

**Vasutek Limited**

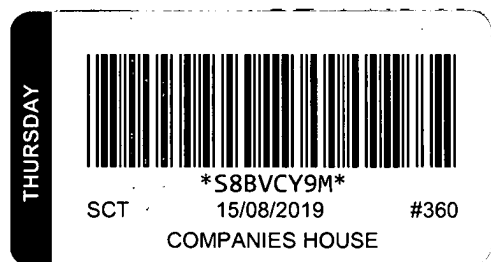
**Trading as**

**Terumo Aortic**

Annual report and financial statements

Registered number SC079773

31 March 2019



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## **Company information**

<b>Directors</b>	P Holbrook H Pomp H Samejima N Kunimoto L Millar
<b>Business name</b>	Terumo Aortic
<b>Company number</b>	SC079773 (Scotland)
<b>Registered office</b>	Newmains Avenue Inchinnan Renfrewshire PA4 9RR
<b>Auditor</b>	KPMG LLP 319 St Vincent Street Glasgow G2 5AS

## Strategic report

Vascutek Limited trades as Terumo Aortic. The directors present their strategic report for the year ended 31 March 2019.

### Principal Risks, Uncertainties and Future Developments

The principal risks and uncertainties affecting the business are as follows:

**Current economic environment:** the industry in which the company operates has been impacted by the continuing global economic uncertainty, particularly in relation to ongoing Brexit negotiations. Vascutek continues to focus on product development and quality to maintain market share. Having regard to the company's cash resources, the directors believe the company is well placed to continue to manage its financial position successfully.

**Product quality:** quality is a particularly important risk for companies involved in healthcare. Vascutek regards quality to be of paramount importance and will continuously strive for quality improvements. To reflect this, Vascutek continues to place importance in the development and maintenance of the company Quality Management System.

**Foreign currency risk:** as a major proportion of Vascutek's sales are for export from the UK, it is potentially exposed to a currency exchange risk. However, Vascutek mitigates this risk where possible by transacting its export business in Pounds Sterling and by arranging forward currency contracts for significant foreign currency sales.

**Technology advances:** the company has a research laboratory and other facilities and devotes considerable resources to research and development aimed at new products and processes. In addition, contacts have been maintained and developed with outside institutions, enabling the company to keep fully abreast of relevant technology.

**Product innovation:** the major risk to Vascutek's conventional business is the increasing trend towards less invasive surgery and the resultant increased importance of stenting. However, Vascutek continues to keep abreast of these important changes with the development and successful market launch of innovative products.

Key areas of development include development and expansion of the existing product ranges and the drive to further increase sales in existing markets and other emerging export markets.

### Company performance

Our overall sales performance in the year was 30.7% higher than the prior year. Sales amounted to £88,627,000 (2018: £67,793,000).

The profit for the year after taxation was £5,458,000 (2018: £8,755,000).

No final dividend (2018: £Nil) or interim dividend (2018: £Nil) was paid during the year.

Key financial performance indicators for the company relate to the management of profitability and working capital and are detailed below.

In respect of non-financial performance, the company attaches significant importance to maintaining and, where possible, improving high quality standards and providing a safe and healthy working environment for all of its employees. Relevant key non-financial performance indicators are included overleaf.

## Strategic Report (continued)

### Key Performance Indicators

Financial	2019	2018	Non-Financial	2019	2018
Sales performance year on year – continued operations	<b>30.7%</b>	2.3%	Quality		
Profit before tax performance year on year – continued operations	<b>(23.8)%</b>	(27.5)%	- Vascutek product complaints/sales	<b>0.12%</b>	0.16%
Debtors days	<b>125 days</b>	83 days	Health and Safety		
Finished goods inventory turns	<b>66 days</b>	46 days	- Reportable accidents per employee	<b>0.36%</b>	0.13%

By order of the board



**L Millar**  
 Director

28 June 2019

## Directors' report

The directors present their annual report together with the audited financial statements for the year ended 31 March 2019.

### Principal activity and business review

The company is engaged principally in the manufacture of high quality vascular prostheses for human implant. These grafts are marketed by the company in the UK and worldwide by various distributors.

### Financial instruments

The company does not use complex financial instruments.

### Proposed dividend

The directors have proposed not to pay a final ordinary dividend in respect of the current financial year (2018: £nil).

No interim dividend was paid during the year.

### Directors

The directors who held office during the year and to the date of this report were as follows:

P Holbrook  
A Rogers (resigned 31 May 2019)  
K Nishikawa (resigned 30 September 2018)  
H Pomp  
H Samejima  
N Kunimoto (appointed 1 October 2018)  
L Millar (appointed 1 June 2019)

In accordance with the Articles of Association, P Holbrook retires and, being eligible, will offer himself for re-election.

### Employees

It is the company's policy to offer equal opportunity to disabled persons applying for vacancies and provide them with the same opportunities for employment training career development and promotion that are available to all employees within the limitations of their aptitude and abilities.

### Charitable/political contributions

The company made no charitable donations, political contributions or incurred any political expenditure during the year (2018: £Nil).

### Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

### Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

### By order of the board



L Millar  
Director

Vascutek Limited  
Newmains Avenue  
Inchinnan  
Renfrewshire  
PA4 9RR  
28 June 2019

## **Statement of directors' responsibilities in respect of the Strategic Report, the Directors' Report and the financial statements**

The directors are responsible for preparing the Strategic Report, 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 they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 *Reduced Disclosure Framework*.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and 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;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

## Independent auditor's report to the members of Vascutek Limited

### Opinion

We have audited the financial statements of Vascutek Limited ("the company") for the year ended 31 March 2019 which comprise the Profit and Loss Account, Statement of Other Comprehensive Income, Balance Sheet, Statement of Changes in Equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2019 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 *Reduced Disclosure Framework*; 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

### The impact of uncertainties due to the UK exiting the European Union on our audit

Uncertainties related to the effects of Brexit are relevant to understanding our audit of the financial statements. All audits assess and challenge the reasonableness of estimates made by the directors, such as recoverability of goodwill and related disclosures and the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment and the company's future prospects and performance.

Brexit is one of the most significant economic events for the UK, and at the date of this report its effects are subject to unprecedented levels of uncertainty of outcomes, with the full range of possible effects unknown. We applied a standardised firm-wide approach in response to that uncertainty when assessing the company's future prospects and performance. However, no audit should be expected to predict the unknowable factors or all possible future implications for a company and this is particularly the case in relation to Brexit.

### Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model, including the impact of Brexit, and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

## **Independent auditor's report to the members of Vascutek Limited** *(continued)*

### **Strategic report and directors' report**

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

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

Under the Companies Act 2006 we are required 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

We have nothing to report in these respects.

### **Directors' responsibilities**

As explained more fully in their statement set out on page 5, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

### **Auditor's responsibilities**

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

## **Independent auditor's report to the members of Vascutek Limited** *(continued)*

### **The purpose of our audit work and to whom we owe our responsibilities**

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



**Bruce Marks (Senior Statutory Auditor)**  
**for and on behalf of KPMG LLP, Statutory Auditor**  
*Chartered Accountants*

29 July 2019

**Profit and Loss Account**  
for the year ended 31 March 2019

	<i>Note</i>	<b>2019</b> £000	2018 £000
<b>Turnover</b>	2	<b>88,627</b>	67,793
Cost of sales		<b>(42,492)</b>	(26,777)
		<hr/>	<hr/>
<b>Gross profit</b>		<b>46,135</b>	41,016
Distribution costs		<b>(11,942)</b>	(10,622)
Administrative expenses		<b>(26,190)</b>	(19,556)
Other operating income	3	<b>102</b>	127
		<hr/>	<hr/>
<b>Operating profit</b>	4	<b>8,105</b>	10,965
Other interest receivable and similar income	7	<b>98</b>	94
Interest payable and similar charges	8	<b>(150)</b>	(485)
		<hr/>	<hr/>
<b>Profit on ordinary activities before taxation</b>		<b>8,053</b>	10,574
Tax on profit on ordinary activities	9	<b>(2,595)</b>	(1,819)
		<hr/>	<hr/>
<b>Profit for the financial year</b>		<b>5,458</b>	8,755
		<hr/> <hr/>	<hr/> <hr/>

All of the company's activities are continuing.

Notes on pages 13 to 29 form part of these financial statements.

**Statement of Other Comprehensive Income**  
for the year ended 31 March 2019

	Note	2019 £000	2018 £000
<b>Profit for the year</b>		<b>5,458</b>	<b>8,755</b>
<b>Other comprehensive income</b>			
<i>Items that will not be reclassified to profit or loss:</i>			
Remeasurements of defined benefit liability	19	2,745	1,860
Income tax on items that will not be reclassified to profit or loss	18,19	(467)	(353)
		<b>2,278</b>	<b>1,507</b>
<i>Items that are or may be reclassified subsequently to profit or loss:</i>			
Net change in fair value of cash flow hedges reclassified to profit or loss		(25)	37
		<b>(25)</b>	<b>37</b>
<b>Other comprehensive income for the year, net of income tax</b>		<b>2,253</b>	<b>1,544</b>
<b>Total comprehensive income for the year</b>		<b>7,711</b>	<b>10,299</b>

Notes on pages 13 to 29 form part of these financial statements.

**Balance Sheet**  
as at 31 March 2019

	Note	2019 £000	2019 £000	2018 £000	2018 £000
<b>Fixed assets</b>					
Intangible assets	10		17,571		3,200
Tangible assets	11		21,597		17,504
Investments	12		6,471		14,421
			<u>45,639</u>		<u>35,125</u>
<b>Current assets</b>					
Stocks	14	15,635		10,641	
Debtors	15	42,073		36,107	
Cash at bank and in hand		8,629		23,383	
		<u>66,337</u>		<u>70,131</u>	
<b>Creditors: amounts falling due within one year</b>	16	<u>(10,853)</u>		<u>(37,876)</u>	
<b>Net current assets</b>			<u>55,484</u>		<u>32,255</u>
<b>Total assets less current liabilities</b>			<u>101,123</u>		<u>67,380</u>
<b>Creditors: amounts falling due after more than one year</b>	17	<u>(1,606)</u>		<u>(1,692)</u>	
<b>Provisions for liabilities</b>					
Pension liability	19	(811)		(3,113)	
Deferred tax liability	18	(294)		-	
			<u>(2,711)</u>	<u>(4,805)</u>	
<b>Net assets</b>			<u>98,412</u>	<u>62,575</u>	
<b>Capital and reserves</b>					
Called up share capital	20	-	-	-	-
Cash flow hedging reserve	20	(8)	(8)	17	17
Other reserve	20	28,126	28,126	-	-
Profit and loss account		70,294	70,294	62,558	62,558
<b>Shareholders' funds</b>			<u>98,412</u>	<u>62,575</u>	

Notes on pages 13 to 29 form part of these financial statements.

