosseum UK Care Champion of the Day Programme. This programme saw staff and dentists engaging with local communities and going above and beyond to help those in need, from donating PPE to helping the most vulnerable and as well as our patients.

Future developments

During 2020 the Group has continued to invest heavily in its recruitment and clinical teams in order to ensure we attract and retain the best dentists and provide the highest levels of patient care.

The Group is committed to the development and optimisation of its base clinics. This is split into three key areas:

- Refurbishment of its entire estate. This was delivered in 3 phases; Phase 1 which completed in 2018, Phase 2 which completed in 2019 and a programme of relocations due to complete in 2021.
- Recruitment and retention of clinical teams to maximise the potential of each clinic to drive quality and to eliminate vacancies.
- Continued development of new working practices including the 'Evolve' training to managers and introducing the 'Year of the Nurse' to increase productivity, reduce white space and improve staff retention and well-being.

Management has also undertaken a further review of the UK portfolio, which has lead to further re-structuring during 2020, including growth through acquisition and sale of a nominated practice.

NHS commitment

Colosseum Dental UK is committed to being one of the major providers of NHS and private dentistry in the UK. Our strategy is to provide quality care to all patients via a strong clinical team and in doing so to increase access to services and reduce health inequalities.

Additional services

The Group continues to work closely with the NHS commissioning bodies to increase access for our patients through our practices. The Group offers the whole range of dental treatments including implants, orthodontics, endodontics, periodontics, sedations, domiciliary and minor oral surgery on behalf of the NHS.

Investing in quality and compliance

The Group continues to work closely with the Care Quality Commission ('CQC') and NHS England to make sure that it is providing dentistry to a standard defined as "Best Practice". This requires constant improvements to processes and procedures, training of clinical and support staff and the upgrading of surgeries, equipment and decontamination rooms.

The Group has a continuous programme of investing in its practices for both compliance and for providing high quality dental care in superb facilities. The Group delivers high levels of compliance with CQC standards and the clinical team ensure that appropriate processes and procedures are applied consistently across all our practices.

Streamlined Energy and Carbon Reporting

During the year, the Group undertook the following energy-saving actions:

Completion of our estate upgrade and refurbishment, commencement of relocation project for a small number of sites. Undertaking such work has provided the Group with access to more energy efficient equipment and better heat retention. As a Group we are committed to continuing our improvement in energy use and seeking energy efficient alternatives where available.

During the year, the Group used 827,000 kWh of energy, which translates to 187,000kg of associated green house gases.

Energy use covers 76 sites including head office and covers provision of dental and head office services.

This is represented as 0.3% of FTE and 0.04% per location. Associated green house gases has been prepared using the following methodology.

- An extrapolation of verifiable data in respect of electricity, gas, water and disposal of single use plastics for the year in question based on location of practices and head office.
- Measures used:
    - Electricity –Total quantity of purchases by the Company for its own use
    - Gas –Total quantity of consumption of gas as fuel
    - Water - Total quantity of consumption of water used
    - Single use plastics - Total quantity disposed of

This is the Group's first year reporting under SECR, therefore no comparatives are available.

Principal risks and uncertainties

Regulatory risks

The Group operates in a regulatory environment that encompasses health and safety, quality of care, the storage and distribution of controlled drugs and medicines, the disposal of hazardous waste and data protection. The Group's dental practices are subject to regular review by the CQC and could be closed if compliance with CQC guidelines are not demonstrated. The Group is able to respond to and comply with regulatory changes through its dedicated clinical compliance team.

Availability of clinicians and qualified staff

The Group requires qualified clinicians, hygienists and nurses in order to care for its patient base. The availability of clinicians and qualified staff, particularly from the UK and Europe, is critical to enable the Group to satisfy patient demand and to fulfil NHS contracts. The Group seeks to manage the risks associated with clinician recruitment and retention through offering attractive reward structures, access to training and development programmes and clinical support and mentoring. The UK's decision to withdraw from membership of the EU may impact upon the supply of clinicians from the EU and the Board continue to monitor the situation closely.

NHS England contracts

The Group derives approximately 81% of its revenue from NHS England contracts. Prior to 31st March 2020, these contracts required the Group to deliver at least 96% of the contracted Units of Dental Activity (UDA) to prevent breach. As a result of Covid-19, for the period 1st April to the 19th July the Group were not subject to a UDA target, and from the 20th July the Group was required to deliver an average of 20% of the previous years delivery rate. Subsequent to the year end, this requirement further changed in January 2021 and April 2021 to 45% and 60% of the Group's pro-rated contract delivery rate respectively. Under the terms of the contracts repeated breaches of a contract can lead to that contract being withdrawn. The Board monitors contract delivery closely to ensure that targets are met and appropriate resource is provided to ensure delivery.

The NHS is currently trialling prototypes of a revised contract, designed to increase the focus on disease prevention rather than treatment delivery. The Board is monitoring the progress of this work to ensure that the Group is properly equipped to adapt to contract changes as and when they are introduced.

Covid-19

The Group operates in an environment that carries a risk of exposure to infection from close operational proximity to patients and aerosol-generating procedures. On the basis that WHO deemed Covid-19 a significant risk to public health on 31 January 2020, the Group put in place stringent compliance procedures and new standard operating processes to protect the patient, practice staff and the NHS services it provides. See page 7 for further details.

Financial risks

The financial risks of the Group and how they are mitigated are set out below.

a) Credit risk - the risk of financial loss to the Group if a customer fails to meet its contractual obligations. The nature of the Group's contracts with NHS England means that credit risk is minimised for a significant proportion of the Group's revenue. The patient's contribution to NHS charges is usually collected before treatment in order to minimise risk to the Group. Payment is also requested in advance for major courses of private treatment.

b) Foreign currency risk - the Group is not exposed to material foreign currency risk because its activity is predominantly based in the UK.

c) Liquidity risk - liquidity risk is low because the Group is supported and guaranteed by its ultimate parent undertaking and treasury procedures are in place to manage cash balances effectively.

d) Interest rate risk - exposure to interest rate risk is low because the Group's borrowings are intra-group and are held at a fixed margin. The Group is guaranteed by its ultimate parent undertaking.

e) Price risk - the Group is exposed to low price risk due to the nature of the Group's annual fixed contracts with NHS England. Purchasing activity is spread across a wide range of suppliers. Private treatment is also spread across a wide range of customers and carries low exposure to price risk.

f) Competition risk - The Group is exposed to a considerable amount of competition risk, due to the high percentage of practices with a very small market share, thus making it difficult to gain a sustainable competitive advantage. Acquisitions are an area that is also sensitive to competition risk, with the acquisition growth model being the favoured model of many dental groups within the United Kingdom.

Covid-19

On 31 January 2020, the World Health Organisation ("WHO") declared Covid-19 a pandemic, due to its rapid spread throughout the world. The spread of Covid-19 has severely impacted many local economies around the globe. In many countries, businesses are being forced to cease or limit operations for long or indefinite periods of time.

Measures taken to contain the spread of the virus, including travel bans, quarantines, social distancing, and closures of non-essential services have triggered significant disruptions to businesses worldwide, resulting in an economic slowdown. Global stock markets have also experienced great volatility and a significant weakening. Governments and central banks have responded with monetary and fiscal interventions to stabilise economic conditions.

The financial position and results of operations for the year ended 31 December 2020 have been positively impacted by Covid-19 as a result of the change in NHS delivery requirements. Net revenues increased by 12% on budget.

