



**IDH Finance plc**  
Quarterly Financial Report  
3 months ended 30 September 2017

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## Presentation of financial data

This report summarises consolidated financial and operating data derived from the unaudited consolidated financial statements of Turnstone Midco 2 Limited, the parent company of IDH Finance plc. The summary financial information provided has been derived from our records for the three month accounting period to 30 September 2017 which are maintained in accordance with International Financial Reporting Standards as adopted by the European Union (‘IFRS’). The interim results are not necessarily indicative of the results to be expected for the full year.

We have presented certain non-IFRS information in this quarterly report. This information includes “EBITDA” and other measures derived therefrom, including EBITDA before non-underlying items, which represents earnings before interest, tax, depreciation, amortisation, impairment and other non-underlying items. Our management believes metrics derived from EBITDA are meaningful for investors because they provide an analysis of our operating results, profitability and ability to service debt. Measures derived from EBITDA are also used by management to track our business development, establish operational and strategic targets and make important business decisions. EBITDA is the measure commonly used by investors and other interested parties in our industry.

Comparative information has been provided for the quarter ended 30 September 2016 and for the six months ended 30 September 2016. Information presented in this report and described as like-for-like excludes any practices or other operating units trading in the group in the current financial year or the year ended 31 March 2017 but not in both.

References to “Integrated Dental Holdings”, “IDH” and “the group” refer to Turnstone Midco 2 Limited and all of its subsidiaries.

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## Summary highlights

- Revenue for the three months ended 30 September 2017 (“Q2 FY18”) of £142.7m, which was 0.4% higher than the three months ended 30 September 2016 (“Q2 FY17”), predominantly due to growth in Dental Directory revenues, partially offset by lower Unit of Dental Activity (“UDA”) delivery in mydentist.
- Q2 FY18 like-for-like private revenue growth of 7.1%, or 8.8% if adjusted for the number of working days.
- Q2 FY18 gross margin percentage of 44.1% compared to 44.9% in Q2 FY17.
- Overheads, excluding depreciation, goodwill amortisation and non-underlying items, as a percentage of revenue were 34.9%, compared to 33.4% in Q2 FY17.
- EBITDA before non-underlying items for the three months ended 30 September 2017 of £13.7m (9.6% of revenue), 18.9% behind the three months to 30 September 2016 (£16.8m, 11.9% of revenue).
- Like-for-like UDA delivery per working day down 4.9% year-on-year, for the quarter.
- LTM EBITDA of £60.4m; and estimated pro-forma adjusted LTM EBITDA of £61.4m.
- 11 loss making dental practices were closed or sold during the quarter through the ongoing portfolio review – total practices at 30 September 2017 were 661.
- Acquisition related expenditure of £1.5m is in respect of contingent consideration for prior year acquisitions.
- BF Mulholland Limited, a Northern Irish dental supplies business, acquired in October 2017.
- Cash generated from operations of £21.5m (Q2 FY17: £23.3m).
- Maintenance capital expenditure for the quarter ended 30 September 2017 was £3.7m.
- Normalised cash conversion adjusting for one-off items in working capital and maintenance capital expenditure was 138.9%.
- Cash and cash equivalents at 30 September 2017 of £15.1m and net debt was £526.3m.
- Gearing levels are 8.72 times and 8.57 times LTM EBITDA and estimated pro-forma adjusted LTM EBITDA respectively.
- £100m Super Senior Revolving Credit Facility undrawn at 30 September 2017.

## Management's discussion and analysis of financial condition and results of operations

### Overview

Integrated Dental Holdings ("IDH") announces its results for the quarter ended 30 September 2017.

IDH is the leading provider of dental services in the United Kingdom and, through mydentist, operates a network of 661 dental practices throughout England, Scotland, Wales and Northern Ireland.

mydentist's core business is the provision of primary care dental services on behalf of the NHS. The majority of dental practices also provide private dentistry services including general dentistry, hygienist and cosmetic services. A number of our practices also provide specialist and advanced services such as treatment under sedation, dental implants and orthodontics.

In addition, the group's Dental Directory business is a leading provider of materials, equipment and services to dental practices across the UK.

### Commentary on results

The following discussion of IDH's financial condition and results of operations should be read in conjunction with the unaudited condensed consolidated financial statements and the related notes contained in this interim report.

The key performance indicators for the group for the four quarters from 1 July 2016 to 30 June 2017 and for the quarter ended 30 September 2017 are provided below:

Key performance indicators	Q2 2017	Q3 2017	Q4 2017	Q1 2018	Q2 2018
Revenue (£m)	142.1	149.4	150.9	141.6	142.7
EBITDA (£m)	16.8	16.8	17.1	12.8	13.7
LTM EBITDA (£m)	77.7	72.5	68.8	63.5	60.4
Operating profit/(loss) (£m)	1.2	(13.4)	(14.3)	(10.7)	(69.9)
NHS dentistry services as a percentage of revenue	66.6%	64.9%	65.1%	63.5%	63.9%
Private dentistry services as a percentage of revenue	16.5%	16.3%	16.3%	17.3%	17.6%
Dental Directory as a percentage of revenue	16.9%	18.8%	18.6%	19.2%	18.5%
Like-for-like private revenue growth	3.8%	6.2%	8.0%	3.8%	7.1%
Gross profit margin %	44.9%	43.7%	43.8%	44.1%	44.1%
Overheads as a percentage of revenue	33.4%	32.8%	32.7%	35.5%	34.9%
EBITDA margin %	11.9%	11.3%	11.3%	9.0%	9.6%
Number of dental practices	675	677	674	672	661
Maintenance capital expenditure (£m)	5.4	3.2	3.9	4.1	3.7
Cash conversion after maintenance capital expenditure % (1)	116.7%	36.1%	108.5%	95.9%	138.7%
Estimated pro-forma adjusted EBITDA (£m)	81.0	75.5	70.3	64.6	61.4

(1) Normalised cash conversion, after adjusting for one-off items in working capital and maintenance capital expenditure in Q2 FY18 was 138.9% (Q2 FY17: 117.8%).

During the quarter, we closed or sold 11 loss making dental practices for a total of 661 dental practices in our estate as at 30 September 2017 (30 September 2016: 675).

### Revenue

Group revenue increased by £0.6m, or 0.4%, from £142.1m for the three month period ended 30 September 2016 (“Q2 FY17”) to £142.7m for the three month period to 30 September 2017 (“Q2 FY18”).

mydentist revenue decreased by £1.9m from £118.1m to £116.2m. There was one fewer trading day in Q2 FY18 than in the equivalent period in FY17.

Revenue from Dental Directory, after the elimination of intragroup trading, increased by £2.5m from £24.0m in Q2 FY17 to £26.5m in Q2 FY18.

Group revenue	Q2 2018 £'000	Q2 2017 £'000	Movement £'000
Practices owned as at 1 April 2016	114,543	117,231	(2,688)
Practice disposals	41	546	(505)
Practices acquired or opened:			
During the 12 months ended 31 March 2017	1,361	295	1,066
During the 6 months ended 30 September 2017	230	-	230
Total mydentist revenue	116,175	118,072	(1,897)
Dental Directory revenue	26,487	24,007	2,480
Group revenue	142,662	142,079	583

Revenue of £1.6m was contributed by the six practices acquired during the period 1 April 2016 to 31 March 2017 (“FY17 acquisitions”) and the one practice acquired during FY18 (“FY18 acquisition”). This represents an increase of £1.3m over the £0.3m contributed by the four practices acquired in the six months ended 30 September 2016.