These financial statements were approved by the board of directors on 28 June 2019 and were signed on its behalf by:



**L Millar**  
Director

Company registered number: SC079773



## Notes

(forming part of the financial statements)

### 1 Accounting policies

Vascutek Limited (the “company”) is a company incorporated and domiciled in the UK.

These financial statements were prepared in accordance with Financial Reporting Standard 101 *Reduced Disclosure Framework* (“FRS 101”). The amendments to FRS 101 (2014/15 Cycle) issued in July 2015 and effective immediately have been applied.

In preparing these financial statements, the company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU (“Adopted IFRSs”), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The company’s ultimate parent undertaking, Terumo Corporation, includes the company in its consolidated financial statements. The consolidated financial statements of Terumo Corporation are available to the public and may be obtained from Terumo Corporation, 2-44-1 Hatagaya, Shibuya-ku, Tokyo, 151-0072, Japan.

In these financial statements, the company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- Cash Flow Statement and related notes;
- Comparative period reconciliations for share capital, tangible fixed assets and intangible assets;
- Disclosures in respect of transactions with wholly owned subsidiaries;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs; and
- Disclosures in respect of the compensation of Key Management Personnel

As the consolidated financial statements of Terumo Corporation include the equivalent disclosures, the company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- Disclosures required by *IFRS 5 Non-current Assets Held for Sale and Discontinued Operations* in respect of the cash flows of discontinued operations; and
- Certain disclosures required by *IFRS 13 Fair Value Measurement* and the disclosures required by *IFRS 7 Financial Instrument Disclosures*.

In addition, the company has taken advantage of the exemption set out in Section 401 of Companies Act 2006 and has not prepared consolidated accounts as the company’s results are included in the consolidated financial statements of Terumo Corporation.

The company proposes to continue to adopt the reduced disclosure framework of FRS 101 in its next financial statements.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Judgements made by the directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 24.

#### 1.1. Measurement convention

The financial statements are prepared on the historical cost basis except that the following assets and liabilities are stated at their fair value: derivative financial instruments.

## Notes (continued)

### 1 Accounting policies (continued)

#### 1.2. Going concern

The company's business activities, together with the factors likely to affect its future development, performance, position and exposures to risk are set out in the Strategic Report on pages 2 to 3.

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

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

#### 1.3. Foreign currency

Transactions in foreign currencies are translated to the company's functional currencies at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined. Foreign exchange differences arising on translation are recognised in the profit and loss account except for differences arising on the retranslation of qualifying cash flow hedges, which are recognised in other comprehensive income.

#### 1.4. Non-derivative financial instruments

Non-derivative financial instruments comprise investments in equity and debt securities, trade and other debtors, cash and cash equivalents, loans and borrowings, and trade and other creditors.

##### *Trade and other debtors*

Trade and other debtors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

##### *Trade and other creditors*

Trade and other creditors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

#### 1.5. Derivative financial instruments and hedging

##### *Derivative financial instruments*

Derivative financial instruments are recognised at fair value. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss. However, where derivatives qualify for hedge accounting, recognition of any resultant gain or loss depends on the nature of the item being hedged (see below).

##### *Cash flow hedges*

Where a derivative financial instrument is designated as a hedge of the variability in cash flows of a recognised asset or liability, or a highly probable forecast transaction, the effective part of any gain or loss on the derivative financial instrument is recognised directly in the hedging reserve. Any ineffective portion of the hedge is recognised immediately in the profit and loss account.

## Notes (continued)

### 1 Accounting policies (continued)

#### 1.6. Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses.

Where parts of an item of tangible fixed assets have different useful lives, they are accounted for as separate items of tangible fixed assets.

Depreciation is charged to the profit and loss account on a straight-line basis over the estimated useful lives of each part of an item of tangible fixed assets. Land is not depreciated. The estimated useful lives are as follows:

- buildings 20 - 30 years
- plant and equipment 3 - 10 years

Depreciation methods, useful lives and residual values are reviewed at each balance sheet date.

#### 1.7. Intangible assets, goodwill and negative goodwill

##### Goodwill

Goodwill is stated at cost less any accumulated impairment losses. Goodwill is allocated to cash-generating units and is not amortised but is tested annually for impairment. In respect of equity accounted investees, the carrying amount of goodwill is included in the carrying amount of the investment in the investee.