From 1 April – 7th June NHS confirmed 83.25% of the contracted income was recognised. From 8th June to 19th July the NHS confirmed the recognition of 100% contracted income, with no abatement. After this date the NHS confirmed the recognition of 100% contracted income on the premise that additional criteria are met. The key criteria specified is the delivery of 20% of usual volumes of patient care activity.

During the year, the Group was required to reduce its services following Government advice in March 2020. During this time most practices were only able to offer telephone triage and emergency dental treatment. From 8th June, following Government advice dental services were able to resume with significant restrictions and safety guidelines in place. On 9th June the Group began to open practices on a phased approach, implementing new Standard Operating Procedures ("SOP"). Due to the nature of these SOP's the practices initially operated at 33% of their capacity. However with investment in ventilation equipment and a commitment to increased 'Patient Led Hours', we were operating at 67% of our full capacity at the year end.

To mitigate the initial financial impact, the Group accessed some additional government help in the form of the Coronavirus Job retention Scheme (CJRS) and Small Grant Fund (available to practices in receipt of Small Business Rates relief) alongside receipt of contractual NHS payments during this time. Further, the Group put in place a plan to minimise operational and non-essential costs. This included the furlough of Head Office staff along with practice staff operating in private dentistry. Additionally, the Group was successful in deferring a small number of rental payments on its leased property.

Furthermore, the Group has successfully appointed a significant number of new associate dentists, securing its ability to meet all required UDA targets in Q4 Year Ending December 2020 and onwards.

The Board continue to monitor the situation and its potential impacts on the business to mitigate the associated risks.

Financial key performance indicators

Key performance indicators (KPIs) for the Group include:

	2020	2019
EBITDA	£3,176,000	(£671,000)
EBITDA %	7%	-1.5%
Associate and Locum FTE	186	168
Staff average FTE	486	462
Nurse average	237	214
Total practices	75	70
Total patients (Over 24 months)	164,930	286,463
CQC Compliance	100%	100%

This report was approved by the board on 11 August 2021 and signed on its behalf.

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C Streit
Director

DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2020

The directors present their report and the financial statements for the year ended 31 December 2020.

Directors' responsibilities statement

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and the Group and of the profit or loss of the Group for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the Group's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group will continue in business.

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

Principal activity

The principal activity of the Company during the year was to act as an intermediate holding company. The principal activity of the group of companies owned by Triventura Midco I Limited ("the Group") is the operation of dental practices.

The Group provides a range of NHS and private dental services from practices located across the United Kingdom.

Results and dividends

The loss for the year, after taxation, amounted to £15,169,000 *(2019 - loss £18,841,000)*.

There were no dividends paid in the year under review (2019: £Nil).

Directors

The directors who served during the year were:

P Buergin (resigned 31 December 2020)
D Fehr
C Streit
P Fuchs (resigned 10 August 2020)
R Dias (appointed 10 August 2020)

Directors' insurance and indemnities

The directors have the benefit of the indemnity provisions contained in the Company's Articles of Association ('Articles'), and the Company has maintained throughout the year directors' and officers' liability insurance for the benefit of the Company, the directors and its officers. The Company has entered into qualifying third party indemnity arrangements for the benefit of all its directors in a form and scope which comply with the requirements of the Companies Act 2006 and which were in force throughout the year and remain in force.

Future developments

Details of the Group's future developments are provided in the Strategic Report on page 4.

Engagement with employees

The Group is grateful to have a great team of high quality and hardworking dentists, hygienists, nurses, receptionists, managers and support staff.

During the course of the year the Group has provided information on the development of the business and its financial performance through a number of mechanisms, including regular practice manager meetings, the introduction of a regular newsletter and the group wide intranet. Furthermore, the Group operates a number of bonus schemes to incentivise staff and enable them to participate in the Group's financial performance.

We continue to engage with our dentists, clinical staff and other employees by providing them inductions, audits, hands on training and through continuing professional development to ensure the quality of our services. Furthermore, the Company has set up a Work Place Forum which regularly meets to obtain and discuss employee feedback and implement improvements to address the key issues raised. By providing our practices with a strong and robust support structure this will enable our dentists and other clinical staff to do what they do best, providing high quality dental care at all times.

All practical arrangements are made to accommodate disabled persons into employment. Should an employee become disabled whilst in the Company's employment every effort is taken to retain and/or transfer them to alternative jobs as appropriate. All employees, regardless of disabilities, are eligible for appropriate training, career development and promotion opportunities.

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.

Going concern

Further information relating to going concern and post balance sheet events can be found on pages 1 and 7 in the Group Strategic Report respectively.

Objectives and policies

The Group finances its operations largely through intra-group lending from Colosseum Dental Group AS.

Triventura Midco I Limited and Colosseum Dental Group AS in turn use various financial instruments in the form of cash, third party bank debt and other items, such as trade receivables and trade payables that arise directly from its operations. The main purpose of these financial instruments is to fund the broader Group's operations.

Financial risks are disclosed under principal risks and uncertainties in the Strategic report (page 6).

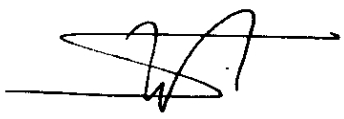
Post balance sheet events

After the year end the Group acquired two new practices as part of the continued restructuring and growth strategy of the Group.

Auditors

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

This report was approved by the board on 11 August 2021 and signed on its behalf.



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C Streit
Director

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TRIVENTURA MIDCO I LIMITED

Opinion on the financial statements

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 31 December 2020 and of the Group's loss for the year then ended;
- the financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Triventura Midco I Limited (the 'Parent Company') and its subsidiaries (the 'Group') for the year ended 31 December 2020 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Financial Position, the Statement of Financial Position, the Consolidated Statement of Changes in Equity, the Statement of Changes in Equity, the Consolidated Statement of Cash Flows, and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs(UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remain independent of the Group and the Parent Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

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.

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 Parent 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.

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

Other information

The directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our auditors' report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Other Companies Act 2006 reporting

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

- the information given in the Group Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Group Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Group and the Parent Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Group Strategic Report or the Directors' Report.

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

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

Responsibilities of directors

As explained more fully in the Directors' Responsibilities Statement on page 9, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Group's and the parent 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 Parent Company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

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

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

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

- enquiring of management and those charged with governance, including obtaining and reviewing supporting documentation, concerning the Group's policies and procedures relating to:
  - identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance;
  - detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected or alleged fraud; and
  - the internal controls established to mitigate risks related to fraud or non-compliance with laws and regulations.
- discussing among the engagement team and involving relevant internal specialists, including tax specialists, regarding how and where fraud might occur in the financial statements and any potential indicators of fraud. As part of this discussion, we identified potential for fraud in the following area:
  - revenue recognition – existence of revenue
- obtaining an understanding of the legal and regulatory frameworks that the Group operates in, focusing on those laws and regulations that had a direct effect on the financial statements or that had a fundamental effect on the operations of the Group. The key laws and regulations we considered in this context included the UK Companies Act, relevant tax legislation, and the Care Quality Commission.

