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Registered number: 07852893

TOTALLY HEALTH LIMITED

Directors' report and financial statements

for the period ended 31 March 2018

TOTALLY HEALTH LIMITED

Company Information

DIRECTORS	Wendy Lawrence (resigned 11 September 2017) Dean Payne (appointed 11 September 2017) Wendy Norton (resigned 28 February 2018) Emma-Jane French (resigned 8 March 2017) Declan Gilhooly (resigned 10 March 2017)
REGISTERED NUMBER	07852893
REGISTERED OFFICE	Hamilton House Mabledon Place London WC1H 9BB
INDEPENDENT AUDITOR	RPG Crouch Chapman LLP Chartered Accountants & Statutory Auditors 62 Wilson Street London EC2A 2BU

TOTALLY HEALTH LIMITED

Contents

TOTALLY HEALTH LIMITED

Directors' report for the period ended 31 March 2018

The directors present their report and the financial statements for the period ended 31 March 2018.

PRINCIPAL ACTIVITIES AND REVIEW OF THE BUSINESS

The company's principal activities are the provision of innovative solutions to the healthcare sector.

Totally Health Limited provides an innovative model of medically driven and personalised clinical health coaching to help support patients with long term health conditions, improve outcomes and reduce healthcare costs. The service delivers sustainable behavioural changes enabling patients to be educated and confident to self-manage their conditions. This in turn aids long term behavioural change and reduces healthcare reliance, re-admissions and emergency admissions.

RESULTS AND DIVIDENDS

The results for the period are set out on page 6.

The directors do not recommend the payment of a dividend for the period ended 31 March 2018 (31 December 2016: £nil).

DIRECTORS

The directors who held office during the period and up to the date of this report unless otherwise stated were:

- Wendy Lawrence (resigned 11 September 2017)
- Wendy Norton (resigned 28 February 2018)
- Emma-Jane French (resigned 8 March 2017)
- Declan Gilhooly (resigned 10 March 2017)
- Dean Payne (appointed 11 September 2017)

DIRECTORS' RESPONSIBILITIES STATEMENT

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) – specifically Financial Reporting Standard 101 - Reduced Disclosure framework (FRS 101) 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

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

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

PRINCIPAL RISKS AND UNCERTAINTIES

The directors of Totally plc manage the risks of the "Group" at group level, rather than at an individual statutory entity level. For this reason, the company's directors believe that a discussion of the Group's risks would not be appropriate for an understanding of the development, performance or position of the company's business. The principal risks and uncertainties of the Group, which include those of the company, are discussed in the Group's 2018 Annual Report which does not form part of this report.

SMALL COMPANIES EXEMPTION

The Directors' report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

STRATEGIC REPORT

The company has taken advantage of the exemption under s414B of the Companies Act 2006 not to prepare a Strategic Report.

STATEMENT OF DISCLOSURE TO AUDITOR

So far as the directors are aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to be aware of all the relevant audit information and to establish that the company's auditor is aware of that information.

AUDITORS

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

This report was approved by the Board on 9 October 2018 and signed on its behalf.

Dean Payne
Director

Independent auditor's report to the shareholders of Totally Health Limited

OPINION

We have audited the financial statements of Totally Health Limited (the 'Company') for the period ended 31 March 2018, which comprise the Statement of Profit or Loss and Other comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the related notes, 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 101 – Reduced Disclosure framework 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2018 and of its loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

BASIS FOR OPINION

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

CONCLUSIONS RELATING TO GOING CONCERN

In forming our opinion, we have considered the adequacy of the disclosures made in note 3 in the financial statements concerning the Company's ability to continue as a going concern for a period of at least 12 months from the date the financial statements are approved.

The Company incurred a loss of £1,668,181 during the period ended 31 March 2018 and had net current liabilities of £3,248,661 at the end of that period. The Company is dependent upon the financial support of its Parent Company which has confirmed its intention to support the Company's operations for at least 12 months following the approval of these financial statements.

We consider that this should be drawn to your attention but our opinion is not modified in this respect.

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.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

OPINION ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006

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

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

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the 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, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the director was not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the director's report and take advantage of the small companies exemption from the requirement to prepare a strategic report.

