

Date: 14 May 2024  
Ref: 12019917.95

Dated

14 MAY 2024

NORTH CENTRAL LONDON ICB

DUE DILIGENCE SUMMARY REPORT

**CONFIDENTIAL AND SUBJECT TO LEGAL PROFESSIONAL PRIVILEGE**

This report is confidential and subject to legal professional privilege, the benefit of which belongs to NHS North Central London Integrated Care Board.

Should NHS North Central London Integrated Care Board publish this report or its contents, or share this report or its contents with any third party, this is for a specific and limited purpose and does not amount to any waiver of confidentiality or privilege by NHS North Central London Integrated Care Board in general or in respect of any other confidential and/or privileged documents, whether relating to and/or in connection with the subject matter of this report or not.

## North Central London ICB Due Diligence Summary Report

### 1 INTRODUCTION

- 1.1 North Central London ICB (the **ICB**) asked Hill Dickinson (**HD**) to undertake a due diligence exercise in relation to the change in control request received by the ICB from Operose Health Limited<sup>1</sup> (**Operose**), which described a sale of Operose by Centene Corporation<sup>2</sup> (the **Seller**) to T20 Osprey Midco Ltd<sup>3</sup> (the **Buyer**) (the **Change of Control**).
- 1.2 The Buyer is part of the same group of companies as HCRG Care Ltd<sup>4</sup>, an existing provider of APMS contracts to the NHS. HCRG Care Ltd (through its holding company<sup>5</sup>) and the Buyer are both owned by T20 Pioneer Midco Limited<sup>6</sup>.
- 1.3 Operose requested the consent for the Change of Control on behalf of its subsidiary company, AT Medics Limited<sup>7</sup> (**AT Medics**), which holds the APMS contracts commissioned by the ICB (and other ICBs).
- 1.4 This due diligence (**DD**) exercise was undertaken in connection with the requirement under the APMS contracts for AT Medics to obtain the ICB's prior authorisation before undergoing a change of control.
- 1.5 We set out as appendices to this report the timeline of events to date, the questions asked of Operose (the **DDQs**), and information provided by Operose in response to such questions (the **DD Responses**).
- 1.6 This report contains the following sections:

<b>1</b>	Introduction & Contents
<b>2</b>	Our findings
<b>3</b>	Additional Information
<b>Appendix 1</b>	HD Input
<b>Appendix 2</b>	Structure Chart of the Buyer and HRCG group
<b>Appendix 3</b>	DD Responses
<b>Appendix 4</b>	Letter requesting consent

---

<sup>1</sup> Company no. 10014577

<sup>2</sup> A publicly traded company incorporated in the United States with an address 7700 Forsyth Blvd., St Louis, MO 63105, USA.

<sup>3</sup> Company no. 15294854

<sup>4</sup> Company no. 05466033

<sup>5</sup> HCRG Care Group Holdings Ltd - company no. 03201165

<sup>6</sup> Company no. 14266834

<sup>7</sup> Company no. 05057581

## 2 OUR FINDINGS

We set out below our findings based on the responses and information provided by Operose and also based on our searches (see Appendix 1 for the approach to this). Please note that HD has not independently verified the information provided by Operose, though we have not seen any indication that the factual information provided is incorrect.

### 2.1 Corporate Structure

- 2.1.1 Please see **Appendix 2**. The DD responses received, including the structure chart at Appendix 2, show the corporate structure that Operose sits within.
- 2.1.2 This is a large group structure, with two corporate entities as the ultimate beneficial owners of the whole Group (IJMH Limited<sup>8</sup>, Twenty 20 Capital Limited<sup>9</sup>). IJMH Limited is controlled by Ian James Munro, an individual who is a British national and resident of England. Twenty 20 Capital Limited is controlled by Tristan Nicholas Ramus, an individual who is a British national and resident of England.
- 2.1.3 In the new structure, 100% of the shares in Operose, and a 1% minority interest in AT Medics, are owned by the Buyer. In the new structure, Operose sits underneath the Buyer (a special purpose vehicle used only as a holding company for Operose), and shares a holding company with HCRG Care Group Holdings Ltd<sup>10</sup>, but is not directly linked. Operose confirmed that the Buyer is registered, managed, and is paying tax in the United Kingdom.
- 2.1.4 The Buyer refers to HCRG Care Group in some of its responses. HCRG Care Group is a description of the various entities in the company group, including HCRG Care Group Holdings Ltd and its subsidiaries (including Peninsula Health LLP – see Structure Chart). We understand that HCRG Care Group was “leading the process” with Operose. We also understand that it is intended that the Operose group, in the ownership of the Buyer, will operate as a separate business division to the HCRG Care Group (see next).

### 2.2 Operational running of the Business

- 2.2.1 The Buyer’s group (T20 Pioneer Midco Ltd and its subsidiaries) operates two main businesses, being HCRG Care Group which provides health and care services to NHS and local authorities, and HCRG Workforce and Sugarman Holdings Limited<sup>11</sup>, which provides staffing services and workforce solutions to NHS Trusts and Local Authorities.
- 2.2.2 It is intended that Operose and AT Medics will continue to operate as a financially sustainable standalone business focused on delivery of primary care services following the Change of Control, and that the arrangements relating to staffing and data protection in particular will remain the same.
- 2.2.3 HCRG Care Group Holdings Ltd has been one of the largest independent providers of primary and community services to the NHS and Local Authorities since 2006. Operose referenced experience in the healthcare sector in its responses, and in particular noted that HCRG Care Services Ltd holds APMS contracts currently. Many of the DD Responses are provided on the basis that the ICB should seek

---

<sup>8</sup> Company no. 11409826

<sup>9</sup> Company no. 11455082

<sup>10</sup> Company no. 03201165

<sup>11</sup> Company no.13184278 (note: the name of this company changed in April 2024, and so the Structure Chart shows the previous name).

assurance from the business and performance of the HCRG Group, since Operose sits within the same overall corporate group which houses HCRG Group.

2.2.4 Please see **the responses in Appendix 3** - Operose notes that following the Change of Control, there will be an aim for closer working within the Group, including that HCRG Workforce Solutions (a subsidiary of HCRG Care Ltd) may provide staffing services, and Sugarman Occupational Health (a subsidiary of HCRG Care Ltd) may provide such services to staff.

2.2.5 It is intended, subject to confirmation by the management team at Operose of sufficient capacity, that within 12 months of the Change of Control, all of the APMS services provided by the companies within the HCRG Care Group will transfer to management by Operose.