Audit response to risks identified

Our procedures to respond to risks identified included the following:

- reviewing the financial statement disclosures and testing to supporting documentation to assess compliance with relevant laws and regulations discussed above;
- enquiring of management and those charged with governance concerning actual and potential litigation and claims;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- reading minutes of meetings of those charged with governance, and reviewing correspondence with HMRC and the Care Quality Commission
- in addressing the risk of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business; and
- in addressing the risk of fraud through existence of revenue, testing the service delivery of NHS revenue against NHS contractual requirements, and verifying a sample of private fee income to invoice and cash and appointments to ensure performance of service.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members including internal specialists and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that 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, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

This report is made solely to the Parent Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Parent Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Parent Company and the Parent Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

DocuSigned by:
Nick Poulter
B5ACA7853A6A469

Nick Poulter (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor

Guildford, UK

Date: 11 August 2021

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

CONSOLIDATED INCOME STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2020

	Note	Continuing operations 2020 £000	Discontin'd operations 2020 £000	Total 2020 £000	*Continuing operations 2019 £000*	*Discontinued operations 2019 £000*	*Total 2019 £000*
Turnover	4	**45,336**	**352**	**45,688**	*41,603*	*1,727*	*43,330*
Cost of sales		**(19,906)**	**(163)**	**(20,069)**	*(21,155)*	*(1,057)*	*(22,212)*
Gross profit		**25,430**	**189**	**25,619**	*20,448*	**670**	*21,118*
Administrative expenses		**(32,604)**	**(255)**	**(32,859)**	*(29,161)*	*(3,011)*	*(32,172)*
Other operating income		**602**	**-**	**602**	*304*	*24*	*328*
Operating loss	5	**(6,572)**	**(66)**	**(6,638)**	*(8,409)*	**(2,317)**	*(10,726)*
Interest receivable and similar income	10	1	-	1	*2*	-	*2*
Interest payable and similar expenses	11	**(8,951)**	**-**	**(8,951)**	*(8,894)*	-	*(8,894)*
Loss before tax		**(15,522)**	**(66)**	**(15,588)**	*(17,301)*	**(2,317)**	*(19,618)*
Tax on loss	12	**419**	**-**	**419**	*373*	*404*	*777*
Loss for the financial year		**(15,103)**	**(66)**	**(15,169)**	*(16,928)*	**(1,913)**	*(18,841)*

The notes on pages 25 to 53 form part of these financial statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2020

	2020 £000	*2019* *£000*
Loss for the financial year	**(15,169)**	*(18,841)*
Total comprehensive income for the year	**(15,169)**	*(18,841)*

The notes on pages 25 to 53 form part of these financial statements.

TRIVENTURA MIDCO I LIMITED
REGISTERED NUMBER: 10692177

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2020

	Note		2020 £000		*2019 £000*
Fixed assets					
Intangible assets	13		**82,643**		*79,010*
Tangible assets	14		**14,329**		*12,557*
Investments	15		**-**		*-*
			96,972		*91,567*
Current assets					
Stocks	16	**1,151**		*898*	
Debtors: amounts falling due within one year	17	**5,418**		*3,132*	
Cash at bank and in hand		**1,748**		*1,797*	
		8,317		*5,827*	
Creditors: amounts falling due within one year	18	**(14,446)**		*(77,062)*	
Net current liabilities			**(6,129)**		*(71,235)*
Total assets less current liabilities			**90,843**		*20,332*
Creditors: amounts falling due after more than one year	19		**(80,579)**		*(63,681)*
Provisions for liabilities					
Deferred taxation	21	**(5,692)**		*(3,626)*	
			(5,692)		*(3,626)*
Net assets/(liabilities)			**4,572**		*(46,975)*

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)
AS AT 31 DECEMBER 2020

	Note	2020 £000	*2019 £000*
Capital and reserves			
Called up share capital	22	**241**	*4*
Share premium account	23	**66,871**	*392*
Profit and loss account	23	**(62,540)**	*(47,371)*
		4,572	*(46,975)*

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 11 August 2021.

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C Streit
Director

The notes on pages 25 to 53 form part of these financial statements.

TRIVENTURA MIDCO I LIMITED
REGISTERED NUMBER: 10692177

COMPANY STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2020

	Note		2020 £000		*2019 £000*
Current assets					
Debtors: amounts falling due within one year	17	**89,421**		*107,188*	
		89,421		*107,188*	
Creditors: amounts falling due within one year	18	**(12)**		*(61,477)*	
Net current assets			**89,409**		*45,711*
Total assets less current liabilities			**89,409**		*45,711*
Creditors: amounts falling due after more than one year	19		**(45,943)**		*(63,331)*
Net assets/(liabilities)			**43,466**		*(17,620)*
Capital and reserves					
Called up share capital	22		**241**		*4*
Share premium account	23		**66,871**		*392*
Profit and loss account brought forward		**(18,016)**		*(11,574)*	
Loss for the year		**(5,630)**		*(6,442)*	
Profit and loss account carried forward			**(23,646)**		*(18,016)*
			43,466		*(17,620)*

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 11 August 2021.

.....

C Streit
Director

The notes on pages 25 to 53 form part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2020

	Called up share capital	Share premium account	Profit and loss account	Total equity
	£000	£000	£000	£000
At 1 January 2019	**4**	**392**	**(28,530)**	**(28,134)**
Comprehensive income for the year				
Loss for the year	-	-	**(18,841)**	**(18,841)**
At 1 January 2020	**4**	**392**	**(47,371)**	**(46,975)**
Comprehensive income for the year				
Loss for the year	-	-	**(15,169)**	**(15,169)**
Shares issued during the year	**237**	**66,479**	-	**66,716**
At 31 December 2020	**241**	**66,871**	**(62,540)**	**4,572**

The notes on pages 25 to 53 form part of these financial statements.

COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2020

	Called up share capital	Share premium account	Profit and loss account	Total equity
	£000	£000	£000	£000
At 1 January 2019	**4**	**392**	**(11,574)**	**(11,178)**
Comprehensive income for the year				
Loss for the year	-	-	**(6,442)**	**(6,442)**
At 1 January 2020	**4**	**392**	**(18,016)**	**(17,620)**
Comprehensive income for the year				
Loss for the year	-	-	**(5,630)**	**(5,630)**
Shares issued during the year	**237**	**66,479**	-	**66,716**
At 31 December 2020	**241**	**66,871**	**(23,646)**	**43,466**

The notes on pages 25 to 53 form part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2020

	2020 £000	*2019* *£000*
Cash flows from operating activities		
Loss for the financial year	**(15,169)**	*(18,841)*
Adjustments for:		
Amortisation of intangible assets	**7,160**	*7,099*
Depreciation of tangible assets	**1,885**	*1,822*
Impairments of fixed assets	**1,678**	*957*
Loss on disposal of tangible assets	**122**	*449*
(Increase) in stocks	**(178)**	*(415)*
(Increase)/decrease in debtors	**(1,691)**	*29*
Increase in creditors	**3,400**	*2,569*
Finance charges	**8,951**	*11,546*
Interest received	**-**	*(2,656)*
Profit on sale of subsidiaries	**(298)**	*(531)*
Loss on disposal of subsidiaries	**-**	*260*
Tax on loss	**(419)**	*(777)*
Taxation paid	**(114)**	*-*
Net cash generated from operating activities	**5,327**	*1,511*
Cash flows from investing activities		
Purchase of intangible fixed assets	**(208)**	*(285)*
Sale of intangible assets	**295**	*-*
Purchase of tangible fixed assets	**(3,726)**	*(6,385)*
Sale of tangible fixed assets	**-**	*74*
Purchase of subsidiary	**(8,596)**	*(3,126)*
Net cash from investing activities	**(12,235)**	*(9,722)*

CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2020

	2020 £000	*2019* *£000*
Cash flows from financing activities		
New loans from group companies	**8,715**	*11,704*
Loans from group companies repaid	**(1,100)**	*-*
Finance charges	**(756)**	*(2,566)*
Hire purchase credit and finance lease interest	**-**	*(1)*
Net cash used in financing activities	**6,859**	*9,137*
Net (decrease)/increase in cash and cash equivalents	**(49)**	*926*
Cash and cash equivalents at beginning of year	**1,797**	*871*
Cash and cash equivalents at the end of year	**1,748**	*1,797*
Cash and cash equivalents at the end of year comprise:		
Cash at bank and in hand	**1,748**	*1,797*
	1,748	*1,797*

The notes on pages 25 to 53 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

1. General information

Triventura Midco I Limited ("The Company") and its subsidiaries (together "the Group") operate a number of dental practices throughout England.