RESPONSIBILITIES OF DIRECTORS

As explained more fully in the Directors' Responsibilities Statement on page 1, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

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

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditors' Report.

USE OF OUR REPORT

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

RPG Crouch Chapman LLP

Martin Chatten (Senior Statutory Auditor)
for and on behalf of
RPG Crouch Chapman LLP
Chartered Accountants
Statutory Auditors
62 Wilson Street
London EC2A 2BU
Date:

22 October 2018

Statement of profit or loss and other comprehensive income for the period ended 31 March 2018

	Note	15 months to 31 March 2018 £	12 months to 31 December 2016 £
Revenue	6	**55,458**	251,522
Cost of sales		**(230,489)**	(267,167)
Gross loss		**(175,031)**	(15,645)
Administrative expenses		**(417,415)**	(653,012)
Impairment of development costs		**(738,848)**	-
Impairment charge on amounts due from group undertakings		**(265,827)**	-
Other operating income		**-**	21,700
Operating loss	8	**(1,597,121)**	(646,957)
Finance income		**10,741**	1,061
Finance costs	9	**(124,187)**	(58,782)
Loss before taxation		**(1,710,567)**	(704,678)
Taxation	10	**42,386**	-
Loss for the period		**(1,668,181)**	(704,678)
Total comprehensive loss for the period		**(1,668,181)**	(704,678)

There was no other comprehensive income in the current or prior periods.

The profit and loss account has been prepared on the basis that all operations are continuing operations.

The accompanying notes on pages 9 to 17 form part of the financial statements.

Statement of changes in equity for the period ended 31 March 2018

	Share capital £	Retained loss £	Equity shareholders' deficit £
At 1 January 2016	1	(856,972)	(856,971)
Total comprehensive loss for the year	-	(704,678)	(704,678)
At 1 January 2017	**1**	**(1,561,650)**	**(1,561,649)**
Total comprehensive loss for the period	-	**(1,668,181)**	**(1,668,181)**
At 31 March 2018	**1**	**(3,229,831)**	**(3,229,830)**

The accompanying notes on pages 9 to 17 form part of the financial statements.

Balance sheet as at 31 March 2018

	Note	31 March 2018 £	31 March 2018 £	31 December 2016 £	31 December 2016 £
NON-CURRENT ASSETS					
Intangible fixed assets	11	**16,498**		712,741	
Property, plant and equipment	12	**2,333**		4,232	
			18,831		716,973
CURRENT ASSETS					
Trade and other receivables	13	**11,281**		310,675	
Cash and cash equivalents		**62,143**		21,796	
		73,424		332,471	
CURRENT LIABILITIES					
Trade and other payables	14	**(3,322,085)**		(2,611,093)	
NET CURRENT LIABILITIES			**(3,248,661)**		(2,278,622)
NET LIABILITIES			**(3,229,830)**		(1,561,649)
CAPITAL AND RESERVES					
Called up share capital	15		**1**		1
Retained loss	16		**(3,229,831)**		(1,561,650)
SHAREHOLDERS' DEFICIT			**(3,229,830)**		(1,561,649)

The financial statements were approved and authorised for issue by the Board and were signed on its behalf on 9 October 2018.

Dean Payne
Director

Registered number: 07852893

The accompanying notes on pages 9 to 17 form part of the financial statements.

Notes to the financial statements for the period ended 31 March 2018

1. GENERAL INFORMATION

Totally Health Limited is a private limited company incorporated in the United Kingdom under the Companies Act 2006 (registered number: 07852893). The company is domiciled in the United Kingdom and its registered address is Hamilton House, Mabledon Place, London WC1H 9BB.

The company's principal activities have been the provision of innovative solutions to the healthcare sector.

2. ACCOUNTING CONVENTION

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101) 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and in accordance with applicable accounting standards.