### NHS revenue

NHS revenue for the quarter ended 30 September 2017 was £91.1m, a decrease of £3.6m or 3.8% from £94.7m in Q2 FY17. An additional £1.2m of revenue was generated by FY17 and FY18 acquisitions.

NHS revenue generated from practices owned at 1 April 2016, excluding disposals, reduced from £94.0m to £89.6m. The decrease is principally due to a lower level of UDA delivery in the quarter when compared to FY17. The continuing lower level of UDA delivery is disappointing and is a result of a reduction in the number of hours dentists are making themselves available for NHS work, a reduction in the volume of contracted UDA’s held by individual dentists and the influence of private growth due to patient choice. Management actions to accelerate the recruitment of additional clinicians to reduce the current shortfall in UDA’s contracted to clinicians continue with well-attended resourcing days across the country and the development of our overseas channel options. However with regulatory and registration requirements it can take between six to nine months for a clinician position to be filled. We have seen an increase in the total number of contracted clinicians in Q2 which we expect will start to reverse the decline we have experienced in UDA performance during the later months of the current financial year. Clinician turnover remains at low levels of less than 10% per annum.

The decrease is partially offset by the annual NHS dentistry contract rate uplifts, which have now been announced at 1.14% in England, 1.44% in Wales and 2.25% in Scotland.

## Private revenue

Private revenue for the quarter ended 30 September 2017 was £25.0m, 7.1% higher than £23.4m for the equivalent period in FY17.

Like-for-like practices increased private sales by £1.7m, or 7.1%, 8.8% when adjusted to reflect the number of working days. Acquired practices generated £0.1m of additional private revenue. Private revenue growth continues to reflect the range of treatment options available to our patients, such as hygiene, in addition to certain price increases.

## Dental Directory revenue

Revenue of £26.5m (Q2 FY17: £24.0m) has been generated from the business units across the Dental Directory division. The increase of £2.5m is principally derived from the high street and facial aesthetics sectors, reflecting some volume growth but mainly due to price increases arising from assessments of market conditions following the decline in exchange rates over the last financial year.

## Cost of sales

Gross margin for the quarter ended 30 September 2017 was 44.1% a 0.8% decrease from 44.9% in the quarter ended 30 September 2016. mydentist gross margin for Q2 FY18 was 46.8% (Q2 FY17: 46.7%) and gross margin in Dental Directory was 29.4% (Q2 FY17: 30.2%).

Cost of sales increased by £1.4m, or 1.8%, from £78.3m to £79.7m for the quarter ended 30 September 2017. The increase reflects the combined impact of revenue growth and lower margins within Dental Directory.

mydentist gross margin has remained stable at 46.8%, although this reflects higher dentists fees, and higher materials costs compared to the previous year, offset by the 1.14% NHS contract uplift with effect from 1 April 2017 and savings in laboratory costs. Locum costs are broadly in line with Q2 FY17.

The reduction in Dental Directory gross margin results from the increase in the cost of goods sold following the decline in the value of Sterling against the Euro over the last twelve months. These costs have been partially mitigated by market based price increases to customers. Further exchange rate volatility could have an impact on the cost of sales of Dental Directory as c.40% of the division's purchases are made on a wholesale basis mainly in Euros or, to a lesser extent, in US Dollars.

## Overheads

Overheads, including administrative expenses, distribution costs, amortisation and impairment of intangible assets, depreciation, grant income and other non-underlying items were £133.4m for Q2 FY18, an increase of £70.3m from £63.1m in the three months to 30 September 2016. The increase is due to impairment charges of £69.6m recognised in Q2 FY18.

Overheads excluding amortisation and impairment of intangible assets, depreciation, grant income and other non-underlying items were £49.8m, an increase of £2.3m from £47.5m in Q2 FY17.

The increase in overheads principally reflects higher dental practice staff costs through both headcount and living wage increases, along with higher equipment maintenance costs. Dental Directory support centre headcount has also increased to support revenue growth and product development.

The group's largest overhead is the cost of staff working in dental practices, in operational management and at the divisional support centres. In the quarter ended 30 September 2017, staff costs were £32.9m, an increase of £1.7m from £31.2m in Q2 FY17.

Rent expense for the quarter was £3.8m, 2.6% of revenue and in line with Q2 FY17.

Dental equipment and practice property maintenance costs for Q2 FY18 were £3.5m, £1.0m higher than Q2 FY17.

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**Other operating income**

Other operating income for the three months ended 30 September 2017 was £0.5m. Other operating income includes contractual support received from Scottish Health Boards to assist in the upkeep of our Scottish dental practices (based on the proportion of NHS treatment carried out by each practice) and property rental income.

**Other gains**

Other gains include net realised and unrealised foreign exchange gains and losses arising in Dental Directory, principally in relation to foreign exchange forward contracts, which are used to hedge the cash impact of a proportion of the cost of goods purchased in Euros and US Dollars.

**EBITDA before non-underlying items**

Earnings before interest, tax, depreciation, amortisation and non-underlying items for the three months ended 30 September 2017 was £13.7m.

**Non-underlying items**

The mydentist practice portfolio review has so far identified a small number of practices (approximately 30) which are no longer considered to be economically viable. The decision has therefore been taken to either close or market these practices for sale, with completions expected over the remainder of FY18. As a result, the group has written down the carrying value of the assets associated with these practices to their recoverable amount and reclassified those assets as held for sale. The additional sites earmarked for closure or sale during Q2 FY18 have resulted in a charge to the income statement of £8.3m, which is included within non-underlying items. The portfolio review will continue to review the status of practices across the estate.

Also included within non-underlying items, are impairment charges of £60.2m and £1.1m recorded against the carrying value of goodwill and intangible assets respectively within the mydentist division. The impairments reflect the effects of current UDA delivery performance and a number of small permanent contract hand-backs agreed with NHS Regions during the quarter. The permanent contract cuts have affected a limited number of practices where delivery rates have been consistently difficult to maintain due to either dentist or patient shortages. See also note 3(a) to the Condensed Consolidated Financial Statements.



### Year to date performance

In the six months to 30 September 2017, revenue decreased by 0.4% from £285.5m to £284.3m. This decrease principally reflects a decline in NHS revenues, partially offset by revenue growth within Dental Directory and continued growth in private dentistry revenues.

Revenue generated from dental practices owned at 1 April 2016 has decreased by £8.0m reflecting a £10.6m reduction in NHS revenue offset by a £2.6m increase in private dentistry revenue.

Group revenue	YTD 2018 £'000	YTD 2017 £'000	Movement £'000
Practices owned as at 1 April 2016	227,401	235,375	(7,974)
Practice disposals	260	1,107	(847)
Practices acquired or opened:			
During the 12 months ended 31 March 2017	2,545	397	2,148
During the 6 months ended 30 September 2017	426	-	426
Total mydentist revenue	230,632	236,879	(6,247)
Dental Directory revenue	53,679	48,591	5,088
Group revenue	284,311	285,470	(1,159)

EBITDA before exceptional items for the year to date was £26.5m.