The Company is a private company limited by shares and is incorporated in England and Wales. The address of the registered office is Endeavour House Second Floor, Crawley Business Quarter, Manor Royal, Crawley, West Sussex, United Kingdom, RH10 9LW.

The Company's principal activity is the holding of investments, details of which are in the notes below to the financial statements.

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 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 Income Statement in these financial statements.

The Company has also taken advantage of the exemption allowed under section 7 of FRS102 paragraph 3.17(d) from preparing a statement of cashflows.

2.2 Basis of consolidation

The Group consolidated financial statements include the financial statements of the Company and all of its subsidiary undertakings.

A subsidiary is an entity controlled by the Group. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Where the Group owns less than 50% of the voting powers of an entity but controls the entity by virtue of an agreement with other investors which give it control of the financial and operating policies of the entity, it accounts for that entity as a subsidiary.

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

2. Accounting policies (continued)

2.3 Going concern

On 31 January 2020 the WHO declared Covid-19 a pandemic, due to its rapid spread throughout the world. During the year, the spread of Covid-19 has severely impacted many local economies around the globe. In many countries, businesses are being forced to cease or limit operations for long or indefinite periods of time.

The financial position and results of operations for the year ended 31 December 2020 have been positively impacted by Covid-19 as a result of the change in NHS delivery requirements. Net revenues increased by 12% on budget.

The directors have prepared detailed cashflow forecasts taking into account Covid-19 and stress-tested these to determine a plausible maximum downside scenario, and the availability of further support from its parent company in determining whether the going concern basis of preparation is appropriate. These forecasts have been prepared on the basis that Colosseum Dental AS is not seeking repayment of the intra-group loans owed, which amounted to £78,869,000 as at 31 December 2020. Colosseum Dental AS have confirmed they will continue to fund the Group and will not seek repayment of these funds. The directors are confident that these forecasts demonstrate that the Group will be able to settle its liabilities as they fall due for the foreseeable future although they acknowledge the Group's adjusted net current liabilities and the fact that support may therefore be needed in the immediate term.

As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue, however at the date of approval, the directors have considered the letter of support received from Colosseum Dental AS and their ability to provide financial support as appropriate as sufficient evidence that the going concern basis of accounting remains appropriate for our accounts.

2.4 Exemptions for qualifying entitites under FRS 102

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to conditions.

The Company has taken advantage of the following exemptions in its individual financial statements:

i) from preparing a statement of cashflows, on the basis that it is a qualifying entity and the consolidated statement of cashflows, included in these financial statements, includes the Company's cashflows.

ii) from the financial instrument disclosures, required under FRS 102 paragraphs 11.41(b), 11.41(e), 11.41(f), 11.42, 11.44, 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b), 11.48(c), 12.26, 12.27, 12.29(a), 12.29(b) and 12.29A, as the information is provided in the consolidated financial statements disclosures.

iii) from disclosing the Company key management personnel compensation as required by FRS 102 paragraph 33.7 of FRS 102.

2. Accounting policies (continued)

2.5 Foreign currency translation

The Company's functional and presentational currency is GBP.

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

2.6 Revenue

Revenue represents the fair value of consideration received or receivable in the ordinary course of business for dentistry goods or services provided to the extent that the Group has obtained the right to consideration. Revenue derived from NHS contracts is recognised on the volume of dental activity delivered in the financial year. Revenue from all private work is recognised on the completion of each piece of treatment carried out.

2.7 Employee benefits

The Group provides a range of benefits to employees, including paid holiday arrangements, discretionary bonuses and defined contribution pension plans.

i) *Short term benefits*

Short term benefits, including holiday pay and other similar non-monetary benefits are recognised as an expense in the year in which the service is received.

ii) *Defined contribution pension plans*

The Group operates a defined contribution pension scheme. 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 when they are due. Amounts not paid are shown in accruals in the statement of financial position. The assets of the plan are held separately from the Group in independently administered funds.

iii) *Annual bonus plans*

The Group operates a number of annual bonus plans for certain employees. An expense is recognised in the income statement when the Group has a legal or constructive obligation to make payment under the plans as a result of past events and a reliable estimation of the obligation can be made.

2.8 Operating lease

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

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the lease term, unless another systematic basis is representative of the time pattern of the lessee's benefit from the use of the leased asset.

2. Accounting policies (continued)

2.9 Interest income

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

2.10 Finance costs

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

2.11 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 reporting 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 Statement of Financial Position date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits;
- 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 reporting date.

2. Accounting policies (continued)

2.12 Intangible assets

Business combinations and goodwill

Business combinations are accounted for by applying the purchase method.

The cost of a business combination is the fair value of the consideration given, liabilities incurred or assumed and of equity instruments issued plus the costs directly attributable to the business combination. Where control is achieved in stages the cost is the consideration at the date of each transaction.

On acquisition of a business, fair values are attributed to the identifiable assets, liabilities and contingent liabilities unless the fair value cannot be measured reliably, in which case the value is incorporated in goodwill. Where the fair value of contingent liabilities cannot be reliably measured they are disclosed on the same basis as other contingent liabilities. Where the cost of the business combination exceeds the fair value of the Group's interest in the assets, liabilities and contingent liabilities acquired, negative goodwill arises. The Group, after consideration of the assets, liabilities and contingent liabilities acquired and the cost of the combination, recognises negative goodwill on the balance sheet and releases this to profit and loss, up to the fair value of non-monetary assets acquired, over the periods in which the non-monetary assets are recovered and any excess over the fair value of non-monetary assets in the income statement over the period expected to benefit.'

Goodwill recognised represents the excess of the fair value and directly attributable costs of the purchase consideration over the fair values to the Group's interest in the identifiable net assets, liabilities and contingent liabilities acquired.

On acquisition, goodwill is allocated to cash-generating units ('CGU's') that are expected to benefit from the combination.

Goodwill is amortised over its expected useful life. Where the Group is unable to make a reliable estimate of useful life, goodwill is amortised over a period not exceeding 10 years. Goodwill is assessed for impairment when there are indicators of impairment and any impairment is charged to the income statement. Reversals of impairment are recognised when the reasons for the impairment no longer apply.

Other Intangible assets

Intangible assets are stated at cost less accumulated amortisation and accumulated impairment losses. Amortisation is calculated, using the straight-line method, to allocate the depreciable amount of the assets to their residual values over their estimated useful lives.:

The estimated useful lives range as follows:

NHS contracts	-	20 years
Computer software	-	3 to 5 years

Amortisation is charged to administrative expenses in the income statement.

Where factors, such as technological advancement or changes in market price indicate that residual value or useful life have changed, the residual value, useful life or amortisation rate are amended prospectively to reflect the new circumstances.

2. Accounting policies (continued)

2.12 Intangible assets (continued)

The assets are reviewed for impairment if the above factors indicate that the carrying amount may be impaired.

Costs associated with maintaining computer software are recognised as an expense as incurred.

2.13 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.

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:

Short-term leasehold property	- Straight line over the life of the lease
Plant and machinery	- Straight line over a period of 5 -10 years
Fixtures and fittings	- Straight line over a period of 5 years
Computer equipment	- Straight line over a period of 3 years

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.