The financial statements have been prepared on the historical cost convention, modified to include certain financial instruments at fair value. The principal accounting policies adopted which have been applied consistently (except as otherwise stated) are set out below.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

In preparing these financial statements the company has taken advantage of all disclosure exemptions conferred by FRS 101. Therefore these financial statements do not include:

- certain comparative information as otherwise required by EU endorsed IFRS;
- certain disclosures regarding the company's capital;
- a statement of cash flows;
- the effect of future accounting standards not yet adopted;
- the disclosure of the remuneration of key management personnel; and
- disclosure of related party transactions with wholly owned fellow group companies

In addition, and in accordance with FRS 101 further disclosure exemptions have been adopted because equivalent disclosures are included in the consolidated financial statements of Totally plc. These financial statements do not include certain disclosures in respect of:

- Share based payments;
- Financial Instruments (other than certain disclosures required as a result of recording financial instruments at fair value); and
- Fair value measurement (other than certain disclosures required as a result of recording financial instruments at fair value)

Consolidation

The financial statements contain information about the company as an individual undertaking and do not contain consolidated financial information as the parent of a group. The company is exempt under section 400 of the Companies Act from the requirement to prepare consolidated financial statements as it and its subsidiary undertaking are included in the consolidated financial statements of its parent company, Totally plc, a company incorporated in the United Kingdom.

3. GOING CONCERN

The company is dependent for its working capital on funds provided to it by Totally plc, the company's ultimate and immediate holding undertaking. Totally plc has indicated that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as are needed by the company and in particular will not seek repayment of the amounts currently made available. This should enable the company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. However, the ability of Totally plc to provide this support is in turn dependent upon the group continuing to operate as a going concern for the foreseeable future.

4. ACCOUNTING POLICIES

4.1 Revenue recognition

Revenue is recognised at the fair value of the consideration received or receivable for goods and services provided in the normal course of business and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

Revenue from contracts for the provision of professional services is recognised by reference to the stage of completion when the stage of completion, costs incurred and costs to complete can be estimated reliably. The stage of completion is calculated by comparing costs incurred, mainly in relation to contractual hourly staff rates and materials, as a proportion of total costs.

Revenue is generated by providing clinical health coaching, supporting shared decision making services and software solutions to the healthcare sector. The revenue is generated through services that are provided on short term and long term contracts.

4.2 Intangible fixed assets and amortisation – research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

Development expenditure is capitalised only if all of the following conditions are met:

- *development costs can be measured reliably*
- the project is technically and commercially feasible;
- future economic benefits are probable; and
- the company has sufficient resources available to complete development and use the asset.

Capitalised development expenditure is measured at cost less accumulated amortisation and accumulated impairment losses. Other research and development expenditure not meeting the above criteria is expensed as incurred.

As at 31 March 2018 the directors agreed to write off the development costs relating to the design and construction of the business to consumer service (B2C) My Clinical Coach. Whilst the opportunity for this digital platform and route to market still exists, it is considered prudent by the directors to impair the intangible asset to zero.

Other capitalised development expenditure is amortised over a period of 5 years straight line.

4.3 Property, plant and equipment

Property, plant and equipment assets are stated at cost less accumulated depreciation and any provision for impairment in value. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Land & buildings Leasehold	-	Over the lease term
Office equipment	-	2 and 5 years

4.4 Investments
Investment in subsidiary undertakings are stated at cost less any provision for impairment in value.

4.5 Impairment of non-financial assets
The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the company makes an estimate of the asset's recoverable amount in order to determine the extent of the impairment loss. An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Impairment losses on continuing operations are recognised in the income statement in those expense categories consistent with the function of the impaired asset.

For assets where an impairment loss subsequently reverses, the carrying amount of the asset or cash generating unit is increased to the revised estimate of its recoverable amount, not to exceed the carrying amount that would have been determined, net of depreciation, had no impairment losses been recognised for the asset or cash generating unit in prior years. A reversal of impairment loss is recognised immediately in the income statement, unless the asset is carried at a revalued amount when it is treated as a revaluation increase.

4.6 Cash and cash equivalents
Cash and short term deposits in the balance sheet comprise cash at banks and in hand and short term deposits with an original maturity of three months or less.

4.7 Share Capital
Financial instruments issued by the company are treated as equity only to the extent that they do not meet the definition of a financial liability. The company's ordinary shares are classified as equity instruments.