##### Goodwill arising on the hive-up of subsidiary undertaking

In 2018, the trade and net assets of a subsidiary undertaking, Bolton Medical España SLU, were transferred to the Company at their book value. The cost of the Company's investment in that subsidiary undertaking reflected the underlying fair value of its net assets and goodwill at the time of acquisition. As a result of this transfer, the value of the Company's investment in that subsidiary undertaking fell below the amount at which it was stated in the Company's accounting records. Part 15 to the Companies Act 2006 requires that the investment be written down accordingly and that the amount be charged as a loss in the Company's profit and loss account. However, the Directors consider that, as there had been no overall loss to the Group, it would fail to give a true and fair view to charge the diminution to the Company's profit and loss account. It should instead be re-allocated to goodwill, so as to recognise in the Company's individual balance sheet the effective cost to the Company of goodwill. The effect on the Company's balance sheet of this departure is to recognise goodwill of £12,747,000.

##### Research and development

Expenditure on research activities is recognised in the profit and loss account as an expense as incurred.

Expenditure on development activities is capitalised if the product or process is technically and commercially feasible and the company intends and has the technical ability and sufficient resources to complete development, future economic benefits are probable and if the company can measure reliably the expenditure attributable to the intangible asset during its development. Development activities involve a plan or design for the production of new or substantially improved products or processes. The expenditure capitalised includes the cost of materials, direct labour and an appropriate proportion of overheads and capitalised borrowing costs. Other development expenditure is recognised in the profit and loss account as an expense as incurred. Capitalised development expenditure is stated at cost less accumulated amortisation and less accumulated impairment losses.

##### Other intangible assets

Expenditure on internally generated goodwill and brands is recognised in the profit and loss account as an expense as incurred.

Other intangible assets that are acquired by the company are stated at cost less accumulated amortisation and less accumulated impairment losses.

The cost of an intangible asset acquired in a business combination is its fair value at the acquisition date.

## Notes (continued)

### 1 Accounting policies (continued)

#### Amortisation

Amortisation is charged to the profit and loss account on a straight-line basis over the estimated useful lives of intangible assets unless such lives are indefinite. Intangible assets with an indefinite useful life and goodwill are systematically tested for impairment at each balance sheet date. Other intangible assets are amortised from the date they are available for use. The estimated useful lives are as follows:

- patents and trademarks 10 years
- capitalised development costs 10 years

#### 1.8. Government grants

Capital based government grants are included within accruals and deferred income in the balance sheet and credited to the profit and loss account over the estimated useful economic lives of the assets to which they relate.

#### 1.9. Stocks

Stocks are stated at the lower of cost and net realisable value. Cost is based on the first-in first-out principle and includes expenditure incurred in acquiring the stocks, production or conversion costs and other costs in bringing them to their existing location and condition. In the case of manufactured stocks and work in progress, cost includes an appropriate share of overheads based on normal operating capacity.

#### 1.10. Impairment excluding stocks and deferred tax assets

##### Financial assets (including trade and other debtors)

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

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

##### Non-financial assets

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

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit" or "CGU").

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

An impairment loss in respect of goodwill is reversed if and only if the reasons for the impairment have ceased to apply.

## Notes (continued)

### 1 Accounting policies (continued)

#### 1.10. Impairment excluding stocks and deferred tax assets (continued)

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.

#### 1.11. Employee benefits

##### *Defined contribution plans*

A defined contribution plan is a post-employment benefit plan under which the company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in the profit and loss account in the periods during which services are rendered by employees.

##### *Defined benefit plans*

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The company's net obligation in respect of defined benefit pension plans is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any plan assets (at bid price) are deducted. The company determines the net interest on the net defined benefit liability/(asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the net defined benefit liability/(asset).

The discount rate is the yield at the reporting date on bonds that have a credit rating of at least AA that have maturity dates approximating the terms of the company's obligations and that are denominated in the currency in which the benefits are expected to be paid.

Remeasurements arising from defined benefit plans comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest). The company recognises them immediately in other comprehensive income and all other expenses related to defined benefit plans in employee benefit expenses in profit or loss.

When the benefits of a plan are changed, or when a plan is curtailed, the portion of the changed benefit related to past service by employees, or the gain or loss on curtailment, is recognised immediately in profit or loss when the plan amendment or curtailment occurs.

The calculation of the defined benefit obligations is performed by a qualified actuary using the projected unit credit method. When the calculation results in a benefit to the company, the recognised asset is limited to the present value of benefits available in the form of any future refunds from the plan or reductions in future contributions and takes into account the adverse effect of any minimum funding requirements.

##### *Short-term benefits*

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

##### *Termination benefits*

Termination benefits are recognised as an expense when the company is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognised as an expense if the company has made an offer of voluntary redundancy, it is probably that the offer will be accepted, and the number of acceptances can be estimated reliably. If benefits are payable more than 12 months after the reporting date, then they are discounted to their present value.

## Notes (continued)

### 1 Accounting policies (continued)

#### 1.12. Turnover

Turnover represents the value of goods and services supplied net of VAT and returns.

#### 1.13. Expenses

##### *Interest receivable and Interest payable*

Interest payable and similar charges include interest payable, finance charges on shares classified as liabilities and finance leases recognised in profit or loss using the effective interest method, unwinding of the discount on provisions, and net foreign exchange losses that are recognised in the profit and loss account (see foreign currency accounting policy). Other interest receivable and similar income include interest receivable on funds invested and net foreign exchange gains.