### Estimated pro-forma adjusted LTM EBITDA

	£'000
LTM EBITDA before exceptional items at 30 September 2017	60,359
Estimated adjusted EBITDA of acquired dental practices at 30 September 2017	366
EBITDA from disposals	723
Estimated pro-forma adjusted EBITDA	61,448

Estimated pro-forma adjusted LTM EBITDA has been calculated following the methodology set out in the IDH Finance plc Offering Memorandum dated 22 July 2016.

The estimated adjusted EBITDA for acquired businesses are management estimates for the annual EBITDA of an acquired business less the actual results consolidated in LTM EBITDA from the date of acquisition. The EBITDA from disposals adds back trading losses incurred in the last twelve months in practices closed or disposed of in the period from 1 October 2016 to 30 September 2017.

### Finance costs

Finance costs of £10.7m in Q2 FY18 include £9.9m in respect of the £275.0m Senior Secured Fixed Rate Notes, £150.0m Senior Secured Floating Rate Notes and £130.0m Second Lien Notes. A further £0.7m relates to the amortisation of debt arrangement fees and non-utilisation fees payable in respect of the Super Senior Revolving Credit Facility ("SSRCF"). The remaining £0.1m arises from the unwinding of discount in respect of contingent consideration and certain provisions which are expected to be settled in future periods.

Q2 FY17 includes the costs associated with the re-financing of the group's external bond debt in August 2016.

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### **Debt and liquidity**

At 30 September 2017, net debt was £526.3m, compared to £528.0m at 30 June 2017. This decrease principally reflects an increase in cash.

Net cash flow for the quarter was an inflow of £2.3m. This arises from cash generated from operating activities of £21.5m and net proceeds from the sale of dental practices of £0.3m, offset by expenditure of £14.2m for the servicing of finance, capital expenditure of £3.9m and £1.5m in respect of contingent consideration for acquisitions completed in previous periods.

The SSRCF remained undrawn at 30 September 2017.

### **Working capital movements**

Cash generated from operations decreased from £23.3m in Q2 FY17 to £21.5m principally due to the decline in revenue and profitability when compared to the previous year.

### **Capital expenditure**

Capital expenditure for Q2 FY18 was £3.9m. This included acquisition refurbishments of £0.2m and “maintenance” capital expenditure of £3.7m.

### **Cash conversion**

Cash conversion is measured as the ratio of EBITDA to cash generated from operations less maintenance capital expenditure and for the quarter was 138.7% compared to 116.7% in the corresponding quarter in FY17.

Cash conversion excluding working capital movements was 72.7% (Q2 FY17: 67.8%).

### **Acquisitions**

Acquisitions capital expenditure in the quarter of £1.5m related to contingent consideration paid in respect of acquisitions completed in previous years.

### **Changes to the senior management team**

In October 2017, Omar Shafi Khan was appointed Chief Financial Officer of the group and will join the board of Turnstone Midco 2 Limited and IDH Finance plc during Q3.

Steve Melton, former Chief Executive Officer of Circle Holdings, Europe’s largest co-owned hospital group, also joined the group in October 2017 as Managing Director of the mydentist division.

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## **Risk factors**

The latest opportunity and risk position of the group is detailed in the Annual Report to bondholders for Turnstone Midco 2 for the year ended 31 March 2017.

## **Post balance sheet events**

Following the quarter end, BF Mulholland Limited, a Northern Ireland based distributor of dental materials and equipment was acquired by the Dental Directory division in October 2017.

# **Turnstone Midco 2 Limited**

**Condensed interim consolidated financial statements – Unaudited**

**Quarter ended 30 September 2017**

## Consolidated income statement (unaudited)

For the quarter ended 30 September 2017

	<i>Note</i>	Q2 2018 £'000	Q2 2017 £'000
Revenue	4	142,662	142,079
Cost of sales		(79,720)	(78,317)
Gross profit	4	62,942	63,762
Distribution costs		(4,287)	(4,199)
Administrative expenses		(129,140)	(58,943)
Other operating income		511	544
Other gains		89	76
Operating (loss)/profit	4	(69,885)	1,240
EBITDA before non-underlying items	4	13,671	16,849
Amortisation of intangible assets		(7,971)	(8,171)
Depreciation		(5,389)	(5,145)
Amortisation of government grant income		14	14
Impairment of intangible assets		(61,315)	-
Impairment of non-current assets reclassified as held for sale and profit/(loss) on closure or disposal of dental practices		(8,303)	-
Other non-underlying items		(681)	(2,383)
Foreign exchange gains		89	76
Operating (loss)/profit	4	(69,885)	1,240
Finance costs		(10,650)	(24,163)
Finance income		2	382
Net finance costs		(10,648)	(23,781)
Loss before income tax	4	(80,533)	(22,541)
Income tax credit	5	2,763	4,841
Loss for the period		(77,770)	(17,700)
Attributable to:			
Owners of the parent		(77,785)	(17,680)
Non-controlling interests		15	(20)
		(77,770)	(17,700)

There are no items of other comprehensive income during the current or previous period other than those stated above and therefore no separate statement of comprehensive income has been presented.

## Consolidated income statement (unaudited)

For the six months ended 30 September 2017

	Note	YTD 2018 £'000	YTD 2017 £'000
Revenue	4	284,311	285,470
Cost of sales		(158,875)	(155,750)
Gross profit	4	125,436	129,720
Distribution costs		(8,494)	(8,448)
Administrative expenses		(198,773)	(117,880)
Other operating income		1,036	1,023
Other gains		221	509
Operating (loss)/profit	4	(80,574)	4,924
EBITDA before non-underlying items	4	26,462	34,912
Amortisation of intangible assets		(16,193)	(16,330)
Depreciation		(10,816)	(10,215)
Amortisation of government grant income		28	33
Impairment of intangible assets		(61,315)	-
Impairment of non-current assets reclassified as held for sale and profit/(loss) on closure or disposal of dental practices		(18,016)	-
Other non-underlying items		(945)	(3,985)
Foreign exchange gains		221	509
Operating (loss)/profit	4	(80,574)	4,924
Finance costs		(21,660)	(33,824)
Finance income		497	575
Net finance costs		(21,163)	(33,249)
Loss before income tax	4	(101,737)	(28,325)
Income tax credit	5	5,411	5,903
Loss for the period		(96,326)	(22,422)
Attributable to:			
Owners of the parent		(96,339)	(22,407)
Non-controlling interests		13	(15)
		(96,326)	(22,422)

There are no items of other comprehensive income during the current or previous period other than those stated above and therefore no separate statement of comprehensive income has been presented.