4.8 Leasing
Leases where the lessor retains a significant portion of the risks and benefits of ownership of the asset are classified as operating leases and rentals payable are charged in the income statement on a straight line basis over the lease term.

4.9 Income taxes
Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted by the balance sheet date.

Deferred income tax is recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements, with the following exceptions: deferred income tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carried forward tax credits or tax losses can be utilised.

Deferred income tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply when the related asset is realised or liability is settled, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date.
Deferred income tax assets and liabilities are offset, only if a legally enforcement right exists to set off current tax assets against current tax liabilities, the deferred income taxes relate to the same taxation authority and that authority permits the company to make a single net payment.

Income tax is charged or credited to other comprehensive income if it relates to items that are charged or credited to other comprehensive income. Similarly, income tax is charged or credited directly to equity if it relates to items that are credited or charged directly to equity. Otherwise income tax is recognised in the income statement.

4.10 Retirement benefits

The company operates a defined contribution plan. A defined contribution plan is a pension plan under which the company pays fixed contributions into a separate entity. Contributions payable to the plan are charged to the income statement in the period to which they relate. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

5. JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

IAS 1.122 requires disclosures of the significant judgements that affect the amounts recognised in the financial statements. This does not mean that every accounting judgement should be disclosed. However, disclosure would be appropriate in cases where the accounting outcome is materially different dependent on the judgement taken.

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements:

Development costs

Development costs are capitalised in accordance with the accounting policy given above. Initial capitalisation of costs is based on management's judgement that technological and economic feasibility is confirmed, usually when a product development project has reached a defined milestone according to an established project management model. In determining the amounts to be capitalised management makes assumptions regarding the expected future cash generation of the assets, discount rates to be applied and the expected period of benefits.

The following estimate is dependent upon assumptions which could change in the next financial year and have a material effect on the carrying amounts of assets and liabilities recognised at the balance sheet date:

Taxation

Management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with an assessment of the effect of future tax planning strategies. At 31 March 2018, the carrying amount of deferred tax assets was £nil.

6. REVENUE

The total revenue of the company for the period has been derived from its principal activity wholly undertaken in the United Kingdom.

7. EMPLOYEES AND DIRECTORS

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

	15 months to 31 March 2018 £	12 months to 31 December 2016 £
Wages and salaries	**294,387**	377,941
Social security costs	**30,087**	45,068
Pension costs	**3,346**	569
	327,820	423,578

	15 months to 31 March 2018 £	12 months to 31 December 2016 £
Directors' remuneration	**133,786**	128,668

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

	15 months to 31 March 2018 £	12 months to 31 December 2016 £
Operational	**3**	6
Support	**3**	6
	6	12

8. LOSS ON OPERATING ACTIVITIES BEFORE TAXATION

Operating loss is stated after charging:

	15 months to 31 March 2018 £	12 months to 31 December 2016 £
Depreciation	**3,008**	4,002
Impairment of development costs	**738,848**	-
Impairment charge on amounts due from group undertakings	**265,827**	-
Operating lease rentals:		
- other operating leases	-	24,158
Audit fees	**5,055**	6,778

9. FINANCE COSTS

	15 months to 31 March 2018 £	12 months to 31 December 2016 £
Interest on amounts owed to parent undertaking	**124,187**	58,872

10. TAXATION

	15 months to 31 March 2018 £	12 months to 31 December 2016 £
Current period tax		
UK corporation tax	**(42,386)**	-
Deferred tax	-	-
Total tax credit	**(42,386)**	-
Factors affecting the tax credit for the period		
Loss on ordinary activities before taxation	**(1,710,567)**	(704,678)
Loss on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 19.20% (2016: 20%)	**(328,429)**	(140,936)
Effects of:		
Non-deductible expenses	**51,655**	130
Capital allowances in excess of depreciation	**(102)**	-
Tax losses carried forward	**276,876**	37,869
Tax losses surrendered to other group entities	-	103,313
Research and development tax credit	**(42,386)**	-
Other tax adjustments	-	(376)
Tax credit for the period	**(42,386)**	-

Estimated tax losses of approximately £2,420,000 (31 December 2016: £1,548,000) are available to relieve future profits of the company. A deferred tax asset has not been recognised in respect of these losses due to uncertainty as to the timing and tax rate at which these losses will be utilised against future taxable profit steam.