Interest income and interest payable is recognised in profit or loss as it accrues, using the effective interest method. Dividend income is recognised in the profit and loss account on the date the entity's right to receive payments is established. Foreign currency gains and losses are reported on a net basis.

#### 1.14. Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

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

Deferred tax is provided on 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 assets or liabilities that affect neither accounting nor taxable profit other than in a business combination, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred 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 substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised.

#### 1.15. Dividends

Dividends unpaid at the balance sheet date are only recognised as a liability at that date to the extent that they are appropriately authorised and are no longer at the discretion of the company. Unpaid dividends that do not meet these criteria are disclosed in the notes to the financial statements.

### 2 Turnover

#### *By class of business*

The turnover and profit arises from the principal activity of manufacture of high quality vascular prostheses for human implant.

#### *By geographical area*

In the opinion of the directors, the disclosure of turnover, profit before taxation and net assets by geographical segments would be prejudicial to the interests of the company.

## Notes (continued)

### 3 Other operating income

	2019 £000	2018 £000
Government grants	87	87
Net gain on disposal of tangible fixed assets	15	40
	<u>102</u>	<u>127</u>

### 4 Expenses and auditor's remuneration

Included in profit/loss are the following:

	2019 £000	2018 £000
Depreciation	2,404	2,233
Amortisation	159	59
Research and development expensed as incurred	10,371	11,314
Research and development – tax credits	(511)	(500)
Acquisition costs expensed as incurred	-	853
Restructuring costs expensed as incurred	99	316
Intercompany loan balance waived by the company	6,487	221
	<u>6,487</u>	<u>221</u>

Auditor's remuneration:

	2019 £000	2018 £000
Audit of these financial statements	35	32
Amounts receivable by the company's auditor and its associates in respect of:		
Taxation compliance services	58	25
Other assurance services	4	5
All other services	133	96
	<u>133</u>	<u>96</u>

### 5 Staff numbers and costs

The average number of persons employed by the company (including directors) during the year, analysed by category, was as follows:

	Number of employees	
	2019	2018
Production	502	494
Administration	328	289
	<u>831</u>	<u>783</u>

The aggregate payroll costs of these persons were as follows:

	2019 £000	2018 £000
Wages and salaries	27,046	24,389
Social security costs	2,669	2,434
Contributions to defined contribution plans	1,518	1,309
Expenses related to defined benefit plans	1,015	1,058
	<u>32,248</u>	<u>29,190</u>

**Notes (continued)**

**6 Directors' remuneration**

	2019 £000	2018 £000
Directors' remuneration	869	937
Company contributions to money purchase pension plans	25	20
	<u>894</u>	<u>957</u>

The aggregate of remuneration of the highest paid director was £341,000 (2018: £425,000). He is a member of a defined benefit scheme, under which his accrued pension at the year end was £35,131 (2018: £28,927)

	Number of directors	
	2019	2018
Retirement benefits are accruing to the following number of directors under:		
Money purchase schemes	1	1
Defined benefit schemes	2	2
	<u>1</u>	<u>2</u>

**7 Other interest receivable and similar income**

	2019 £000	2018 £000
Interest income on unimpaired financial assets	98	94
Total interest receivable and similar income	<u>98</u>	<u>94</u>

Interest receivable and similar income includes income from group undertakings of £87,000 (2018: £79,000).

**8 Interest payable and similar charges**

	2019 £000	2018 £000
Total interest expense on financial liabilities measured at amortised cost	64	363
Net interest on defined benefit pension plan liability	86	122
Total interest payable and similar charges	<u>150</u>	<u>485</u>

Interest payable and similar charges includes interest payable and similar on loans of £64,000 (2018: £363,000), all of which was payable to group undertakings.

## Notes (continued)

### 9 Taxation

#### Recognised in the profit and loss account

	2019	2018
	£000	£000
<i>Current tax</i>		
Current tax on income for the period	3,053	2,316
Adjustments in respect of prior periods	(317)	(511)
	<hr/>	<hr/>
Total current tax	2,736	1,805
<i>Deferred tax (see note 18)</i>		
Origination and reversal of temporary differences	64	59
Adjustments in respect of prior periods	(130)	26
Deferred tax on pension scheme liability	(75)	(84)
Reduction in tax rate	-	13
	<hr/>	<hr/>
Total deferred tax	(141)	14
	<hr/>	<hr/>
Total tax	2,595	1,819
	<hr/> <hr/>	<hr/> <hr/>

#### Income tax recognised in other comprehensive income

	2019	2018
	£000	£000
Remeasurements of defined benefit liability	(467)	353
	<hr/>	<hr/>

#### Reconciliation of effective tax rate

	2019	2018
	£000	£000
Profit for the year	5,458	8,755
Total corporation tax expense	2,595	1,819
	<hr/>	<hr/>
Profit excluding taxation	8,054	10,574
Tax using the UK corporation tax rate of 19% (2018: 19%)	1,530	2,009
Non-deductible expenses	1,503	363
Adjustment in respect of prior years	(447)	(485)
Other timing differences	9	(81)
Reduction in tax rate on deferred tax balances	-	13
	<hr/>	<hr/>
Total tax expense	2,595	1,819
	<hr/> <hr/>	<hr/> <hr/>

Reductions in the UK corporation tax rate from 19% to 17% (effective 1 April 2020) was substantially enacted on 6 September 2016. This will reduce the company's future current tax charge accordingly. The deferred tax asset at 31 March 2019 has been calculated based on this rate.