2.14 Leased assets

At inception, the Company assesses agreements that transfer the right to use assets. The assessment considers whether the arrangement is, or contains, a lease based on the substance of the arrangement.

ii) *Operating leased assets*

Leases that do not transfer all the risks and rewards of ownership are classified as operating leases. Payments under operating leases are charged to the income statement on a straight-line basis over the period of the lease.

iii) *Lease incentives*

Incentives received to enter into a finance lease reduce the fair value of the asset and are included in the calculation of present value of minimum lease payments.

Incentives received to enter into an operating lease are credited to the income statement, to reduce the lease expense, on a straight-line basis over the period of the lease.

2. Accounting policies (continued)

2.15 Impairment of non-financial assets

At each reporting date, non-financial assets are assessed to determine whether there is an indication that the asset (or asset's cash generating unit) may be impaired. If there is such an indication the recoverable amount of the asset (or asset's cash generating unit) is compared to the carrying amount of the asset (or asset's cash generating unit).

The recoverable amount of the asset (or asset's cash generating unit) is the higher of the fair value less costs to sell and value in use. Value in use is defined as the present value of the future cash flows before interest and tax obtainable as a result of the asset's (or asset's cash generating unit) continued use. These cash flows are discounted using a pre-tax discount rate that represents the current market risk-free rate and the risks inherent in the asset.

If the recoverable amount of the asset (or asset's cash generating unit) is estimated to be lower than the carrying amount, the carrying amount is reduced to its recoverable amount. An impairment loss is recognised in the profit or loss unless the asset has been revalued when the amount is recognised in other comprehensive income to the extent of any previously recognised revaluation. Thereafter any excess is recognised in the income statement.

If an impairment loss is subsequently reversed, the carrying amount of the asset (or asset's cash generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the revised carrying amount does not exceed the carrying amount that would have been determined (net of depreciation or amortisation) had no impairment loss been recognised in prior years. A reversal of an impairment loss is recognised in the income statement.

Goodwill is allocated on acquisition to the cash generating unit expected to benefit from the synergies of the combination. Goodwill is included in the carrying value of cash generating units for impairment testing.

2.16 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.17 Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell.

Work in progress is calculated by the measure of open course treatment at the end of the year.

2.18 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.

2.19 Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts.

2. Accounting policies (continued)

2.20 Creditors

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

2.21 Provisions and contingencies

Provisions

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 the Consolidated Income Statement in the year that the Group becomes aware of the obligation, and are measured at the best estimate at the Statement of Financial Position 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 Statement of Financial Position.

Contingencies

Contingent liabilities are not recognised, except those acquired in a business combination. Contingent liabilities arise as a result of past events when (i) it is not probable that there will be an outflow of resources or that the amount cannot be reliably measured at the reporting date or (ii) when the existence will be confirmed by the occurrence or non-occurrence of uncertain future events not wholly within the Group's control. Contingent liabilities are disclosed in the financial statements unless the probability of an outflow of resources is remote.

Contingent assets are not recognised. Contingent assets are disclosed in the financial statements when an inflow of economic benefits is probable.

2. Accounting policies (continued)

2.22 Financial instruments

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

i) *Financial assets*

Basic financial assets, including trade and other trade receivables and cash and bank balances, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in the income statement.

Financial assets are de-recognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party, or (c) despite having retained some significant risks and rewards of ownership, control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

ii) *Financial liabilities*

Basic financial liabilities, including trade and other payables are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

Debt instruments including intercompany borrowing are subsequently carried at amortised cost, using the effective interest rate method.

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest rate method.

Financial liabilities are de-recognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

2.23 Pensions

The Group operates a defined contribution pension scheme. Contributions are recognised in the income statement in the period in which they become payable in accordance with the rules of the scheme.

2. Accounting policies (continued)

2.24 Share capital

An equity instrument is a contract that evidences a residual interest in the assets of an entity after deducting all its liabilities. Accordingly, a financial instrument is treated as equity if:

(i) there is no contractual obligation to deliver cash or other financial assets or to exchange financial assets or liabilities on terms that may be unfavourable; and

(ii) the instrument is a non-derivative that contains no contractual obligations to deliver a variable number of shares or is a derivative that will be settled only by the Group exchanging a fixed amount of cash or other assets for a fixed number of the Group's own equity instruments.

When shares are issued, any component that creates a financial liability of the Company or Group is presented as a liability in the statement of financial position.

Accordingly, the Company's ordinary shares are classified as equity and the Company's preference shares are classified as a liability. The corresponding dividends relating to the liability component are charged as an interest expense in the income statement.

Incremental costs directly attributable to the issue of ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.25 Related party transactions

The Group discloses transactions with related parties which are not wholly owned within the same group. Where appropriate, transactions of a similar nature are aggregated unless, in the opinion of the directors, separate disclosure is necessary to understand the effect of the transactions on the Group's financial statements.

3. Judgments 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 about the future. The resulting accounting estimates will, by definition, seldom equal the 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.

Impairment of intangible assets and goodwill

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

Useful expected lives of intangible assets

Amortisation is calculated, using the straight line method, to allocate the depreciable lives of the assets to their residual values over their estimated useful lives as follows:

- NHS Contracts – 20 Years

NHS contracts are 'ever green' contracts, renewing year on year. In determining the estimated useful life, NHS patient attrition rates and future growth were considered.

Recognition of deferred tax asset

The Group will review tax calculations for deferred tax assets, where an asset is considered material, this will be included within the financial statements.

4. Turnover

An analysis of turnover by class of business is as follows:

	2020 £000	*2019* *£000*
Provision of dentistry services	**45,688**	*43,330*
	45,688	*43,330*

Revenue derived from NHS contracts is recognised on the following basis in the financial year:

1 Jan - 28 Feb: Volume of dental activity delivered
1 March - 31 March: Equivalent volume of dental activity performed in March 2019
1 April - 7 June: 83.25% of pro-rated contract value
8 June - 19 July: 100% of pro-rated contract value
20 July - 31 December: 100% of pro-rated contract value subject to conditions on UDA delivery set by the NHS. Further details are provided in the Strategic Report page 7.

All turnover arose within the United Kingdom.

5. Operating loss

The operating loss is stated after charging:

	2020 £000	*2019* *£000*
Depreciation of property, plant and equipment		
- Owned assets	**1,885**	*1,822*
Impairment of intangible assets	**1,446**	*957*
Impairment of tangible assets	**232**	-
Loss on disposal of tangible assets	**123**	*449*
Profit on sale of subsidiaries	**(298)**	*(531)*
Loss on disposal of subsidiaries	-	*260*
Amortisation and impairment of goodwill and intangibles	**7,160**	*7,099*
Inventory included in cost of sales	**1,561**	*1,655*
Other operating lease rentals	**2,209**	*2,671*
Share based payment	**(254)**	-

6. Auditors' remuneration

	2020 £000	*2019 £000*
Fees payable to the Group's auditor and its associates for the audit of the Group's annual financial statements	**75**	*70*
Fees payable to the Group's auditor and its associates in respect of:		
Taxation compliance services	**57**	*49*
	57	*49*

7. Employees

Staff costs were as follows:

	Group 2020 £000	*Group 2019 £000*	Company 2020 £000	*Company 2019 £000*
Wages and salaries	**12,283**	*11,040*	**-**	*-*
Social security costs	**879**	*814*	**-**	*-*
Cost of defined contribution scheme	**204**	*153*	**-**	*-*
	13,366	*12,007*	**-**	*-*

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

	2020 No.	*2019 No.*
Practice	**521**	*534*
Administration	**61**	*57*
	582	*591*

The Company has no employees other than the directors, who did not receive any remuneration *(2019 - £NIL)*

8. Directors' remuneration

	2020	2019
	£000	£000
Directors emoluments	1,660	1,351
Company contributions to defined contribution pension schemes	21	16
	1,681	1,367

The highest paid director received remuneration of £346,000 (2019 - £333,000).