## Consolidated balance sheet (unaudited)

At 30 September 2017

	<i>Note</i>	Q2 2018 £'000	Q2 2017 £'000
<b>Non-current assets</b>			
Goodwill	8	249,184	341,238
Other intangible assets	8	396,755	440,271
Property, plant and equipment		93,467	101,351
Deferred tax income tax assets		14,758	10,898
		<u>754,164</u>	<u>893,758</u>
<b>Current assets</b>			
Inventories		22,877	21,424
Trade and other receivables		44,551	47,451
Current income tax		128	-
Derivative financial instruments		7	633
Cash and cash equivalents		15,089	18,016
		<u>82,652</u>	<u>87,524</u>
Assets classified as held for sale		3,382	490
<b>Total assets</b>		<u>840,198</u>	<u>981,772</u>
<b>Equity attributable to the owners of the parent</b>			
Share capital		410,961	410,961
Accumulated losses		(297,431)	(157,311)
		<u>113,530</u>	<u>253,650</u>
Non-controlling interest		114	74
<b>Total equity</b>		<u>113,644</u>	<u>253,724</u>
<b>Non-current liabilities</b>			
Borrowings	7	541,404	538,787
Other payables	6	880	1,496
Deferred income tax liabilities		40,544	46,867
Post employment benefits		321	-
Provisions		6,424	7,094
<b>Total non-current liabilities</b>		<u>589,573</u>	<u>594,244</u>
<b>Current liabilities</b>			
Trade and other payables	6	135,420	130,291
Current income tax		2	303
Provisions		1,529	1,652
Derivative financial instruments		30	1,558
<b>Total current liabilities</b>		<u>136,981</u>	<u>133,804</u>
<b>Total liabilities</b>		<u>726,554</u>	<u>728,048</u>
<b>Total equity and liabilities</b>		<u>840,198</u>	<u>981,772</u>

## Consolidated statement of changes in equity (unaudited)

*For the quarter ended 30 September 2017*

	Q2 2018				
	Share capital	Retained earnings	Total equity attributable to the owners of the parent	Non-controlling interest	Total equity
	£'000	£'000	£'000	£'000	£'000
Balance at beginning of the period	410,961	(219,646)	191,315	99	191,414
Comprehensive expense for the period					
Total comprehensive expense for the period	-	(77,785)	(77,785)	15	(77,770)
Balance at end of the period	410,961	(297,431)	113,530	114	113,644

	Q2 2017				
	Share capital	Retained earnings	Total equity attributable to the owners of the parent	Non-controlling interest	Total equity
	£'000	£'000	£'000	£'000	£'000
Balance at beginning of the period	410,961	(139,631)	271,330	94	271,424
Comprehensive expense for the period					
Total comprehensive expense for the period	-	(17,680)	(17,680)	(20)	(17,700)
Balance at end of the period	410,961	(157,311)	253,650	74	253,724



## Consolidated statement of changes in equity (unaudited)

*For the six months ended 30 September 2017*

	YTD 2018				
	Share capital	Retained earnings	Total equity attributable to the owners of the parent	Non-controlling interest	Total equity
	£'000	£'000	£'000	£'000	£'000
Balance at beginning of the period	410,961	(201,092)	209,869	101	209,970
Comprehensive expense for the period					
Total comprehensive expense for the period	-	(96,339)	(96,339)	13	(96,326)
Balance at end of the period	410,961	(297,431)	113,530	114	113,644

	YTD 2017				
	Share capital	Retained earnings	Total equity attributable to the owners of the parent	Non-controlling interest	Total equity
	£'000	£'000	£'000	£'000	£'000
Balance at beginning of the period	410,961	(134,904)	276,057	89	276,146
Comprehensive expense for the period					
Total comprehensive expense for the period	-	(22,407)	(22,407)	(15)	(22,422)
Balance at end of the period	410,961	(157,311)	253,650	74	253,724

## Consolidated cash flow statement (unaudited)

For the quarter ended 30 September 2017

	Q2 2018 £'000	Q2 2017 £'000
<b>Cash flows from operating activities</b>		
Loss before taxation	(80,533)	(22,541)
Depreciation of property, plant and equipment	5,389	5,145
Amortisation of government grants	(14)	(14)
Amortisation of intangible assets	7,971	8,171
Finance costs	10,650	24,163
Finance income	(2)	(382)
Loss on business and asset disposals	8,332	-
Impairment of intangible assets	61,315	-
Differences between contingent consideration paid and initial estimates	(178)	(63)
Net unrealised foreign exchange losses	190	367
<b>Cash generated from operations before movements in working capital</b>	<b>13,120</b>	<b>14,846</b>
<b>Changes in working capital</b>		
Movement in inventories	115	(607)
Movement in trade and other receivables	251	419
Movement in trade and other payables	8,397	8,925
Movement in provisions	(354)	(285)
<b>Net cash inflow from operating activities</b>	<b>21,529</b>	<b>23,298</b>
<b>Cash flows from investing activities</b>		
Acquisitions (net of cash acquired)	(1,452)	(3,748)
Purchase of property, plant and equipment	(3,860)	(6,081)
Purchase of freehold property held for sale	-	(225)
Proceeds from business and asset disposals	341	1
Interest received	2	4
<b>Net cash outflow from investing activities</b>	<b>(4,969)</b>	<b>(10,049)</b>
<b>Cash flows from financing activities</b>		
Drawdown of bank loans	-	-
Repayment of bank loans	-	(39,000)
Proceeds from issue of notes	-	49,700
Arrangement fees and associated professional costs	-	(15,608)
Bank and bond interest paid	(14,237)	(12,177)
<b>Net cash outflow from financing activities</b>	<b>(14,237)</b>	<b>(17,085)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>2,323</b>	<b>(3,836)</b>
Cash and cash equivalents at the beginning of the period	12,766	21,852
<b>Cash and cash equivalents at the end of the period</b>	<b>15,089</b>	<b>18,016</b>

## Consolidated cash flow statement (unaudited)

For the six months ended 30 September 2017

	YTD 2018 £'000	YTD 2017 £'000
<b>Cash flows from operating activities</b>		
Loss before taxation	(101,737)	(28,325)
Depreciation of property, plant and equipment	10,816	10,215
Amortisation of government grants	(28)	(33)
Amortisation of intangible assets	16,193	16,330
Finance costs	21,660	33,824
Finance income	(497)	(575)
Loss on business and asset disposals	18,045	2
Impairment of intangible assets	61,315	-
Differences between contingent consideration paid and initial estimates	(126)	(154)
Net unrealised foreign exchange losses	(113)	106
<b>Cash generated from operations before movements in working capital</b>	<b>25,528</b>	<b>31,390</b>
<b>Changes in working capital</b>		
Movement in inventories	(3,367)	(988)
Movement in trade and other receivables	(3,437)	948
Movement in trade and other payables	16,660	12,459
Movement in provisions	(699)	(710)
<b>Net cash inflow from operating activities</b>	<b>34,685</b>	<b>43,099</b>
<b>Cash flows from investing activities</b>		
Acquisitions (net of cash acquired)	(4,259)	(6,226)
Purchase of property, plant and equipment	(8,040)	(12,152)
Purchase of freehold property held for sale	-	(225)
Proceeds from business and asset disposals	430	(1)
Interest received	4	8
<b>Net cash outflow from investing activities</b>	<b>(11,865)</b>	<b>(18,596)</b>
<b>Cash flows from financing activities</b>		
Drawdown of bank loans	10,000	-
Repayment of bank loans	(10,000)	(39,000)
Proceeds from issue of notes	-	49,700
Arrangement fees and associated professional costs	-	(15,608)
Bank and bond interest paid	(20,324)	(16,521)
<b>Net cash outflow from financing activities</b>	<b>(20,324)</b>	<b>(21,429)</b>
<b>Net increase in cash and cash equivalents</b>	<b>2,496</b>	<b>3,074</b>
Cash and cash equivalents at the beginning of the period	12,593	14,942
<b>Cash and cash equivalents at the end of the period</b>	<b>15,089</b>	<b>18,016</b>