2.2.6 Operose confirmed that, though there are no planned governance changes (except for necessary removal of directors from Operose), it is possible that opportunities to combine the governance functions of the organisations may be identified in the future.

### 2.3 **Compliance**

2.3.1 As a recently established special purpose vehicle, and a holding company, the Buyer itself does not hold licences or consents or provide regulated healthcare services itself.

2.3.2 Operose confirmed no changes will be needed to licences and consents required to carry on the business. Operose did not provide currently held licences/ consents.

2.3.3 Operose provided copies of the Buyer's Anti-bribery and Fraud policies and also set out the procedures in place for compliance with data protection laws, but those are for companies within the HCRG Care Group and so were provided for context/ information as we understand it. The Operose policies will remain in place for Operose and its subsidiaries (and so there is no anticipated changes in the way that Operose will approach these issues).

2.3.4 Operose confirmed that there is no intention to transfer data outside of the UK, and there is no planned transfer of assets or data generally.

2.3.5 HCRG Care Services Ltd is regulated by the CQC and currently rated "Good" overall, "Good" in the domains of "Safe", "Effective", "Caring", "Responsive" and "Outstanding" in the domain of "Well-led".

2.3.6 HCRG Care Group is subject to oversight by NHS England within its Hard to Replace oversight framework, though we have not seen evidence of this. NHS England have confirmed that Operose Health Ltd and its subsidiaries including AT Medics Limited and AT Medics Holdings LLP will form part of the NHS England monitoring process going forward. The companies will report on a quarterly basis with the HCRG Care Group from 1 April 2024.

### 2.4 **Liabilities**

2.4.1 Operose confirmed that, other than ongoing medical claims which are part of the usual running of a health and care service provider (in respect of HCRG Care Group), there is no ongoing or threatened litigation, arbitration, mediation or similar disputes, proceedings, judgments, orders, findings or decisions of a regulatory body which could affect the Buyer or its business.

### 2.5 **Staffing**

2.5.1 As of 30 September 2024 there were 1,219.9 FTE employees of Operose, and the headcount for Operose was 1,574. Operose confirmed that it will continue to operate

as before, and that there is no change of employer and so TUPE is not engaged. Operose also provided information relating to the stability of the workforce, and in particular, the Buyer cites awards won or shortlisted for in the last 10 months.

- 2.5.2 Operose confirmed that there is no intention to change or merge the operating models of HCRG Care Group and Operose Health, including with regards to the use of Physician Associate roles. Operose described the services provided within HCRG Care Group, and by Operose, as well reviewed by regulators and confirmed that the intention is not to merge the operating models of HCRG Care Group and Operose, but instead to continue to provide high quality care within both organisations.

## 2.6 Financial

- 2.6.1 HD has not reviewed the financial documents provided as part of the DD Responses from an accounting perspective, but has reviewed them with a view to flagging high level legal risks.
- 2.6.2 Operose provided the financial details of the Buyer for the financial year ending April 2023, but at the time of the response the Buyer had not yet published audited accounts as it is a special purpose vehicle which was established within the previous year to hold the shares in health and care services businesses. Operose provided unaudited accounts for the period ending 31 March 2023. Operose also provided an overview of the financial position for HCRG Care Group which is relevant to the Change of Control as the Buyer has linked the different group companies throughout the process.
- 2.6.3 All companies above Operose in the new structure, as well as HCRG Care Group Holdings Ltd and HCRG Care Ltd (see the full companies list in paragraph 1.4 of Appendix 1), have a complete Statement of Good Standing (which shows that, at the date of the statement, there are no relevant liquidation or other arrangements pending, and that the companies are in existence). The World Check searches came back for all of the companies listed below as clear, which means that the searches did not expose any potential criminality, Politically Exposed Persons (PEPs) or heightened risk individuals and organisations being involved in any of the companies.
- 2.6.4 All companies above Operose in the new structure, as well as HCRG Care Group Holdings Ltd and HCRG Care Ltd, also have clear insolvency checks, which shows that there are no winding up actions (current or past, being within the last 36 months, including notice of intention to appoint an administrator), published insolvency notices, relevant entries in the filing history, and charges, though there are charges listed on each which the ICB may find relevant or want to be aware of.
- 2.6.5 We noted to Operose that the Companies House documents for AT Medics Limited and AT Medics Holdings LLP, showed that a charge was registered against both on 13 March 2024 for the benefit of HSBC bank. We asked Operose for details of this, and they noted that T20 Osprey Midco Ltd, the parent company of Operose Health Limited, and its sister company HCRG Care Group Holdings Ltd, refinanced existing group debt with HSBC UK Bank in March 2024. Therefore, AT Medics are now subject to additional potential liabilities following the Change of Control, relating to pre-existing debt of the Buyer's group. However, we have been unable to ascertain the extent or significance of these liabilities.

## 3 ADDITIONAL INFORMATION

- 3.1 For your information/ further reading if required, a PDF of all information provided by Operose in this DD exercise, as well as the Companies House searches referenced in Appendix 1 accompanies this report.

## APPENDIX 1: HD INPUT

### APPROACH TO DDQS AND RESPONSES

- 1.1 HD and the ICB formed a view on what would be an appropriate level of due diligence for the Change of Control. This decision was made by reference to previous examples of similar changes in control/ decisions made.
- 1.2 Please see the timeline below.

<b>30/11/2023</b>	Change of Control letters issued to commissioners.
<b>12/09/2023</b>	Due diligence questionnaire sent out to Operose (“DDQ 1”)
<b>06/12/2023</b>	Response received from Operose.
<b>28/12/2023</b>	Change in control takes place.
<b>19/02/2024</b>	Supplementary due diligence response sent out to Operose.
<b>06/03/2024</b>	Supplementary due diligence response received from Operose.
<b>15/03/2024</b>	Change in control notified to ICB by email.
<b>19/04/2024</b>	Further due diligence questions sent out to Operose.
<b>25/04/2024</b>	Response received from Operose.