The value of the company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £NIL (2019 - £NIL).

During the year, retirement benefits were accruing to 2 Group directors (2019: 2) in respect of defined contribution pension schemes.

9. Key management compensation

Key management compensation for the Group includes directors and members of senior management. The compensation paid or payable to key management for employee services is shown below.

	2020	2019
	£000	£000
Salaries other than short term benefits	1,985	1,351
Short employment benefits	42	16
	2,027	1,367

The Company has taken advantage of the exemption not to disclose key management compensation.

10. Interest receivable

	2020	2019
	£000	£000
Other interest receivable	1	2
	1	2

11. Interest payable and similar expenses

	2020 £000	*2019 £000*
Other loan interest payable	-	*1*
Interest on group borrowings	**3,321**	*2,655*
Amortisation of arrangement fees	**379**	*77*
Preference share dividends	**5,251**	*5,806*
Interest on unpaid dividend	**-**	*351*
Other interest payable	-	*4*
	8,951	*8,894*

12. Taxation

	2020 £000	*2019 £000*
Corporation tax		
Current tax on profits for the year	**(5)**	-
Adjustments in respect of previous periods	**-**	*(18)*
	(5)	*(18)*
Total current tax	**(5)**	*(18)*
Deferred tax		
Origination and reversal of timing differences	**(414)**	*(887)*
Adjustments in respect of prior periods	**-**	*128*
Total deferred tax	**(414)**	*(759)*
Taxation on loss on ordinary activities	**(419)**	*(777)*

12. Taxation (continued)

Factors affecting tax charge for the year

The tax assessed for the year is lower than *(2019 - lower than)* the standard rate of corporation tax in the UK of 19% *(2019 - 19%)*. The differences are explained below:

	2020 £000	*2019* *£000*
Profit/(loss) on ordinary activities before tax	**15,588**	*(19,618)*
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2019 - 19%)	**(2,962)**	*(3,727)*
Effects of:		
Expenses not deductible for tax purposes	**1,252**	*1,326*
Capital allowances for year in excess of depreciation	**48**	*4*
Fixed asset differences	**(798)**	-
Amortisation of intangible assets	**114**	-
Impact of UK rate changes	**391**	*252*
Adjustments to tax charge in respect of prior periods	**-**	*191*
Adjustment to opening deferred tax	**820**	*(81)*
Non-taxable income	**(107)**	-
Unrecognised deferred tax	**823**	*1,258*
Total tax charge for the year	**(419)**	*(777)*

Tax rate changes

On 11 March 2020, it was announced that the main rate of corporation tax would remain at 19% for the financial year beginning 1 April 2020. This rate was substantively enacted on 17 March 2020, therefore deferred tax balances have been recognised at a rate of 19%, as this was the substantively enacted rate as at 31 December 2020.

Factors that may affect future tax charges

A change in the main UK corporation tax rate, announced in the budget on 3 March 2021, was substantively enacted on 11 March 2021. From 1 April 2023 the main corporation tax rate will increase from 19% to 25% on profits over £250,000. The rate for small profits under £50,000 will remain at 19%. Where the company's profits fall between £50,000 and £250,000, the lower and upper limits, it will be able to claim an amount of marginal relief providing a gradual increase in the corporation tax rate. This will increase the Group's future tax charge accordingly.

13. Intangible assets

Group

	NHS Contracts £000	Computer software £000	Goodwill £000	Total £000
Cost				
At 1 January 2020	**54,908**	**1,045**	**43,132**	**99,085**
Additions	**12,837**	**208**	**(808)**	**12,237**
Disposals	**(767)**	**(181)**	**-**	**(948)**
Transfer between classes	**-**	**78**	**-**	**78**
At 31 December 2020	**66,978**	**1,150**	**42,324**	**110,452**
Amortisation				
At 1 January 2020	**5,745**	**414**	**13,916**	**20,075**
Charge for the year	**2,690**	**199**	**4,271**	**7,160**
On disposals	**(754)**	**(180)**	**-**	**(934)**
Impairment charge	**449**	**-**	**997**	**1,446**
Transfer between classes	**-**	**62**	**-**	**62**
At 31 December 2020	**8,130**	**495**	**19,184**	**27,809**
Net book value				
At 31 December 2020	**58,848**	**655**	**23,140**	**82,643**
At 31 December 2019	*49,163*	*631*	*29,216*	*79,010*

Impairment

Intangible assets are considered for impairment when impairment indicators are identified at an individual cash-generating unit ("CGU") level. During the year, the CGU's in Triventura Midco I Limited were tested for impairment. For certain CGU's, the carrying value was determined to be higher than its recoverable amount and as a result an impairment charge of £1,446,000 (2019: £957,000) was recognised in the income statement relating to goodwill and intangibles.

Intangible assets (continued)

Business combinations

The Group acquired the share capital of 4 companies in the financial year. The acquisitions are part of the Groups continued strategic growth plan, to become one of the biggest providers of NHS and private dentistry in the United Kingdom. Note 2.12 sets out the Group's policy for accounting for business combinations and note 24 to see how the group accounted for the business combinations in the year.

The Group acquired Dental Magic (Care) Limited during the year, due to the purchase price being lower than the net assets of the company, negative goodwill has arisen. Negative goodwill on acquisition of Dental Magic (Care) Limited of £3,245,000 is included within Goodwill additions.

14. Tangible fixed assets

Group

	Long-term leasehold property £000	Plant and machinery £000	Fixtures and fittings £000	Computer equipment £000	Total £000
Cost					
At 1 January 2020	**7,733**	**6,047**	**3,651**	**1,545**	**18,976**
Additions	**1,832**	**1,849**	**156**	**314**	**4,151**
Disposals	**(149)**	**(595)**	**(3,292)**	**(757)**	**(4,793)**
Transfers between classes	**15**	**-**	**78**	**(172)**	**(79)**
At 31 December 2020	**9,431**	**7,301**	**593**	**930**	**18,255**
Depreciation					
At 1 January 2020	**909**	**1,978**	**2,722**	**810**	**6,419**
Charge for the year	**322**	**358**	**671**	**534**	**1,885**
Disposals	**(77)**	**(521)**	**(3,199)**	**(751)**	**(4,548)**
Transfers between classes	**1**	**-**	**32**	**(95)**	**(62)**
Impairment charge	**110**	**112**	**4**	**6**	**232**
At 31 December 2020	**1,265**	**1,927**	**230**	**504**	**3,926**
Net book value					
At 31 December 2020	**8,166**	**5,374**	**363**	**426**	**14,329**
At 31 December 2019	*6,824*	*4,069*	*929*	*735*	*12,557*

14. Tangible fixed assets (continued)

Property and equipment as well as non-financial assets are considered for impairment when impairment indicators are identified at an individual cash-generating unit ("CGU") level. During the year, the CGU's in Triventura Midco I Limited were tested for impairment. For certain CGU's, the carrying value was determined to be higher than its recoverable amount and as a result an impairment charge of £232,000 (2019: £Nil) was recognised in the income statement relating to property, plant and equipment.