**Notes (continued)**

**10 Intangible assets**

	<b>Patents and trademarks £000</b>	<b>Goodwill £000</b>	<b>Development costs £000</b>	<b>Other £000</b>	<b>Total £000</b>
<b>Cost</b>					
Balance at 1 April 2018	4,357	-	3,075	-	7,432
Additions	-	380	-	-	380
Transferred from investments	-	12,747	-	-	12,747
Internally developed	-	-	1,087	315	1,402
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
Balance at 31 March 2019	4,357	13,127	4,162	315	21,961
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>
<b>Amortisation and impairment</b>					
Balance at 1 April 2018	4,196	-	35	-	4,231
Amortisation for the year	24	-	104	31	159
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
Balance at 31 March 2019	4,220	-	139	31	4,390
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>
<b>Net book value</b>					
At 31 March 2018	160	-	3,040	-	3,200
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>
<b>At 31 March 2019</b>	<b>137</b>	<b>13,127</b>	<b>4,023</b>	<b>284</b>	<b>17,571</b>
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

*Amortisation and impairment charge*

The amortisation and impairment charge is recognised in the following line items in the profit and loss account:

	<b>2019 £000</b>	<b>2018 £000</b>
Administrative expenses	<b>159</b>	59
	<hr/> <hr/>	<hr/> <hr/>

## Notes (continued)

### 11 Tangible fixed assets

	Land and buildings £000	Plant and equipment £000	Under construction £000	Total £000
<b>Cost</b>				
Balance at 1 April 2018	16,005	18,256	1,829	36,090
Acquisitions	286	1,300	4,915	6,501
Disposals	-	(60)	-	(60)
Transfer of assets under construction	882	101	(983)	-
	<hr/>	<hr/>	<hr/>	<hr/>
Balance at 31 March 2019	17,173	19,597	5,761	42,531
	<hr/>	<hr/>	<hr/>	<hr/>
<b>Depreciation and impairment</b>				
Balance at 1 April 2018	5,575	13,011	-	18,586
Depreciation charge for the year	832	1,572	-	2,404
Disposals	-	(56)	-	(56)
	<hr/>	<hr/>	<hr/>	<hr/>
Balance at 31 March 2019	6,407	14,527	-	20,934
	<hr/>	<hr/>	<hr/>	<hr/>
<b>Net book value</b>				
At 31 March 2018	10,430	5,245	1,829	17,504
	<hr/>	<hr/>	<hr/>	<hr/>
<b>At 31 March 2019</b>	<b>10,766</b>	<b>5,070</b>	<b>5,761</b>	<b>21,597</b>
	<hr/>	<hr/>	<hr/>	<hr/>

#### Tangible fixed assets under construction

Assets under construction relates to work undertaken on site to increase capacity.

#### Land and Buildings

The net book value of land and buildings comprises:

	2019 £000	2018 £000
Freehold	10,766	10,430
	<hr/>	<hr/>

Included in the total net book value of land and buildings is £617,282 (2018: £617,282) of land that is not depreciated.

### 12 Investments in subsidiaries

	Shares in group undertakings £000	Total £000
<b>Cost</b>		
At 1 April 2018	14,421	14,421
Additions	4,797	4,797
Transfer to Goodwill	(12,747)	(12,747)
	<hr/>	<hr/>
At 31 March 2019	6,471	6,471
	<hr/>	<hr/>
<b>Net book value</b>		
At 31 March 2018	14,421	14,421
	<hr/>	<hr/>
<b>At 31 March 2019</b>	<b>6,471</b>	<b>6,471</b>
	<hr/>	<hr/>

## Notes (continued)

### 12 Investments in subsidiaries (continued)

The company has the following investments in subsidiaries:

	Country of Incorporation	Class of shares held	Ownership 2019	2018
Bolton Medical Espana SLU	Spain	Ordinary	100%	100%
Bolton Medical SRL	Italy	Ordinary	Nil	100%
Serom Medical Technologies SRL	Italy	Ordinary	100%	Nil

On 1 October 2018 the company acquired 100% of the share capital of Holding Medical SRL, and its wholly owned subsidiaries, Italia Hospital Service SRL and Serom Medical Technologies SRL. On 1 January 2019 the Italian Investments were restructured and the four Italian entities wholly owned by the company, including Bolton Medical SRL, were merged into Serom Medical Technologies SRL which will continue the trading activities previously undertaken by the entities.

During the year to 31 March 2019 the trading activities of Bolton Medical Espana SLU were transferred to Vascutek Limited and the value of the investment in the subsidiary was transferred to Goodwill (see note 10).

### 13 Current asset investments and other financial assets

	2019 £000	2018 £000
<b>Other financial assets</b>		
Derivatives	(8)	17

### 14 Stocks

	2019 £000	2018 £000
Raw materials and consumables	6,131	3,870
Work in progress	1,821	3,399
Finished goods	7,683	3,372
	<u>15,635</u>	<u>10,641</u>

6year amounted to £28,041,000 (2018: £26,777,000). The write-down of stocks to net realisable value amounted to £133,646 (2018: £326,927).