- 1.3 HD was asked to undertake searches/ requests as follows:

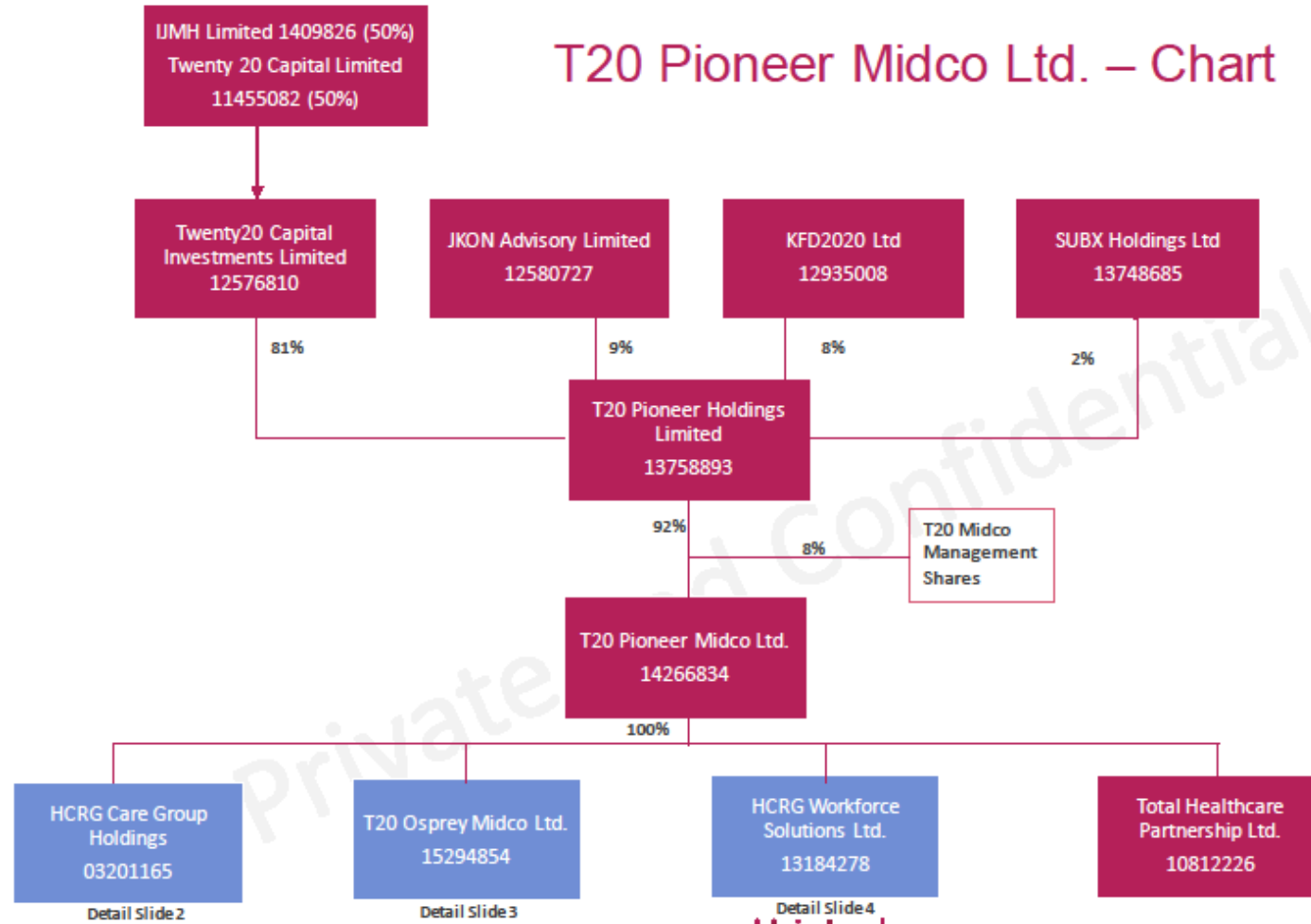
- Companies House Certificates of Good Standing,
- Bankruptcy Searches, and
- World Check Reports.

- 1.4 We determined that the most relevant companies for these searches would be all companies up the chain on the company structure chart provided, up to the ultimate owners of Operose Health Ltd should be reviewed. We also considered that it would be helpful to review HCRG Care Ltd and HCRG Care Group Holdings Ltd as much of the due diligence response received had referred to the success/ standing of those companies. We have listed these companies in full below for reference:

- IJM Limited (11409826)
- Twenty 20 Capital Limited (11455082)
- Twenty20 Capital Investments Limited (12576810)
- JKON Advisory Limited (12580727)
- KFD2020 Ltd (12935008)
- SUBX Holdings Ltd (13748685)
- T20 Pioneer Holdings Limited (13758893)
- T20 Pioneer Midco Limited. (14266834)
- T20 Osprey Midco Ltd. (15294854)
- HCRG Care Ltd (05466033)
- HCRG Care Group Holdings Ltd (03201165)