15. Fixed asset investments

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Registered Number	Principal activity	Class of shares	Holding
Triventura Midco II Limited	10692268	Holding	Ordinary	100%
Triventura Bidco Limited	10692363	Holding	Ordinary	100%
Tempire Topco Limited*	116750	Holding	Ordinary	100%
Tempire Midco Limited*	116749	Holding	Ordinary	100%
Tempire Holdings Limited*	113862	Holding	Ordinary	100%
Tempire Investments Limited	09257407	Holding	Ordinary	100%
Colosseum Dental UK Limited	05947797	Holding	Ordinary	100%
Hollybush Dental Care Limited	06378203	Dental services	Ordinary	100%
Colosseum Dental UK Partnerships II Limited	12311847	Dental services	Ordinary	100%
Tilgate Dental Care Limited	06378140	Dental services	Ordinary	100%
Northgate Dental Care Limited	06378091	Dental services	Ordinary	100%
Creekside Dental Care Limited	06378105	Dental services	Ordinary	100%
Little London Dental Care Limited	06378123	Dental services	Ordinary	100%
Horsham Dental Care Limited	06378127	Dental services	Ordinary	100%
Maidstone Dental Care Limited	06377934	Dental services	Ordinary	100%
Peckham Dental Care Limited	06378099	Dental services	Ordinary	100%
Charlton Dental Care Limited	06378569	Dental services	Ordinary	100%
Corby Dental Care Limited	07215476	Dental services	Ordinary	100%
Wellsboune Dental Care Limited	07340006	Dental services	Ordinary	100%
Church Hill Dental Care Limited	07338979	Dental services	Ordinary	100%
Diplomat House Dental Care Limited	07338978	Dental services	Ordinary	100%
Welldene Dental Care Limited	06796271	Dental services	Ordinary	100%
Allington Dental Care Limited	07451761	Dental services	Ordinary	100%

15. Fixed asset investments (continued)

Subsidiary undertakings (continued)

Name	Registered office	Principal activity	Class of shares	Holding
Buntingford Dental Care Limited	07699161	Dental services	Ordinary	100%
Direct Dental Care Limited	07253830	Dental services	Ordinary	100%
Crowborough Dental Care Limited	07463028	Dental Services	Ordinary	100%
Stone Cross Dental Care Limited	06378541	Dental services	Ordinary	100%
Holborough Dental Care Limited	06378115	Dental services	Ordinary	100%
Cambourne Dental Care Limited	07544242	Dental services	Ordinary	100%
Gayton Road Dental Care Limited	07484202	Dental services	Ordinary	100%
Gravesend Dental Care Limited	07484310	Dental services	Ordinary	100%
Kennington Dental Care Limited	07699138	Dental services	Ordinary	100%
Lowestoft Dental Care Limited	07544348	Dental services	Ordinary	100%
Manor Dental Care Limited	07450363	Dental services	Ordinary	100%
Best Practice CDA Limited	07110957	Dental services	Ordinary	100%
South Down Dental Care Limited	07699136	Dental services	Ordinary	100%
Stoke Newington Dental Care Limited	07699169	Dental services	Ordinary	100%
Colosseum Dental UK Partnerships Limited	07451783	Dental services	Ordinary	100%
Hilsea Dental Care Limited	07172339	Dental Services	Ordinary	100%
Halton House Dental Centre Limited	06372475	Dental services	Ordinary	100%
Moat Road Dental Care Limited	06486257	Dental services	Ordinary	100%
Preston Park Dental Care Limited	06378536	Dental services	Ordinary	100%
Tollgate Dental Care Limited	07450354	Dental services	Ordinary	100%
Tooth Smart Dental Care Limited	07463056	Dental services	Ordinary	100%
Totton Dental Care Limited	07544338	Dental services	Ordinary	100%
Vicarage Lane Dental Care Limited	07699141	Dental services	Ordinary	100%
Walworth Road Dental Care Limited	07545393	Dental services	Ordinary	100%
Well Street Dental Care Limited	07544345	Dental services	Ordinary	100%
Highview Dental Care Limited	07141990	Dental services	Ordinary	100%

15. Fixed asset investments (continued)

Subsidiary undertakings (continued)

Name	Registered office	Principal activity	Class of shares	Holding
Handside Dental Surgery Limited	09006734	Dental services	Ordinary	100%
Honor Oak Dental Care Limited	07141997	Dental services	Ordinary	100%
V.A.S Dental Care Limited	06604270	Dental services	Ordinary	100%
GW (Wood Green) Limited	08949447	Dental services	Ordinary	100%
Deanbrook Dental Care Limited	08298784	Dental services	Ordinary	100%
Market Place Dental Practice Limited	05879406	Dental services	Ordinary	100%
Mawsley Dental Clinic Limited	06342273	Dental services	Ordinary	100%
White House Dental Care Limited	07185903	Dental services	Ordinary	100%
West Hill Dental Clinic Limited	05218356	Dental services	Ordinary	100%
Bradlaw House Dental Care Ltd	07277351	Dental services	Ordinary	100%
Gentle Dental & Implant Care Ltd	06393444	Dental services	Ordinary	100%
Paulsgrove Dental Care Ltd	07172257	Dental services	Ordinary	100%
Portsea Dental Care Ltd	07172390	Dental services	Ordinary	100%
Southsea Dental Care Ltd	06594490	Dental services	Ordinary	100%
R G Mattey Limited	06737373	Dental services	Ordinary	100%
Dental Magic (Care) Ltd	07194827	Dental services	Ordinary	100%
Rosebank Dental Practice Limited	07558183	Dental services	Ordinary	100%
Gaskell Avenue Dental Practice Limited	07685354	Dental services	Ordinary	100%
Broncastell Limited	07150991	Dental services	Ordinary	100%
Taghi & Kia Limited	06152573	Dental services	Ordinary	100%
Meyrumlu1 Limited	07699166	Dormant	Ordinary	100%
Eastwood Clinic Limited	07277366	Dormant	Ordinary	100%
South East England CDA Limited	07116020	Dormant	Ordinary	100%
Kismar CDA Limited	07116053	Dormant	Ordinary	100%

15. Fixed asset investments (continued)

Subsidiary undertakings (continued)

All subsidiary undertakings within the Group have been consolidated in these financial statements. The Company is the immediate parent of Triventura Midco II Limited and its investment is £1, all other subsidiaries are indirectly held.

During the year, the Group acquired 100% of the share capital of Broncastell Limited, Dental Magic (Care) Ltd, Rosebank Dental Practice Limited and Gaskell Avenue Dental Practice Limited.

Under section 479A of the Companies Act 2006 all the above companies have taken the exemption in relation to the audit of financial statements.

The registered office of the Company and all its subsidiaries (with the exception of those marked with *) is Endeavour House Second Floor, Crawley Business Quarter, Manor Royal, Crawley, West Sussex, United Kingdom, RH10 9LW. The registered office of Tempire Topco Limited, Tempire Midco Limited and Tempire Holdings Limited is 26 New Street, St Helier, Jersey, JE2 3RA.

16. Stocks

	Group 2020 £000	*Group 2019 £000*
Raw materials and consumables	**829**	*596*
Work in progress	**322**	*302*
	1,151	*898*

The cost of inventories recognised within cost of sales is £1,561,000 (2019: £1,655,000).

Work in progress is calculated by the measure of open course treatment at the end of the year.

17. Debtors

	Group 2020 £000	*Group 2019 £000*	Company 2020 £000	*Company 2019 £000*
Trade debtors	**2,700**	*1,087*	**-**	*-*
Amounts owed by group undertakings	**-**	*-*	**89,264**	*107,084*
Other debtors	**1,175**	*592*	**157**	*104*
Prepayments and accrued income	**1,543**	*1,453*	**-**	*-*
	5,418	*3,132*	**89,421**	*107,188*

Trade receivables are stated after provisions for impairment are made. Impairment for the year is £Nil (2019: £Nil).