## Reconciliation of net cash flow to movement in net debt (unaudited)

*For the quarter ended 30 September 2017*

	Q2 2018 £'000	Q2 2017 £'000
Increase/(decrease) in cash for the period	2,323	(3,836)
Repayment of bank loans	-	39,000
Issue of high yield bonds	-	(549,700)
Redemption of high yield bonds	-	500,000
Debt issue costs	-	9,420
<b>Total cash movement in net debt</b>	<b>2,323</b>	<b>(5,116)</b>
Other non-cash movements in net debt	-	(4,392)
Amortisation of loan arrangement fees	(618)	(617)
<b>Total non-cash movement in net debt</b>	<b>(618)</b>	<b>(5,009)</b>
<b>Total movement in net debt</b>	<b>1,705</b>	<b>(10,125)</b>
Net debt brought forward	(528,020)	(510,646)
Net debt carried forward	(526,315)	(520,771)

## Reconciliation of net cash flow to movement in net debt (unaudited)

*For the six months ended 30 September 2017*

	YTD 2018 £'000	YTD 2017 £'000
Increase in cash for the period	2,496	3,074
Drawdown of bank loans	(10,000)	-
Repayment of bank loans	10,000	39,000
Issue of high yield bonds	-	(549,700)
Redemption of high yield bonds	-	500,000
Debt issue costs	-	9,420
<b>Total cash movement in net debt</b>	<b>2,496</b>	<b>1,794</b>
Other non-cash movements in net debt	-	(4,392)
Amortisation of loan arrangement fees	(1,238)	(1,247)
<b>Total non-cash movement in net debt</b>	<b>(1,238)</b>	<b>(5,639)</b>
<b>Total movement in net debt</b>	<b>1,258</b>	<b>(3,845)</b>
Net debt brought forward	(527,573)	(516,926)
Net debt carried forward	(526,315)	(520,771)

## Notes

*Forming part of the financial statements*

### **1 General information and basis of preparation**

Turnstone Midco 2 Limited (the “company”, and with its subsidiaries, the “group”) is a company registered in England. It is the parent company of IDH Finance plc (the “issuer”). The company is 100% owned by Turnstone Midco 1 Limited and the ultimate UK parent company is Turnstone Equityco 1 Limited.

The condensed interim consolidated financial statements (the ‘interim financial statements’) of the company have been prepared for the quarter ended 30 September 2017. The results for the year to date represent that group’s trading from 1 April 2017 to 30 September 2017. Comparative results are provided for the quarter ended 30 September 2016 and for the six months ended 30 September 2016.

The interim financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union (‘IFRS’) and, specifically, IAS 34 ‘Interim Financial Reporting’. The interim financial statements are presented in thousands of pounds sterling (£’000’s) except where otherwise stated. Pounds sterling is the functional currency of both Turnstone Midco 2 Limited and Turnstone Equityco 1 Limited.

The content of this report does not constitute statutory financial statements and is unaudited.

These interim financial statements do not include all of the disclosure information required in annual financial statements prepared in accordance with IFRS and should therefore be read in conjunction with the consolidated financial statements of Turnstone Midco 2 Limited and Turnstone Equityco 1 Limited for the year ended 31 March 2017, both of which are available from our website, [www.mydentist.co.uk](http://www.mydentist.co.uk).

### **2 Significant accounting policies**

The interim financial statements have been prepared on the basis of the accounting policies set out in the 2017 annual report and consolidated financial statements for Turnstone Midco 2 Limited and Turnstone Equityco 1 Limited.

#### **a) Basis of consolidation**

##### ***Subsidiaries***

The group controls an entity when the group has power over that entity, is exposed to or has rights to variable returns from its involvement with the entity and has the ability to affect these returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases. The group has applied IFRS 10 – Consolidated Financial Statements (‘IFRS 10’) retrospectively in accordance with the transitional provisions of IFRS 10.

##### ***Partnerships***

Certain members of the group management team act as partners on behalf of group companies in a number of dental practice partnerships. These partnerships are held on trust on behalf of a number of group companies. All profits arising from partnership activity are transferred to a group trading company.

As a result, the group considers that it has control of these partnerships and consequently the results of the partnerships are consolidated into the group’s financial statements. The partnerships are accounted for in accordance with the group’s accounting policies.

## Notes

*Forming part of the financial statements*

### ***Transactions eliminated on consolidation***

Intragroup balances, and any gains and losses or income and expenses arising from intragroup transactions, are eliminated in preparing the consolidated financial information. Losses are eliminated in the same way as gains, but only to the extent that there is no evidence of impairment.

### **b) Foreign currency translation**

Foreign currency transactions are translated into the functional currency of each subsidiary or partnership using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions, including realised gains and losses arising from foreign exchange forward contracts and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies, are recognised in the income statement within other gains or losses.

Unrealised gains and losses arising from derivative financial instruments used to hedge against movements in foreign exchange rates (principally foreign exchange forward contracts) are recognised in the income statement within other gains or losses.

### **c) Business combinations**

The acquisition of subsidiaries is accounted for using the purchase method. The fair value of consideration of the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the group in exchange for control over the acquiree. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under IFRS 3 – Business Combinations (Revised) ('IFRS 3') are recognised at their fair values at the acquisition date. All acquisition costs are expensed as incurred and included within administrative expenses.

Any contingent consideration to be transferred by the group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration are recognised at fair value through profit or loss.

### **d) Intangible assets**

#### ***Goodwill***

Goodwill represents the excess of the fair value of consideration paid on acquisition of a business over the fair value of assets, including any intangible assets identified, liabilities and contingent liabilities acquired.

Goodwill is tested for impairment at least annually.

On disposal of a subsidiary, the attributable net book value of goodwill, based on relative fair value, is included in the determination of the profit or loss on disposal.

#### ***Externally acquired intangible assets***

Externally acquired intangible assets are initially recognised at cost and subsequently amortised on a straight-line basis over their useful economic lives. The amortisation expense is included within administrative expenses in the income statement.

Intangible assets are recognised on business combinations if they are separable from the acquired entity or give rise to other contractual or legal rights. The amounts ascribed to such intangibles are determined by using appropriate valuation techniques.

## Notes

### *Forming part of the financial statements*

The significant intangible assets recognised by the group, their estimated useful economic lives and the methods used to determine the cost of intangible assets acquired through business combinations are as follows:

<b>Intangible asset</b>	<b>Estimated useful economic life</b>	<b>Valuation method</b>
Contractual arrangements and relationships	20 years	Estimated discounted cash flow
Customer relationships	10-20 years	Estimated discounted cash flow
Brands and trademarks	15 years	Estimated royalty stream if the rights were to be licensed

Contractual arrangements reflect long term, fixed income contracts with the NHS for the delivery of dentistry services. These contracts specify targeted annual volumes of units of dental activity ('UDA's') for a contracted dental practice or entity. The majority of these contracts have no fixed term and will roll over indefinitely provided that certain performance targets are achieved. The intangible assets arising from these contractual arrangements are amortised over a period of 20 years to reflect the potential for future changes to government policy in this area.