### 15 Debtors

	2019 £000	2018 £000
<i>Amounts falling due within one year:</i>		
Trade debtors	10,130	6,579
Amounts owed by group undertakings	30,118	28,338
Other debtors	977	288
Deferred tax assets (see note 18)	-	32
Prepayments and accrued income	848	832
Corporation tax receivable	-	21
Other financial assets (see note 13)	-	17
	<u>42,073</u>	<u>36,107</u>

**Notes** (continued)

**16 Creditors: amounts falling due within one year**

	2019 £000	2018 £000
Trade creditors	705	1,069
Amounts owed to group undertakings	752	29,044
Accruals and deferred income	7,509	7,603
Taxation and social security	673	5
Corporation tax payable	1,016	
Other creditors	190	155
Other financial liabilities (see note 13)	8	-
	<u>10,854</u>	<u>37,876</u>

**17 Creditors: amounts falling after more than one year**

	2019 £000	2018 £000
Deferred government grants	1,606	1,692
	<u>1,606</u>	<u>1,692</u>

**18 Deferred tax assets and liabilities**

*Recognised deferred tax assets and liabilities*

Deferred tax assets and liabilities are attributable to the following:

	Assets		Liabilities		Net	
	2019 £000	2018 £000	2019 £000	2018 £000	2019 £000	2018 £000
Tangible fixed assets	-	-	433	499	433	499
Employee benefits	(139)	(531)	-	-	(139)	(531)
Net tax (assets) / liabilities	<u>(139)</u>	<u>(531)</u>	<u>433</u>	<u>499</u>	<u>294</u>	<u>(32)</u>

*Movement in deferred tax during the year*

	1 April 2018 £000	Recognised in income £000	Recognised in equity £000	31 March 2019 £000
Tangible fixed assets	499	(66)	-	433
Employee benefits	(531)	(75)	467	(139)
	<u>(32)</u>	<u>(141)</u>	<u>467</u>	<u>294</u>

*Movement in deferred tax during the prior year*

	1 April 2017 £000	Recognised in income £000	Recognised in equity £000	31 March 2018 £000
Tangible fixed assets	463	36	-	499
Employee benefits	(862)	(22)	353	(531)
	<u>(399)</u>	<u>14</u>	<u>353</u>	<u>(32)</u>

**Notes** (continued)

**19 Employee benefits**

The revision of IAS 19 during the prior year required the company to make the following disclosures:

- (a) information about the characteristics of its defined benefit plans, including:
  - (i) the nature of the benefits provided by the plan (eg final salary defined benefit plan or contribution-based plan with guarantees).
  - (ii) a description of the regulatory framework in which the plan operates, for example the level of any minimum funding requirements, and any effect of the regulatory framework on the plan, such as the asset ceiling (see paragraph 64).
  - (iii) a description of any other entity's responsibilities for the governance of the plan, for example responsibilities of trustees or of board members of the plan.
- (b) a description of the risks to which the plan exposes the entity, focused on any unusual, entity-specific or plan-specific risks, and of any significant concentrations of risk. For example, if plan assets are invested primarily in one class of investments, eg property, the plan may expose the entity to a concentration of property market risk.
- (c) a description of any plan amendments, curtailments and settlements.

The company operates a pension scheme providing benefits based on final pensionable pay.

The latest full actuarial valuation carried out at 1 July 2015 has been updated for IAS19 purposes to 31 March 2018 by a qualified independent actuary.

The information disclosed below is in respect of the whole of the plans for which the company is either the sponsoring employer or has been allocated a share of cost under an agreed group policy throughout the periods shown.

	<b>2019</b>	2018
	<b>£000</b>	£000
Total defined benefit asset	<b>38,839</b>	36,459
Total defined benefit liability	<b>(39,650)</b>	(39,572)
	<hr/>	<hr/>
Net liability for defined benefit obligations (see following table)	<b>(811)</b>	(3,113)
	<hr/>	<hr/>
<b>Total employee benefits</b>	<b>(811)</b>	(3,113)
	<hr/> <hr/>	<hr/> <hr/>

## Notes (continued)

### 19 Employee benefits (continued)

#### Movements in net defined benefit liability/asset

	Defined benefit obligation		Fair value of plan assets		Net defined benefit liability	
	2019 £000	2018 £000	2019 £000	2018 £000	2019 £000	2018 £000
Balance at 1 April	39,572	39,155	(36,459)	(34,624)	3,113	4,531
<b>Included in profit or loss</b>						
Current service cost	985	1,058	-	-	985	1,058
Interest cost/(income)	1,034	1,021	(948)	(899)	86	122
	<b>2,019</b>	<b>2,079</b>	<b>(948)</b>	<b>(899)</b>	<b>1,071</b>	<b>1,180</b>
<b>Included in OCI</b>						
Remeasurements loss/(gain):						
Actuarial loss (gain) arising from						
– Changes in demographic Assumptions	-	-	-	-	-	-
– Change in financial assumptions	(477)	(868)	-	-	(477)	(868)
– Experience adjustment	(852)	64	-	-	(852)	64
Return on plan assets excluding interest income	-	-	(1,416)	(1,056)	(1,416)	(1,056)
	<b>(1,329)</b>	<b>(804)</b>	<b>(1,416)</b>	<b>(1,056)</b>	<b>(2,745)</b>	<b>(1,860)</b>
<b>Other</b>						
Contributions paid by the employer	-	-	(628)	(738)	(628)	(738)
Benefits paid	(612)	(858)	612	858	-	-
<b>Balance at 31 March</b>	<b>39,650</b>	<b>39,572</b>	<b>(38,839)</b>	<b>(36,459)</b>	<b>811</b>	<b>3,113</b>