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

18. Creditors: Amounts falling due within one year

	Group 2020 £000	*Group 2019 £000*	Company 2020 £000	*Company 2019 £000*
Trade creditors	**782**	*1,630*	**-**	*-*
Amounts owed to group undertakings	**1,181**	*611*	**-**	*-*
Corporation tax	**45**	*20*	**-**	*-*
Other taxation and social security	**309**	*242*	**-**	*-*
Other creditors	**7,325**	*4,391*	**-**	*-*
Accruals and deferred income	**4,804**	*8,703*	**12**	*12*
Preference shares (note19)	**-**	*47,782*	**-**	*47,782*
Dividends	**-**	*13,683*	**-**	*13,683*
	14,446	*77,062*	**12**	*61,477*

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

	Group 2020 £000	*Group 2019 £000*	Company 2020 £000	*Company 2019 £000*
Amounts owed to group undertakings	**78,869**	*62,975*	**45,475**	*62,975*
Other creditors	**1,710**	*706*	**468**	*356*
	80,579	*63,681*	**45,943**	*63,331*

The intra-group loan of £78,869,000 (2019: £62,975,000) is repayable to Colosseum Dental Group AS. The loan is unsecured and is repayable year ended 2025. Interest is payable on the loan at a rate equivalent to the weighted average interest cost incurred by Colosseum Dental Group AS under its senior loan facility plus a margin. The margin was previously 0.8%. On 3 August 2018 the Group was refinanced and the margin, which is linked to the central currency exposure, was revised to 0.3%. On 10 October 2018 the margin changed to zero as the debt was converted centrally into GBP. For all new loans taken after 3 August 2018, the margin is 0.3%. The effective interest rate for the year was 4.2%.

20. Financial instruments

	Group 2020 £000	*Group 2019 £000*
Financial assets		
Trade receivables	**2,700**	*1,087*
Other receivables	**1,325**	*308*
	4,025	*1,395*
Financial liabilities		
Trade payables	**782**	*1,630*
Loans owed to group undertakings	**78,869**	*62,975*
Amounts owed to group undertakings	**1,181**	*611*
Prefence shares	**-**	*47,782*
Preference share dividend	**-**	*13,202*
Other creditors	**7,325**	*4,393*
Accruals and deferred income	**4,804**	*8,703*
	92,961	*139,296*

21. Deferred taxation

Group

	2020 £000
At beginning of year	**(3,626)**
Charged to profit or loss	**414**
Arising on business combinations	**(2,480)**
Utilised in year	**-**
At end of year	**(5,692)**

The Group has unprovided deferred tax losses of £1,950,000 (2019: £1,712,000) and short term timing differences of £35,813 (2019: £59,075).

The provision for deferred taxation is made up as follows:

	Group 2020 £000	*Group* *2019* *£000*
Accelerated capital allowances	**2,193**	*1,273*
Tax losses carried forward	**2,967**	*2,983*
Other timing differences	**375**	*17*
Acquired intangible assets	**(11,227)**	*(7,899)*
	(5,692)	*(3,626)*

The Company had no liabilities to deferred tax at 31 December 2020 or at 31 December 2019.

22. Share capital

	2020 £000	*2019 £000*
Shares classified as equity		
Allotted, called up and fully paid		
24,108,299 *(2019 - 395,768)* Ordinary shares shares of £0.010 each	**241**	*4*
Shares classified as debt		
Allotted, called up and fully paid		
47,781,732 *(2019 - 47,781,732)* Preference shares shares of £0.001 each	**-**	*47,782*

The preference shares and accrued dividends were converted into ordinary shares on 30 November 2020.

On 30 November 2020, the Company completed a restructuring of preference shares with a paid up value of £47,782,000 and related accrued dividends of £18,935,000, both of which were classified within current liabilities, these were converted to ordinary shares in the year and subsequently the Company issued 23,712,531 ordinary shares at £0.01 per share.

23. Reserves

Share premium account

This reserve records the amount above the nominal value received for shares sold, less transaction costs.

24. Business combinations

The Group's objective is to acquire high quality dental practices.

During the financial year, Colosseum Dental UK Limited acquired 100% of the issued share capital of 4 companies, for total consideration comprising £10,744,000.

In accordance with section 615 of the Companies Act 2006, the Group has taken no account of any premium on the shares issued and has recorded the cost of the investment at the nominal value of the shares issued.

Acquisition of 4 wholly owned dental practices

Recognised amounts of identifiable assets acquired and liabilities assumed

	Book value £000	Fair value adjustments £000	Fair value £000
Fixed Assets			
Tangible	**285**	**-**	**285**
Intangible	**-**	**12,789**	**12,789**
	285	**12,789**	**13,074**
Current Assets			
Stocks	**75**	**-**	**75**
Debtors	**594**	**-**	**594**
Cash at bank and in hand	**895**	**-**	**895**
Total Assets	**1,849**	**12,789**	**14,638**
Creditors			
Due within one year	**(557)**	**-**	**(557)**
Due after more than one year	**(50)**	**-**	**(50)**
Deferred taxation	**(50)**	**(2,430)**	**(2,480)**
Total Identifiable net assets	**1,192**	**10,359**	**11,551**
Goodwill			**(807)**
Total purchase consideration			**10,744**

24. Business combinations (continued)

Consideration

	£000
Cash	8,647
Deferred consideration	1,300
Directly attributable costs	797
Total purchase consideration	**10,744**

Cash outflow on acquisition

	£000
Purchase consideration settled in cash, as above	8,647
Directly attributable costs	797
	9,444
Less: Cash and cash equivalents acquired	(895)
Net cash outflow on acquisition	**8,549**

The results of our 4 wholly owned dental practices since acquisition are as follows:

	Current period since acquisition £000
Turnover	1,718
Profit for the period since acquisition	239

25. Discontinued operations

As part of the Group's UK portfolio review and continued commitment to strategic restructuring it sold the trade and assets of 1 clinic.

26. Pension commitments

The Group operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the Group to the scheme and amounted to £204,000 (2019: £153,000).

Contributions totalling £60,000 (2019: £42,000) were payable to the scheme at the end of the period and are included in current liabilities.

27. Commitments under operating leases

At 31 December 2020 the Group and the Company had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	Group 2020 £000	*Group 2019 £000*
Not later than 1 year	**2,282**	*2,296*
Later than 1 year and not later than 5 years	**8,454**	*9,184*
Later than 5 years	**10,876**	*10,877*
	21,612	*22,357*

The Company had no operating lease commitments at 31 December 2020 or 31 December 2019.

There are no material claims against the Company and the Group that the directors are aware of.

28. Related party transactions

The Group has taken advantage of the exemption not to disclose related party transactions or balances between entities with fellow subsidiaries that have been eliminated on consolidation.

The Company has also taken advantage of the exemption in paragraph 33.1A of FRS 102 "Related Party Disclosures" from disclosing transactions with wholly owned members of the Group.

29. Post balance sheet events

Acquisitions of dental practices

After the year end, the Group acquired two new dental practices as part of its continued commitment to growth and strategic restructuring.

30. Controlling party

The immediate parent undertaking is Colosseum Dental Group AS a company incorporated in Norway.

The largest group to consolidate these financial statements is Colosseum Holdco II AG.

The Group's ultimate parent company and controlling party is Jacobs Holding AG a company incorporated in Switzerland.