#### **e) Impairment of non-financial assets**

The carrying amounts of the group's non-financial assets, other than inventories and deferred income tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill, and intangible assets that have indefinite useful lives or that are not yet available for use, the recoverable amount is estimated at the same time in each period.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to dispose. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the 'cash-generating unit' or 'CGU'). The goodwill acquired in a business combination, for the purpose of impairment testing, is allocated to CGU's. Subject to an operating segment ceiling test, for the purposes of goodwill impairment testing, CGU's to which goodwill has been allocated are aggregated so that the level at which impairment is tested reflects the lowest level at which goodwill is monitored for internal reporting purposes.

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

## Notes

### *Forming part of the financial statements*

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

#### **f) Derivative financial instruments**

The group's activities expose it to the financial risks resulting from fluctuations in interest rates and foreign exchange rates.

From time-to-time, the group may use derivative financial instruments (interest rate swaps) to hedge a proportion of its exposure to floating interest rate fluctuations. Foreign exchange forward contracts are used to hedge a proportion of the group's exposure to fluctuations in foreign exchange rates.

In addition, in a very small number of instances, the group has entered into option contracts with the vendors of businesses in which the group has acquired a majority shareholding in order to enable the group to acquire the remaining equity interest at a pre-determined price, or by reference to a pre-determined earnings multiple, in the future.

The group does not hedge account for any derivative financial instruments.

The use of financial derivatives is governed by the group's policies approved by the Board of Directors, which provide written principles in the use of financial derivatives consistent with the group's risk management strategy. The group does not use derivative financial instruments for speculative purposes.

#### **g) Revenue**

Revenue represents the income received in the ordinary course of business for dentistry or other goods or services provided to the extent that the group has obtained the right to consideration. Amounts are stated net of discounts, returns and value added taxes. Revenue derived from NHS contracts in England and Wales is recognised on the volume of dental activity delivered in the financial year. Revenue from all private dental work and NHS patients in Scotland and Northern Ireland is recognised based upon the completion of each piece of treatment carried out, with the exception of orthodontic treatment, which is recognised based on the stage of completion reached during the course of treatment. Revenue from the sale of goods by Dental Directory is recognised upon despatch and revenue generated from the installation or repair of equipment, or from other services, is recognised upon completion of the service.

#### ***Deferred income***

Where the group receives an amount upfront in respect of future income streams, the value of the receipt is amortised over the period of the contract as the services are delivered and the unexpired element is disclosed in trade and other payables as deferred income.

#### **h) Leases**

The costs associated with operating leases are charged to the income statement on an accruals basis over the period of the lease. The benefit of any lease incentives is recognised in the income statement evenly over the period of the lease up to the lease expiry date.



## Notes

*Forming part of the financial statements*

### **i) Income tax**

Income tax for the accounting periods presented comprises current and deferred income tax. Income tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current income tax is the expected tax payable or refundable on the taxable income or loss for the year, based upon the tax rates enacted or substantially enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred income tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

The following temporary differences are not provided for: the initial recognition of goodwill; the initial recognition of other assets or liabilities that affect neither accounting nor taxable profit; nor differences relating to investments in subsidiaries to the extent that they are unlikely to reverse in the foreseeable future. The amount of deferred income tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantially enacted at the balance sheet date.

A deferred income tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred income tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except for on deferred income tax liabilities where the timing of the reversal of the temporary difference is controlled by the group and it is probable that the temporary difference will not reverse in the foreseeable future.

### **3 Critical accounting judgements and estimates**

The preparation of the group's consolidated financial information under IFRS requires the Directors to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities. 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. Actual results may differ from these estimates.

The Directors consider that the following estimates and judgements are likely to have the most significant effect on the amounts recognised in the consolidated financial information.

## Notes

*Forming part of the financial statements*

### **3 Critical accounting judgements and estimates (continued)**

#### **(a) Critical judgements**

##### ***Impairment of goodwill and other intangibles***

Determining whether goodwill or other intangible assets are impaired requires an annual estimation of the value in use of the CGU's to which goodwill and other intangible assets have been allocated. The value in use calculation requires the group to estimate the future cash flows expected to arise from the CGU and a suitable discount rate in order to calculate present value. Impairment reviews are conducted annually at 31 March each year, and at interim reporting dates if management consider that indicators of potential impairment exist.

In light of the continuing decline in UDA delivery performance, management have performed an impairment review upon the carrying value of the goodwill and intangible assets within the mydentist CGU at the end of Q2 FY18.

During Q2 FY18, management have negotiated a number of small permanent contract hand-backs with NHS Regions, which reduces the level of revenue the group can generate from these contracts in future years. As a result, management have reduced the carrying value of the intangible assets associated with these contracts to reflect this reduced earning potential. This has given rise to an impairment charge of £1.1m which has been recognised in the income statement, within non-underlying items.

Furthermore, based upon management's current forecast UDA delivery percentage for the year ended 31 March 2018, and management's current five year plan which shows the UDA delivery percentage recovering over the medium term to the group's long term average of approximately 96%, the value in use calculated for the mydentist CGU at 30 September 2017 was £60.2m lower than its carrying value. As a result, management have recorded an impairment charge to the goodwill allocated to the mydentist CGU of £60.2m, which has also been recognised as a non-underlying item within the income statement.

Management have estimated the value in use of the mydentist CGU using a Weighted Average Cost of Capital ('WACC') of 9.89%. It should be noted that a change of 0.25% in the assumed WACC changes the carrying value of the mydentist CGU by approximately £25 million.

##### ***Income tax***

The current income tax provision directly relates to the actual tax payable on the group's profits. Assumptions and judgements are made in applying tax laws to the taxable profits in any given period in order to calculate the tax charge for that year, including any deferred income tax element. Where the eventual tax paid or reclaimed is different to the amounts originally estimated, or where deferred tax estimates are revised, the difference will be charged or credited to the income statement in the period in which it is determined.

##### ***Assets held for sale***

Following a dental practice portfolio review, which remains ongoing, management have taken the decision to market certain dental practices for sale. As a result, the assets associated with these dental practices have been reclassified as held for sale. Assets held for sale are measured at the lower of their carrying amount and fair value less costs for sale. Accordingly, judgement is required in assessing the expected recoverable amount. Furthermore, in reclassifying these assets as held for sale, management have judged that a sale within a period of one year is highly probable.

## Notes

*Forming part of the financial statements*

### **3 Critical accounting judgements and estimates (continued)**

#### **(b) Critical estimates**

##### ***Valuation of intangibles acquired in business combinations***

Determining the fair value of contractual arrangements and customer relationships acquired in business combinations requires estimation of the value of the cash flows related to those arrangements or relationships and a suitable discount rate in order to calculate the present value.

Determining the fair value of brands or trademarks acquired in business combinations requires estimation of the discounted royalty payments that would have to be paid to acquire the brand or trademark if it had not been acquired as part of a business combination.