Plan assets	2019 £000	2018 £000
Cash and cash equivalents	3,891	3,653
Equity instruments	24,053	22,579
Debt instruments	10,895	10,227
<b>Total</b>	<b>38,839</b>	<b>36,459</b>

All equity securities and government bonds have quoted prices in active markets. All government bonds are issued by European governments and are AAA- or AA-rated. All other plan assets are not quoted in an active market.

#### Actuarial assumptions

The following are the principal actuarial assumptions at the reporting date (expressed as weighted averages)

	2019	2018
Discount rate at 31 March	2.4%	2.6%
Future salary increases	2.8%	3.7%
Future pension increases	2.3%	2.2%

## Notes (continued)

### 19 Employee benefits (continued)

The assumptions relating to longevity underlying the pension liabilities at the balance sheet date are based on standard actuarial mortality tables and include an allowance for future improvements in longevity. The assumptions are equivalent to expecting a 65-year old to live for a number of years as follows:

- Current pensioner aged 65: 21.5 years (male), 23.4 years (female).
- Future retiree upon reaching 65: 22.8 years (male), 25.0 years (female).

#### Sensitivity analysis

The calculation of the defined benefit obligation is sensitive to the assumptions set out above. The following table summarises how the impact on the defined benefit obligation at the end of the reporting period would have increased/(decreased) as a result of a change in the respective assumptions by 0.1%.

	Plus assumption £000	Minus assumption £000
Discount rate	(772)	793
Future salary increases	187	(186)
Inflation (RPI, CPI)	579	(550)

In valuing the liabilities of the pension fund at 31 March 2019, mortality assumptions have been made as indicated below. If life expectancy had been changed to assume that all members of the fund lived for one year longer, the value of the reported liabilities at 31 March 2019 would have increased by £1,368,000 before deferred tax.

The above sensitivities are based on the average duration of the benefit obligation determined at the date of the last full actuarial valuation at 1 July 2015 and are applied to adjust the defined benefit obligation at the end of the reporting period for the assumptions concerned. Whilst the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation to the sensitivity of the assumptions shown.

#### Funding

The company expects to pay £625,000 in contributions to its defined benefit plans in the next financial year.

#### Defined contribution plans

The company operates a number of defined contribution pension plans.

The total expense relating to these plans in the current year was £1,518,000 (2018: £1,311,000). There were outstanding pension contributions of £190,000 at the year end (2018: £117,000).

### 20 Capital and reserves

#### Share capital

	2019 £	2018 £
<i>Allotted, called up and fully paid</i>		
Ordinary shares of £1 each	100	100

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the company.

## Notes (continued)

### 20 Capital and reserves (continued)

#### Nature and purpose of reserves

##### Cash flow hedging reserve

The hedging reserve comprises the effective portion of the cumulative net change in the fair value of cash flow hedging instruments related to hedged transactions that have not yet occurred.

##### Other reserve

The other reserve comprises capital contributions from the company's parent company. During the year to 31 March 2019 a loan of £28,126,000 payable to the parent company was converted into a capital contribution.

##### Dividends

The following dividends were recognised during the period:

	2019 £000	2018 £000
Ordinary dividend	-	-

### 21 Financial instruments

#### Cash flow hedges

All cash flows associated with cash flow hedging instruments are expected to occur and to affect profit/loss in 1 year or less.

### 22 Commitments

#### Capital commitments

During the year ended 31 March 2019, the company entered into a contract to purchase property, plant and equipment for £10,792,000 (2018:£1,207,000). These commitments are expected to be settled in the following financial year.

### 23 Ultimate parent company and parent company of larger group

The company is a subsidiary undertaking of Terumo Corporation which is the ultimate parent company and ultimate controlling party incorporated in Japan.

The consolidated financial statements of these groups are available to the public and may be obtained from Terumo Corporation, 2-44-1 Hatagaya, Shibuya-ku, Tokyo, 151-0072, Japan.

### 24 Accounting estimates and judgements

The preparation of financial statements in accordance with FRS 101 requires estimates and assumptions by the directors. These estimates and assumptions might affect the reported amount of assets and liabilities, contingent liabilities and contingent assets at the reporting date as well as income and expenses during the reporting period. The actual outcomes and results may differ from these estimates and assumptions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Key estimates are in relation to stock provisioning, accruals and valuation of the defined benefit liability. Impacts from revision to accounting estimates are recognised in the period in which the estimates are revised and for any future periods affected.