11. INTANGIBLE FIXED ASSETS

	Development costs
Cost	**£**
At 1 January 2017	712,741
Additions	42,605
At 31 March 2018	**755,346**
Amortisation	
At 1 January 2017	-
Charge for the period	-
Impairment	738,848
At 31 March 2018	**738,848**
Net book value	
At 31 March 2018	**16,498**
At 31 December 2016	712,741

As at 31 March 2018 the directors agreed to write off the development costs relating to the design and construction of the business to consumer service (B2C) My Clinical Coach. Whilst the opportunity for this digital platform and route to market still exists, it is considered prudent by the directors to impair the intangible asset to zero.

The impairment loss of £738,848 has been recognised in the statement of profit or loss and other comprehensive income.

12. PROPERTY, PLANT AND EQUIPMENT

	Land & buildings Leasehold	Office equipment	Total
Cost	**£**	**£**	**£**
At 1 January 2017	31,938	7,558	39,496
Additions	-	1,109	1,109
At 31 March 2018	**31,938**	**8,667**	**40,605**
Depreciation			
At 1 January 2017	31,924	3,340	35,264
Charge for the period	14	2,994	3,008
At 31 March 2018	**31,938**	**6,334**	**38,272**
Net book value			
At 31 March 2018	**-**	**2,333**	**2,333**
At 31 December 2016	14	4,218	4,232

13. TRADE AND OTHER RECEIVABLES

	31 March 2018	31 December 2016
	£	£
Trade receivables	-	63,130
Amounts due from group undertakings	-	175,527
VAT receivables	**7,532**	2,786
Loans to directors	-	3,000
Prepayments and deferred costs	**3,749**	54,961
Other receivables	-	11,271
	11,281	310,675

The amount of £265,827 due from MyClinicalCoach Limited a wholly owned subsidiary of the company was impaired to £nil during the period.

14. TRADE AND OTHER PAYABLES

	31 March 2018	31 December 2016
	£	£
Trade payables	**20,672**	86,507
Social security and other taxes	**3,725**	28,447
Amounts owed to group undertakings	**3,267,286**	2,455,919
Accruals and deferred income	**17,769**	27,675
Other payables	**11,798**	12,545
	3,321,250	2,611,093

Amounts owed to group undertakings are interest bearing and are repayable on demand.

15. SHARE CAPITAL

	31 March 2018	31 December 2016
	£	£
Allotted, called up and fully paid		
1 Ordinary shares of £1	**1**	1

16. RESERVES

The profit and loss reserve is the cumulative net losses in the statement of comprehensive income. Movements on this reserve are set out in the statement of changes in equity.

17. INVESTMENTS

The company holds 100% of the ordinary shares in MyClinicalCoach Limited.

18. FINANCIAL COMMITMENTS

At 31 March 2018 the company was not committed to making any payments under non-cancellable operating lease rentals for property:

	31 March 2018	31 December 2016
	£	£
Expiry date:		
Within 1 year	-	5,619
Between 2 and 5 years	-	-
	-	5,619

19. PENSION COMMITMENTS

The company operates a defined contributions pensions scheme. The pension expense represents contributions payable by the company to the fund and amounted to £3,346 (31 December 2016: £569) during the period. Contributions totalling £398 (31 December 2016: £1,145) were payable at the balance sheet date.

20. CONTROLLING PARTY

The ultimate parent company and controlling party is Totally plc, a company registered in England and Wales. The largest and smallest group of undertakings for which group financial statements are prepared and which include the results of the company, are the consolidated financial statements of Totally plc.

Copies of the consolidated financial statements of Totally plc may be obtained from the Registrar of Companies, Companies House, Crown Way, Cardiff, CF4 3UZ.

21. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption available in FRS 101 whereby it has not disclosed transactions with the ultimate parent company or any wholly owned subsidiary undertaking of the group.