##### ***Useful economic lives of intangible assets***

Intangible assets are amortised over their useful economic lives. Useful lives are based on management's estimates of the period over which the assets will generate revenue. Useful lives are periodically reviewed for their continued appropriateness. Changes to estimates can result in changes in the carrying values and hence change the amounts charged to the income statement in particular periods which could be significant.

### **4 Segment reporting**

The Directors have determined the operating segments based on the operating reports reviewed by both the Board of Directors and the Executive Management Team that are used to facilitate both performance and strategic decision making. The Executive Management Team is considered to be the chief operating decision maker in accordance with the requirements of IFRS 8 – Operating Segments.

The Executive Management Team considers the business to be split into two main operating segments being mydentist and Dental Directory.

Through mydentist, the group is the leading provider of dental services in the United Kingdom. mydentist owns and manages a national chain of dental practices with 661 sites at 30 September 2017 (30 September 2016: 675).

Dental Directory, which principally comprises Billericay Dental Supply Co. Limited, along with a number of smaller businesses, provides a range of products and services to the dental and wider healthcare sectors, including to mydentist. Sales to mydentist are carried out on an arms length basis.

All services are provided in the United Kingdom.

## Notes

Forming part of the financial statements

### 4 Segment reporting (continued)

Q2 2018	mydentist £'000	Dental Directory £'000	Central costs and intra- segment eliminations £'000	Total £'000
<i>Revenue</i>				
NHS dentistry	91,128	-	-	91,128
Private dentistry	25,047	-	-	25,047
Dental Directory	-	34,431	(7,944)	26,487
<b>Total revenue</b>	<b>116,175</b>	<b>34,431</b>	<b>(7,944)</b>	<b>142,662</b>
Gross profit	54,367	10,115	(1,540)	62,942
<i>Gross margin</i>	46.8%	29.4%		44.1%
Overheads	(43,010)	(8,169)	1,397	(49,782)
<i>Overheads % of revenue</i>	37.0%	23.7%		34.9%
Other income	511	-	-	511
<b>EBITDA before non-underlying items</b>	<b>11,868</b>	<b>1,946</b>	<b>(143)</b>	<b>13,671</b>
<i>EBITDA margin</i>	10.2%	5.7%		9.6%
Amortisation of intangible assets	(7,137)	(834)	-	(7,971)
Depreciation	(4,847)	(611)	69	(5,389)
Amortisation of government grant income	14	-	-	14
Impairment of intangible assets	(61,315)	-	-	(61,315)
Impairment of non-current assets reclassified as held for sale and profit/(loss) on closure or disposal of dental practices	(8,303)	-	-	(8,303)
Other non-underlying items	(316)	(365)	-	(681)
Foreign exchange gains	-	89	-	89
<b>Segment operating profit/(loss)</b>	<b>(70,036)</b>	<b>225</b>	<b>(74)</b>	<b>(69,885)</b>
Net finance costs				(10,648)
<b>Loss before income tax</b>				<b>(80,533)</b>
<b>Segment assets</b>	<b>735,092</b>	<b>108,132</b>	<b>(3,026)</b>	<b>840,198</b>
<b>Segment liabilities</b>	<b>(167,138)</b>	<b>(105,383)</b>	<b>(454,033)</b>	<b>(726,554)</b>
<i>Additions in the period</i>				
Goodwill	364	3	-	367
Other intangible assets	-	17	-	17
Property, plant and equipment	3,381	409	(141)	3,649

## Notes

Forming part of the financial statements

### 4 Segment reporting (continued)

Q2 2017	mydentist £'000	Dental Directory £'000	Central costs and intra- segment eliminations £'000	Total £'000
<i>Revenue</i>				
NHS dentistry	94,689	-	-	94,689
Private dentistry	23,383	-	-	23,383
Dental Directory	-	31,704	(7,697)	24,007
<b>Total revenue</b>	<b>118,072</b>	<b>31,704</b>	<b>(7,697)</b>	<b>142,079</b>
Gross profit	55,180	9,574	(992)	63,762
<i>Gross margin</i>	46.7%	30.2%		44.9%
Overheads	(40,389)	(7,561)	493	(47,457)
<i>Overheads % of revenue</i>	34.2%	23.8%		33.4%
Other income	544	-	-	544
<b>EBITDA before non-underlying items</b>	<b>15,335</b>	<b>2,013</b>	<b>(499)</b>	<b>16,849</b>
<i>EBITDA margin</i>	13.0%	6.3%		11.9%
Amortisation of intangible assets	(7,338)	(833)	-	(8,171)
Depreciation	(4,742)	(473)	70	(5,145)
Amortisation of government grant income	14	-	-	14
Other non-underlying items	(1,981)	(402)	-	(2,383)
Foreign exchange losses	-	76	-	76
<b>Segment operating profit/(loss)</b>	<b>1,288</b>	<b>381</b>	<b>(429)</b>	<b>1,240</b>
Net finance costs				(23,781)
<b>Loss before income tax</b>				<b>(22,541)</b>
<b>Segment assets</b>	<b>873,170</b>	<b>118,059</b>	<b>(9,457)</b>	<b>981,772</b>
<b>Segment liabilities</b>	<b>(164,142)</b>	<b>(114,735)</b>	<b>(449,171)</b>	<b>(728,048)</b>
<i>Additions in the period</i>				
Goodwill	1,754	201	-	1,955
Other intangible assets	2,122	-	-	2,122
Property, plant and equipment	5,222	546	(318)	5,450

## Notes

Forming part of the financial statements

### 4 Segment reporting (continued)

YTD 2018	mydentist £'000	Dental Directory £'000	Central costs and intra- segment eliminations £'000	Total £'000
<i>Revenue</i>				
NHS dentistry	181,097	-	-	181,097
Private dentistry	49,535	-	-	49,535
Dental Directory	-	68,926	(15,247)	53,679
<b>Total revenue</b>	<b>230,632</b>	<b>68,926</b>	<b>(15,247)</b>	<b>284,311</b>
Gross profit	107,602	20,489	(2,655)	125,436
<i>Gross margin</i>	46.7%	29.7%		44.1%
Overheads	(85,674)	(16,772)	2,436	(100,010)
<i>Overheads % of revenue</i>	37.1%	24.3%		35.2%
Other income	1,036	-	-	1,036
<b>EBITDA before non-underlying items</b>	<b>22,964</b>	<b>3,717</b>	<b>(219)</b>	<b>26,462</b>
<i>EBITDA margin</i>	10.0%	5.4%		9.3%
Amortisation of intangible assets	(14,525)	(1,668)	-	(16,193)
Depreciation	(9,759)	(1,190)	133	(10,816)
Amortisation of government grant income	28	-	-	28
Impairment of intangible assets	(61,315)	-	-	(61,315)
Impairment of non-current assets reclassified as held for sale and profit/(loss) on closure or disposal of dental practices	(18,016)	-	-	(18,016)
Other non-underlying items	(425)	(520)	-	(945)
Foreign exchange gains	-	221	-	221
<b>Segment operating profit/(loss)</b>	<b>(81,048)</b>	<b>560</b>	<b>(86)</b>	<b>(80,574)</b>
Net finance costs				(21,163)
<b>Loss before income tax</b>				<b>(101,737)</b>
<b>Segment assets</b>	<b>735,092</b>	<b>108,132</b>	<b>(3,026)</b>	<b>840,198</b>
<b>Segment liabilities</b>	<b>(167,138)</b>	<b>(105,383)</b>	<b>(454,033)</b>	<b>(726,554)</b>
<i>Additions in the period</i>				
Goodwill	1,040	(139)	-	901
Other intangible assets	817	54	-	871
Property, plant and equipment	7,068	1,039	(269)	7,838