APPENDIX 2: STRUCTURE CHART

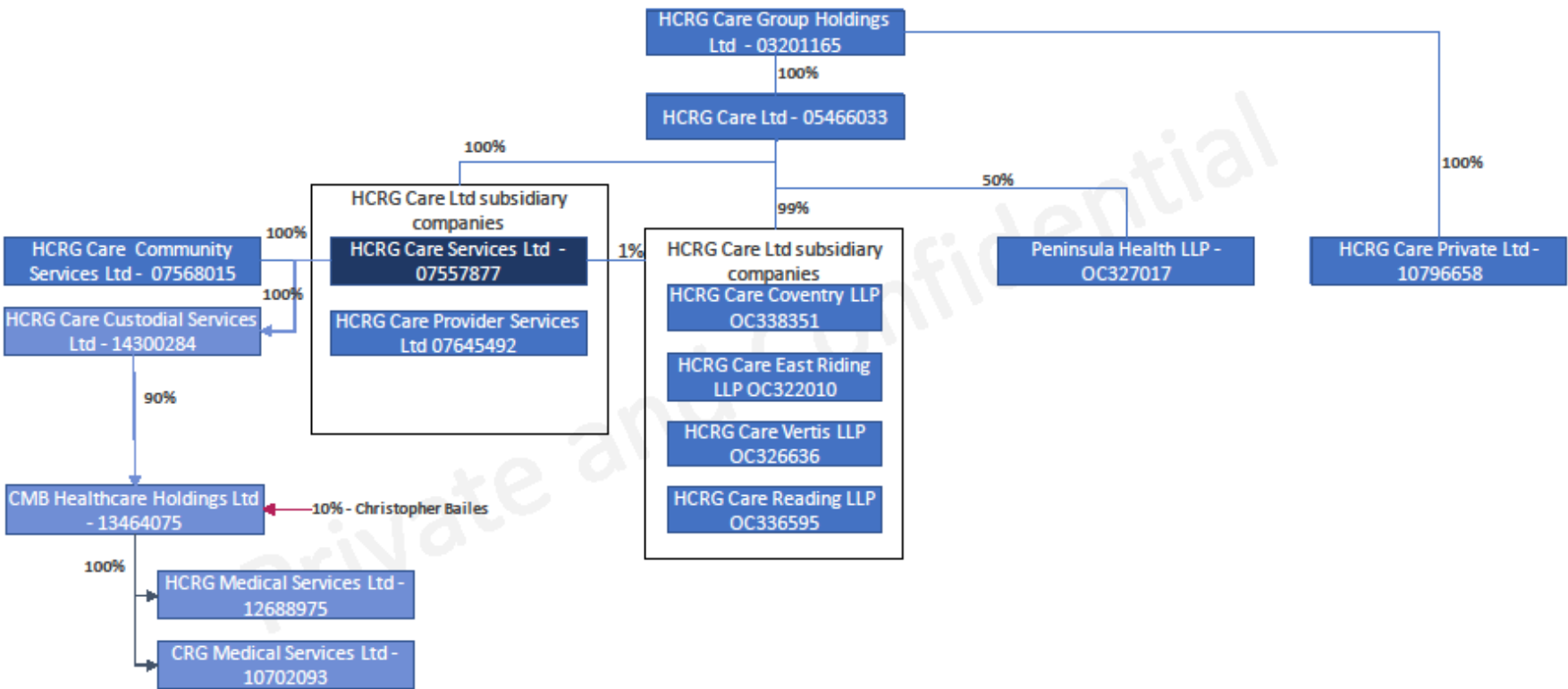
T20 Pioneer Midco Ltd. – Chart



Private and Confidential

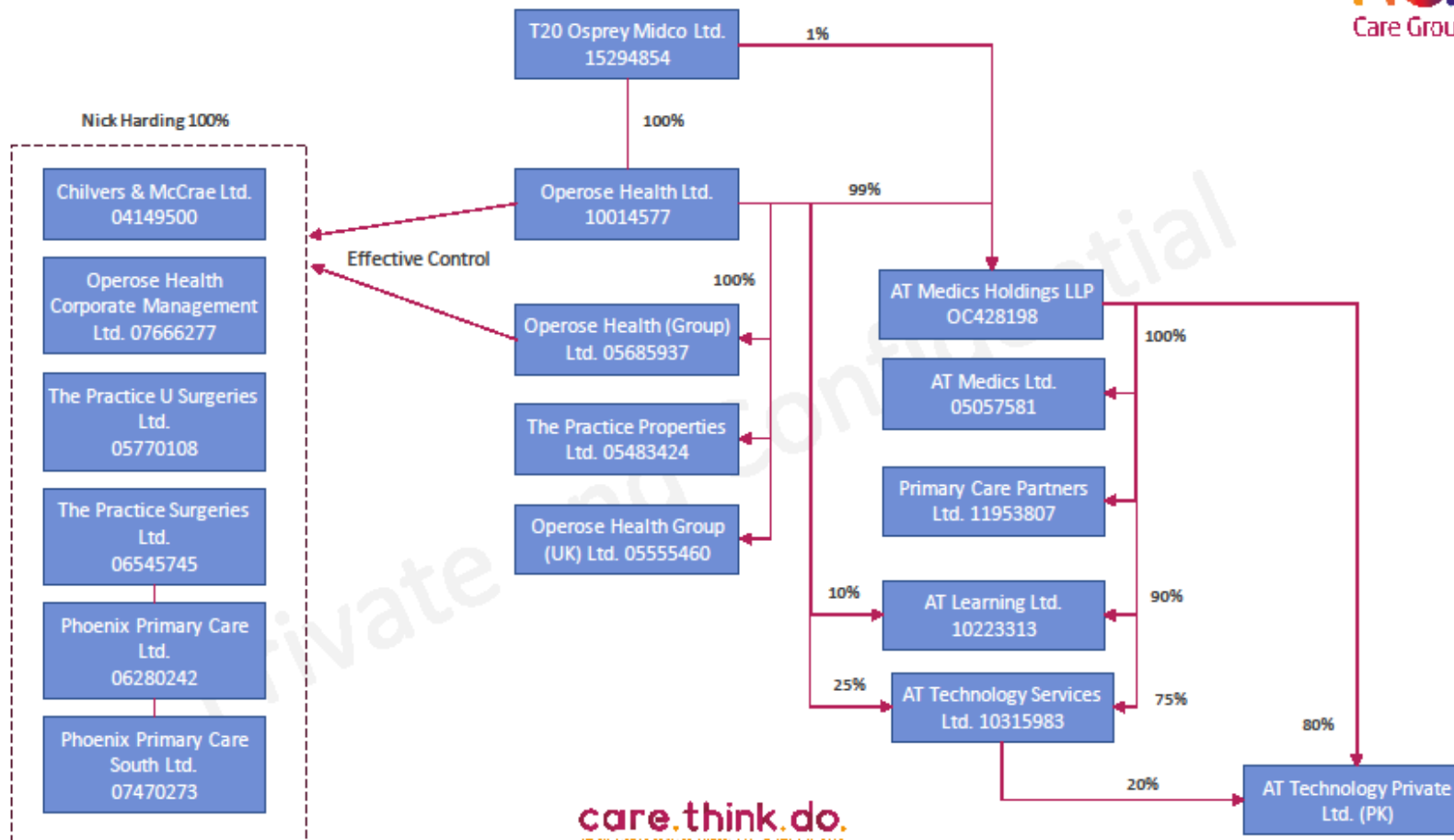


# HCRG Care Group - Detail



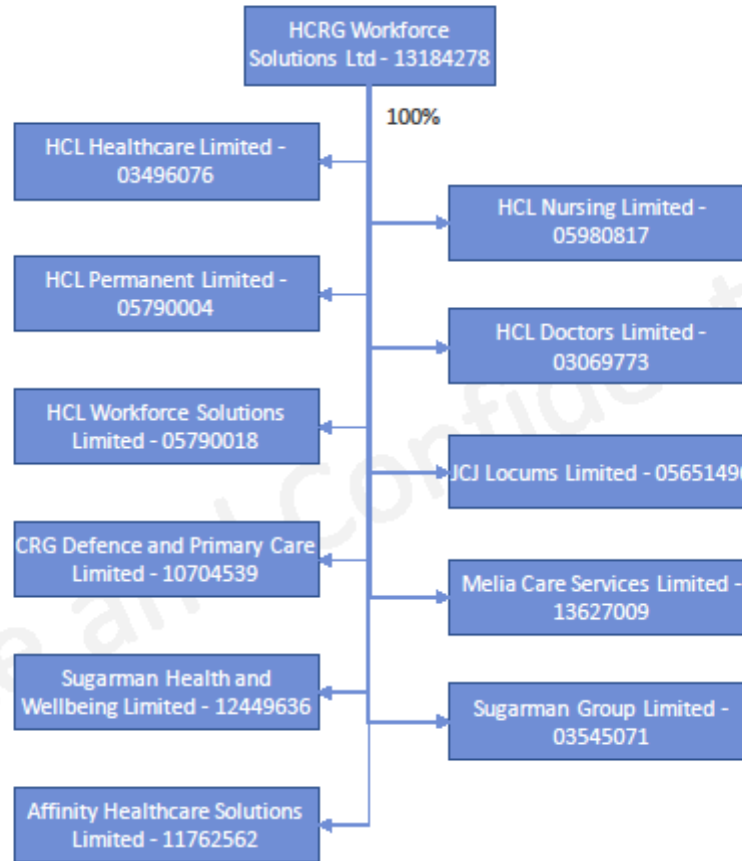


# T20 Osprey Midco – Detail (Operose)



care.think.do.  
WE HELP YOU GET THE MOST FROM YOUR DATA AND CASES.

# HCRG Workforce Solutions - Detail



**care.think.do.**  
WE CHANGE LIVES BY TRAINING, EMPLOYING AND Caring.

### APPENDIX 3: RESPONSES

1 **RESPONSE RECEIVED 6.12.2023**

Note: Included with the response at 5.4 was a comment from the Buyer as follows:  
 “The only entity licensed w/ NHSE is HCRG Care Services Limited.”

#	Question	Buyer Response
1		
1.1	Confirmation of the company(s) to whom Centene proposes to transfer its Operose Health shares ( <b>the Buyer</b> ), including the Company House details for a UK-based entity, or equivalent if the company is based elsewhere.	<p><b>The Buyer</b> will be a special purpose vehicle holding company as part of our health and care group, through the entity T20 Osprey Midco Limited (registered with Companies House in England and Wales number 15294854 at 33 Soho Square, London, W1D 3QU).</p> <p>The largest company within the Buyer’s Group and that leading the process with Operose Health Limited (<i>Operose Health</i>) is HCRG Care Group, an NHS England accredited and licenced “Hard to Replace” provider of community services which has been supplying clinical services to the NHS and Local Authorities since 2006.</p> <p>Other group companies also contract extensively with the NHS to deliver on-framework staffing and care services.</p>
1.2	Brief details of the Buyer’s branches, agencies and places of business in the UK and elsewhere, and the nature of its businesses.	<p>The Buyer is registered, managed, operating and paying tax in the UK. The Buyer primarily contracts with the NHS, Local Authorities and others for the provision of health and care services.</p> <p><b>The Buyer</b> currently operates two main business lines:</p> <p><b>HCRG Care Group</b> – The provision of health and care services to the NHS and Local Authorities. This business line is the largest, and is the entity leading the transaction with Operose Health.</p> <p><b>HCRG Workforce Solutions</b> – The provision of staffing services and workforce solutions (including the provision of complex care support in patients’ homes) to NHS Trusts and Local Authorities.</p> <p>We enclose a map (1-2 Service Location</p>

187804217.1

#	Question	Buyer Response
		Map.pdf) detailing the locations of services operated by the Group.
1.3	A full structure chart showing the Buyer and all of its holding companies and its subsidiaries (each a "Group Company").	A structure chart is enclosed (1-3 Group Structure Chart.pdf). The Buyer and its holding companies are registered, managed and pays tax in the UK.
1.4	Copies of the Buyer's register of members, register of directors and register of persons with significant control.	A copy of the register of members, register of directors and register of persons with significant control is enclosed (1-4 PSC Register.pdf, 1-4 Register of Directors.pdf, 1-4 Register of members.pdf).
1.5	Confirmation of which Group Companies will have membership interests in Operose Health, and the proposed percentage of shares being transferred.	T20 Osprey Midco Limited will acquire 100% of the shares of Operose Health Limited and a 1% minority interest in AT Medics Holdings LLP, the holding company of AT Medics Limited.
1.6	Confirmation of the ultimate beneficial owners of the Buyer (i.e., the ultimate owners of any of the Buyer's holding companies).	Structure chart provided at 1.3 provides this detail (1-3 Group Structure Chart.pdf).
2		
2.1	<p>A brief description of the business of each Group Company in the UK including a summary of contracts for NHS services held by each such Group Company. In particular, detail any existing or prior experience of any Group Company in running GP practices, including:</p> <ol style="list-style-type: none"> <li>a. Number of contracts held,</li> <li>b. Length of the contracts, and</li> <li>c. Commissioning organisations.</li> </ol>	<p>HCRG Care Group is one of the largest independent providers of primary and community services to the NHS and Local Authorities and has been part of the health and care system in England since 2006.</p> <p>The company holds more than 50 contracts with the NHS and local authorities to deliver community health and care services and employs more than 5,000 people delivering services ranging from District Nursing to Community Hospital Wards to Sexual Health and Health Visiting and School Nursing services.</p> <p>The company has operated primary care services for more than a decade, predominantly holding APMS contracts and successfully working closely with commissioners to transform or improve challenged services.</p> <p>All primary care services operated by the organisation are rated "Good" or "Outstanding" by the CQC.</p> <ol style="list-style-type: none"> <li>a. Entities within the HCRG Care Group currently hold contracts to operate 13 primary and urgent care</li> </ol>