## Notes

Forming part of the financial statements

### 4 Segment reporting (continued)

YTD 2017	mydentist £'000	Dental Directory £'000	Central costs and intra- segment eliminations £'000	Total £'000
<i>Revenue</i>				
NHS dentistry	189,944	-	-	189,944
Private dentistry	46,935	-	-	46,935
Dental Directory	-	64,288	(15,697)	48,591
<b>Total revenue</b>	<b>236,879</b>	<b>64,288</b>	<b>(15,697)</b>	<b>285,470</b>
Gross profit	112,142	19,579	(2,001)	129,720
<i>Gross margin</i>	47.3%	30.5%		45.4%
Overheads	(81,313)	(15,624)	1,106	(95,831)
<i>Overheads % of revenue</i>	34.3%	24.3%		33.6%
Other income	1,023	-	-	1,023
<b>EBITDA before non-underlying items</b>	<b>31,852</b>	<b>3,955</b>	<b>(895)</b>	<b>34,912</b>
<i>EBITDA margin</i>	13.4%	6.2%		12.2%
Amortisation of intangible assets	(14,664)	(1,666)	-	(16,330)
Depreciation	(9,419)	(894)	98	(10,215)
Amortisation of government grant income	33	-	-	33
Other non-underlying items	(3,395)	(590)	-	(3,985)
Foreign exchange gains	-	509	-	509
<b>Segment operating profit/(loss)</b>	<b>4,407</b>	<b>1,314</b>	<b>(797)</b>	<b>4,924</b>
Net finance costs				(33,249)
<b>Loss before income tax</b>				<b>(28,325)</b>
<b>Segment assets</b>	<b>873,170</b>	<b>118,059</b>	<b>(9,457)</b>	<b>981,772</b>
<b>Segment liabilities</b>	<b>(164,142)</b>	<b>(114,735)</b>	<b>(449,171)</b>	<b>(728,048)</b>
<i>Additions in the period</i>				
Goodwill	1,971	247	-	2,218
Other intangible assets	3,240	-	-	3,240
Property, plant and equipment	11,565	1,082	(588)	12,059

## Notes

*Forming part of the financial statements*

### 5 Taxation

	Q2 2018 £'000	Q2 2017 £'000
Current income tax		
Current income tax for the period	-	-
Total current income tax	-	-
Deferred income tax		
Origin and reversal of temporary differences	(2,763)	(2,556)
Impact of change in tax rate	-	(2,285)
Total deferred income tax	(2,763)	(4,841)
Total income tax credit	(2,763)	(4,841)
	YTD 2018 £'000	YTD 2017 £'000
Current income tax		
Current income tax for the period	(1)	-
Total current income tax	(1)	-
Deferred income tax		
Origin and reversal of temporary differences	(5,410)	(3,618)
Impact of change in tax rate	-	(2,285)
Total deferred income tax	(5,410)	(5,903)
Total income tax credit	(5,411)	(5,903)

The main rate of corporation tax reduced from 20% to 19% with effect from 1 April 2017. A further reduction in the main rate of corporation tax to 17% from 1 April 2020 was substantively enacted on 15 September 2016 and both the deferred income tax asset and liability have been re-measured accordingly.



## Notes

Forming part of the financial statements

### 6 Trade and other payables

	Q2 2018 £'000	Q2 2017 £'000
Current		
Trade payables	17,845	19,637
Accruals and deferred income	112,838	101,813
Other taxation and social security	3,377	4,201
Contingent consideration	1,305	4,585
Government grants	55	55
	<u>135,420</u>	<u>130,291</u>
Non-current		
Contingent consideration	702	1,265
Government grants	178	231
	<u>880</u>	<u>1,496</u>

Contingent consideration is due to the vendors of individual acquired practices.

Included within accruals and deferred income is an amount due to the NHS of £68.7m in respect of UDA's not delivered in 2017 and earlier years (Q2 FY17: £53.8m) along with fees of £22.4m payable to self-employed dentists in respect of work completed (Q2 FY17: £23.2m).

### 7 Borrowings

	Q2 2018 £'000	Q2 2017 £'000
Non-current		
<i>Senior secured, floating rate and second lien notes</i>		
Due between two and five years	424,396	549,829
Due after five years	126,208	-
	<u>550,604</u>	<u>549,829</u>
<i>Bank loans</i>		
Due between two and five years	-	-
Less: unamortised arrangement fees and related costs	(9,200)	(11,042)
Total non-current loans and borrowings	<u>541,404</u>	<u>538,787</u>

On 5 August 2016, the group re-financed its existing notes and drawings from its Super Senior Revolving Credit Facility through the issue of:

- £275m of 6.25% Senior Secured Fixed Rate Notes due 2022 at 100%;
- £150m of Senior Secured Fixed Rate Notes due 2022. The notes are set at a floating rate of GBP LIBOR (set at a minimum of 0%) plus 6% each quarter;
- £130m of Second Lien Notes due 2023. The Second Lien Notes are set at a floating rate of GBP LIBOR (set at a minimum of 1%) plus 8%;

A new £100m Super Senior Revolving Credit Facility ("SSRCF") was agreed with an interest charge of GBP LIBOR plus 3.5%. At the quarter end the SSRCF was undrawn.

## Notes

*Forming part of the financial statements*

### 8 Business combinations

No acquisitions were completed during the quarter ended 30 September 2017.

Set out below are details of the acquisitions completed during the six months ended 30 September 2017. Acquisitions during the six months ended 30 September 2017 comprised one unincorporated dental practice acquired by mydentist and the acquisition of a small orthodontic materials distribution business by Dental Directory. The directors consider each of these acquisitions to be individually immaterial to the group, having considered a number of qualitative and quantitative factors. Therefore, these acquisitions have been aggregated for disclosure purposes.

	YTD 2018		Total £'000
	mydentist £'000	Dental Directory £'000	
<b>Consideration</b>			
Cash	1,645	-	1,645
Contingent consideration	108	145	253
<b>Total consideration</b>	<b>1,753</b>	<b>145</b>	<b>1,898</b>
<b>Fair value of assets and liabilities acquired</b>			
Intangible assets	817	54	871
Property, plant and equipment	50	20	70
Assets held for sale	-	-	-
Inventories	1	37	38
Trade and other receivables	-	71	71
Cash and cash equivalents	-	-	-
Trade and other payables	-	(37)	(37)
Corporation tax	-	-	-
Deferred taxation	(139)	(9)	(148)
Provisions	(5)	-	(5)
<b>Total identifiable net assets</b>	<b>724</b>	<b>136</b>	<b>860</b>
Goodwill	1,029	9	1,038
<b>Total</b>	<b>1,753</b>	<b>145</b>	<b>1,898</b>