187804214.1

#	Question	Buyer Response
		<p>services.</p> <p>b. Contract lengths vary from between 2 years and 13 years in total with an earliest start date of 1 May 2011. Of 10 contracts held, 6 have expired already or are due to expire on 31 March 2023 but have verbal or written intent to extend, with paperwork awaited. The remaining 4 are due to end on 31 March 2026.</p> <p>c. The services are commissioned by Birmingham and Solihull ICB, Buckinghamshire Oxfordshire and Berkshire West ICB, Coventry and Warwickshire ICB, and Mid and South Essex ICB.</p> <p>It is intended, subject to confirmation by Operose Health Management of sufficient capacity, that within 12 months of the transaction completing HCRG Care Group's current primary care services will transfer to Operose Health Management.</p> <p>The attached document (2-1 Primary Care Induction.pdf) is taken from HCRG Care Group's new Colleague Induction and provides details of the culture, values, successes and structure of HCRG Care Group's primary care operation.</p>
187804214.1	2.2 Names of any UK company or businesses which were formerly a Group Company but have been wound up or sold within the last three years.	<p>During 2020, HCRG Care Group (then known as Virgin Care) undertook a project to simplify its corporate structure. As part of this, legal entities which no longer held contracts (where these had been transferred to another Group legal entity, ended or transferred to another provider) were wound down. There have been no winding up proceedings initiated by third parties.</p> <p>The entities which were wound down as part of this exercise were:</p> <ul style="list-style-type: none"> <li>▪ Virgin Care Corporate Services Limited</li> <li>▪ VH Doctors Ltd</li> <li>▪ Virgin Care Hampshire Health LLP</li> <li>▪ Virgin Care Leeds LLP</li> <li>▪ Virgin Care Chelmsford LLP</li> </ul>
2.3	A brief description of any services provided by any Group Company to Operose Health or AT Medics Ltd and whether any such services will be	The <b>Buyer</b> and HCRG Care Group does not provide any services to Operose Health or AT Medics Ltd.

#	Question	Buyer Response
	affected by the change in control.	
2.4	Confirmation of whether any data or other assets currently held by Operose Health or AT Medics Ltd will be transferred to any Group Company and in particular any Group Company outside the UK.	There is no transfer of data outside the UK. Operose Health and AT Medics will operate in line with current status quo and, therefore, there is no transfer of assets, within or outside of the UK.
2.5	Confirmation that no changes in the governance structure or management of Operose Health, or AT Medics Ltd, including of its directors, are proposed.	<p>There are no proposed changes to the governance structure or management of Operose Health or AT Medics Ltd as part of the transaction. There will be necessary changes to directors appointed by the current ultimate controlling party Centene Corporation. These individuals will resign as directors when the transaction completes, and the <b>Buyer</b> will appoint replacements.</p> <p>As Operose Health joins an established and experienced group of health and care organisations with governance arrangements praised by the CQC, it is possible that opportunities to combine the governance functions of the organisations may be identified in the future. Any changes would, of course, be carefully managed to maintain safety and Operose Health Management Team would continue to engage with commissioners regarding any changes as they would today.</p>
3		
3.1	Details of, and copies of all documents relating to, any licences, consents, registrations, approvals, permits and exemptions (whether public or private) required or obtained by the Buyer in connection with the operation of its business, insofar as it is relevant to the AT Medics Ltd contract (“Consents”).	<p>Copies of various licences, consents, registrations, approvals, permits and exemptions are attached.</p> <p>While Operose Health and AT Medics will continue to operate, HCRG Care Group presently operates 7 APMS primary and urgent care services for the NHS and has significant experience of governing and delivering these types of services.</p>
3.2	Will any of the Consents be affected by the proposed change of control? If yes, please provide details.	No.
3.3	Details of, and copies of all documents relating to, any investigation, enquiry, prosecution or other enforcement proceedings or process by any governmental, administrative, regulatory	There have been none.

187804214.1

#	Question	Buyer Response
	or other body or organisation in relation to or affecting the Buyer or its business and details of any facts or circumstances that may give rise to any such matters.	
3.4	Details of any matter or circumstance that constitutes, or may constitute, a contravention or breach by the Buyer (or any of its officers, agents or employees) of the provisions of any Consent, statute, order or regulation made in the UK, and copies of all related documents.	There have been none.
3.5	Details of, and copies of all documents relating to, any anti- corruption policies and procedures that have been implemented by the Buyer to ensure compliance with the Bribery Act 2010.	<p>We enclose a copy of the relevant policy (3-5 Anti Bribery and Anti Fraud Policy.pdf).</p> <p>The Buyer regularly demonstrates its governance and compliance with these regulations as part of tenders operated by the NHS and local authorities.</p>
3.6	Details of the Buyer's procedures for ensuring and monitoring compliance with applicable data protection legislation.	<p>HCRG Care Group is an experienced provider of health and care services and has a comprehensive set of procedures and policies to ensure its compliance with data protection legislation.</p> <p>The organisation has been awarded "Substantial Assurance" – the highest possible accreditation level – for handling information and data security against the NHS Data Protection and Security Toolkit.</p> <p>The organisation employs a dedicated Information Security team within its IT function as well as contracting with external experts to meet, and exceed, the relevant standards.</p>
4		
4.1	Details of any ongoing or threatened litigation, arbitration, mediation or similar proceedings or disputes involving or otherwise affecting the Buyer or its business which may be reasonably considered to be material in relation to us.	<p>The Buyer has no ongoing or threatened litigation, arbitration, medication or similar proceedings or disputes.</p> <p>HCRG Care Group, as a provider of health and care services, has from time to time ongoing or threatened medical claims. All claims are subject to rigorous internal investigation by our clinical quality, legal, governance and Customer Experience teams to establish the circumstances of each claim and lessons learned are escalated and disseminated within the organisation to avoid recurrence.</p>

187804214.1

#	Question	Buyer Response
		Each claim is covered by insurance policies and none of these cases would be considered material in relation to this transaction.
4.2	Details of, and copies of all documents relating to, any outstanding or pending judgment, order, finding or decision of any court or regulatory body affecting the Buyer or its business.	There are no outstanding or pending judgements, orders, findings or decisions of any court or regulatory body which could affect the Buyer or its business.
5		
5.1	How many employees are employed by Operose Health? How many of those employees are involved in the provision of services by Operose Health (and AT Medics)?	<p>As at 30-Sep-23:</p> <ul style="list-style-type: none"> <li>▪ FTE = 1,219.9</li> <li>▪ Headcount = 1,574</li> </ul> <p>All employees are involved in the provision of services by Operose Health (and AT Medics).</p>
5.2	Is Operose Health contracting with any other entities which supply staff needed to deliver the APMS contract, and if so, please confirm details of any such contracting arrangements.	No sub-contracting arrangements are in place for core APMS contracts.
5.3	Will there be any change to the staff working with Operose Health , or AT Medics? Confirm if TUPE will apply to the transfer.	<p>As the Buyer will acquire 100% of the shares in Operose Health and a 1% minority interest in AT Medics Holdings LLP, and Operose Health and AT Medics Limited will continue to operate as previously, there is no change of employer and TUPE is not, therefore, engaged.</p> <p>At the point of the transaction, there are no changes proposed to the staff working within Operose Health or AT Medics.</p>
5.4	<p>Does the Buyer run any equivalent healthcare businesses, and if so, please provide any information which could be relevant to understanding their workforce model, including:</p> <ol style="list-style-type: none"> <li>a. Stability of the workforce,</li> <li>b. Number of employed to temporary staff,</li> <li>c. Temporary staff and how the Buyer anticipates they will be affected.</li> </ol>	<p>Yes. HCRG Care Group operates 21 primary care and urgent care services alongside a wide range of community services for adults and children for the NHS and Local Authorities. As a result, HCRG Care Services Limited is licenced and monitored by NHS England under the 'Hard to Replace' provider regime.</p> <p>HCRG Care Group employs more than 5,000 people in the delivery of these services with the majority of staff employed on a substantive basis. Colleagues are employed on market-competitive terms, and receive a full range of benefits.</p> <p>The organisation has been shortlisted or won several awards during the last 10</p>

187804214.1



#	Question	Buyer Response
187804214.1		<p>months for its employee support and benefit programmes, including winning “Best Cost of Living Response” at the CIPP Annual Excellence Awards and has been shortlisted for Best Employer for Diversity and Inclusion at the Nursing Times Awards for its comprehensive menopause support programme and policies.</p> <p>The organisation is also able to definitively demonstrate that it is an attractive employer within the sector, despite sector-wide shortages of professionals and has welcomed an additional 50WTE colleagues to its team since 1 April 2023.</p> <p>HCRG Care Group closely monitors key workforce metrics ensuring visibility at every level of the business from floor to board. Turnover, sickness and other key metrics are comparable with the broader health and care sector.</p> <p>In addition to a stable workforce model, the organisation has been commended for its ability to deliver improved health outcomes and high quality services in partnership with commissioners over many years. For example:</p> <ul style="list-style-type: none"> <li>• Following being awarded a contract to create and run Wiltshire-focused children’s services in 2017, Wiltshire Council have renewed for another five years until 2029</li> <li>• Essex County Council have extended their contract to deliver improved outcomes for families for a further 3 years</li> <li>• Coventry City Council and Warwickshire County Council have appointed us to deliver the largest sexual health contract across their areas, following the successful transformation and delivery over several years in Teesside, Greater Manchester and Lincolnshire.</li> </ul> <p>97% of the organisation’s services rated by CQC hold “good” or “outstanding”</p>

#	Question	Buyer Response
		ratings, higher than the industry average, and reflecting the organisation's track record of transforming and improving the services it takes on.
6		
6.1	<p>Details on the financial position for the past three years of the Buyer and the Group Companies, including in particular:</p> <ul style="list-style-type: none"> <li>- Income and Expenditure,</li> <li>- Profit and Loss;</li> <li>- Debts;</li> <li>- Information held pertaining to bankruptcy and/or liquidation which could be deemed relevant.</li> </ul>	<p>Please see the attached information relating to HCRG Care Group's financial performance over the last three years demonstrating a robust and sustainable financial approach to the delivery of primary and community services (<i>6-1 Financial Position.pdf</i>).</p> <p>As a non-trading holding company established within the last year to hold the shares in health and care services businesses, T20 Osprey Midco Limited has not yet published audited accounts.</p> <p>The use of the holding company increases resilience and reduces risks and has been and continues to be subject to oversight by NHS England within its Hard to Replace oversight framework.</p> <p>There are no concerns raised via the Hard to Replace oversight framework.</p>
6.2	<p>Details of the impact any failure of the Buyer or any would have on the ability of AT Medics Ltd to continue to deliver the APMS contract.</p>	<p>It is intended that Operose Health and AT Medics will continue to operate as a financially sustainable standalone services focused on delivery of primary care services, and therefore there would be no impact of the failure of the Buyer (or any other Group company) on the continuing ability of Operose Health to continue delivery of the APMS contracts.</p> <p>In addition, HCRG Care Group is scrutinised closely and regularly by NHS England as a result of its designation as a Hard to Replace Provider and commissioners can therefore be assured by the significant oversight of the Group's affairs and its strong financial performance, given the lack of concerns raised through this process to date.</p>

187804214.1

2 **RESPONSE RECEIVED 06.03.2024**

#	Question	Further Question/ clarification required – January 2024	Clarified answer – February 2024
1			
1.1	Confirmation of the company(s) to whom Centene proposes to transfer its Operose Health shares ( <b>the Buyer</b> ), including the Company House details for a UK-based entity, or equivalent if the company is based elsewhere.	n/a	<p><b>The Buyer</b> is a special purpose vehicle holding company as part of our health and care group, through the entity T20 Osprey Midco Limited (registered with Companies House in England and Wales number 15294854 at 33 Soho Square, London, W1D 3QU).</p> <p>The largest company within the <b>Buyer's Group</b> (T20 Pioneer Midco Limited and its subsidiary companies) and that leading the process with Operose Health Limited ('<i>Operose Health</i>') is HCRG Care Group, an NHS England accredited and licenced "Hard to Replace" provider of community services which has been supplying clinical services to the NHS and Local Authorities since 2006.</p> <p>Other group companies also contract extensively with the NHS to deliver on-framework staffing and care services.</p>
1.2	Brief details of the Buyer's branches, agencies and places of business in the UK and elsewhere, and the nature of its businesses.	Please confirm if this is correct – does T20 Osprey Midco Limited contract with the NHS, Local Authorities and others for the provision of health and care services? We understand that this is a special purpose vehicle and so are not aware of any contracts currently held by T20 Osprey Midco (the Buyer).	The Buyer's Group (as defined above) is registered, managed, operating and paying tax in the UK. The Buyer's Group primarily contracts with the NHS, Local Authorities and others through its subsidiary companies for the provision of health and care services.

#	Question	Further Question/ clarification required – January 2024	Clarified answer – February 2024
		<p>Please confirm if this is correct – T20 Osprey Midco is the Buyer. This response appears to refer to T20 Pioneer Midco Limited as the Buyer.</p> <p>Please confirm who “the Group” is in the context of this response.</p>	<p><b>The Buyer's Group</b> (as defined above) currently operates two main business lines:</p> <p><b>HCRG Care Group</b> – The provision of health and care services to the NHS and Local Authorities. This business line is the largest, and is the entity leading the transaction with Operose Health.</p> <p><b>HCRG Workforce Solutions</b> – The provision of staffing services and workforce solutions (including the provision of complex care support in patients’ homes) to NHS Trusts and Local Authorities.</p> <p>We enclose a map (1-2 Service Location Map.pdf) detailing the locations of services operated by HCRG Care Group.</p>
1.3	A full structure chart showing the Buyer and all of its holding companies and its subsidiaries (each a “Group Company”).	We note that the Buyer (as defined above - T20 Osprey Midco Limited) is not included in this structure chart. Please provide an updated structure chart including the Buyer.	A structure chart is enclosed (1-3 Group Structure Chart.pdf), updated to reflect the creation of the T20 Osprey Midco Limited SPV. <b>The Buyer's Group</b> (as defined above) and its holding companies are registered, managed and pays tax in the UK.
1.4	Copies of the Buyer’s register of members, register of directors and register of persons with significant control.	<p>We note that documents labelled “1-4” relate to T20 Pioneer Holdings Limited, rather than the Buyer. Please provide this information for the Buyer, i.e. T20 Osprey Midco Limited.</p> <p>Please confirm what the difference between T20 Osprey Midco Limited B1 and B2 class ordinary shares is. If there are differences in share</p>	<p>An updated copy of the register of members, register of directors and register of persons with significant control is enclosed (1-4 PSC Register.pdf, 1-4 Register of Directors.pdf, 1-4 Register of members.pdf).</p> <p>The differing classes of shares attract the same rights.</p>

#	Question	Further Question/ clarification required – January 2024	Clarified answer – February 2024
		classes for any other company that may have a director or indirect ownership of Operose (should the Change of Control Request be granted) we also need to know what they are so we can understand control of T20 Osprey Midco Limited.	
1.5	Confirmation of which Group Companies will have membership interests in Operose Health, and the proposed percentage of shares being transferred.	As above please provide information to determine ultimate ownership of the Buyer.	100% of the shares of Operose Health Limited are to be held by T20 Osprey Midco alongside a 1% minority interest in AT Medics Holdings LLP, the holding company of AT Medics Limited.
1.6	Confirmation of the ultimate beneficial owners of the Buyer (i.e., the ultimate owners of any of the Buyer's holding companies).	As above, we note that the structure chart does not show the Buyer, and so we cannot infer the ultimate beneficial owner from this. Please provide confirmation of the ultimate beneficial owner.	Amended structure chart provided at 1.3 provides this detail (1-3 Group Structure Chart.pdf).
2			
2.1	A brief description of the business of each Group Company in the UK including a summary of contracts for NHS services held by each such Group Company. In particular, detail any existing or prior experience of any Group Company in running GP practices, including: <ul style="list-style-type: none"> <li>a. Number of contracts held,</li> <li>b. Length of the contracts, and</li> <li>c. Commissioning organisations.</li> </ul>	<p>We note that:</p> <ol style="list-style-type: none"> <li>1. "HCRG Care Group" is referenced in this response – which company or companies within the group structure is being referenced?</li> <li>2. Only one of the Group Companies is dealt with in this response. Please provide information as requested in relation to all of the Group Companies.</li> </ol> <p>Please provide evidence of the CQC ratings of all of the regulated healthcare services provided</p>	<p>HCRG Care Group (HCRG Care Group Holdings Limited and its subsidiaries) is one of the largest independent providers of primary and community services to the NHS and Local Authorities and has been part of the health and care system in England since 2006.</p> <p>The company holds more than 50 contracts with the NHS and local authorities to deliver community health and care services and employs more than 5,000 people delivering services ranging from District Nursing to Community Hospital Wards to Sexual Health and Health Visiting and School Nursing</p>

#	Question	Further Question/ clarification required – January 2024	Clarified answer – February 2024
		<p>by each Group Company.</p> <p>Please confirm why there are 13 primary and urgent care services listed in this response, but the Primary Care Induction document also contained in 2.1 shows on slide 15 that <del>they</del> HCRG operate 6 GP practices and 4 urgent care services. We also note that slide 4 of the same presentation notes that HCRG runs 21 primary care services across the country. And the response to question 3.1 states that “HCRG Care Group presently operates 7 APMS primary and urgent care services for the NHS”. Please confirm exactly how many primary care contracts and urgent care contracts companies in the HRCG group hold.</p> <p>Where any contracts are due to expire shortly, please confirm the reason why these are not being renewed or extended.</p> <p><i>Buyer: Where differences in numbers appear within different documents, this relates to the difference between locations / services and contracts; we apologise that this is unclear. The business operates 7 stand-alone APMS contracts but also delivers other primary care services (urgent care services, prisons primary care services) via other contracts, leading to a total 21 ‘primary care’ locations from where primary care is delivered.</i></p> <p><i>We are not aware of any primary care contracts</i></p>	<p>services.</p> <p>The company has operated primary care services for more than a decade, predominantly holding APMS contracts within this business area and successfully working closely with commissioners to transform or improve challenged services.</p> <p>All primary care services operated by the organisation are rated “Good” or “Outstanding” by the CQC.</p> <ol style="list-style-type: none"> <li>a. Entities within the HCRG Care Group currently hold contracts to operate 13 primary and urgent care services.</li> <li>b. Contract lengths vary from between 2 years and 13 years in total with an earliest start date of 1 May 2011. Of 10 contracts held, 6 have expired already or are due to expire on 31 March 2023 but have verbal or written intent to extend, with paperwork awaited. The remaining 4 are due to end on 31 March 2026.</li> <li>c. The services are commissioned by Birmingham and Solihull ICB, Buckinghamshire Oxfordshire and Berkshire West ICB, Coventry and Warwickshire ICB, and Mid and South Essex ICB.</li> </ol> <p>HCRG Workforce Solutions (HCRG Workforce Solutions Limited) provides staffing and</p>

#	Question	Further Question/ clarification required – January 2024	Clarified answer – February 2024
		<p><i>which are due to expire shortly. Where contracts are due to expire for other types of services, these are the natural end of contracts which were re-procured through competitive tender processes.</i></p>	<p>workforce solutions through frameworks and master vend contracts to the NHS and Local Authorities.</p> <p>The company does not hold any contracts for the provision of GP practice services but does have extensive experience in the provision of locum staffing both in GP practices and the wider health and care service.</p>
		<p>Please confirm:</p> <ul style="list-style-type: none"> <li>- Which company is referenced when “Operose Health Management” is described?</li> <li>- Which companies make up “HCRG Care Group” for this purpose, and which primary care services will transfer (all HCRG primary care services or only some)?</li> </ul> <p>What will be the impact on AT Medics of this change, and where will the HCRG primary care services sit in the new T20 Osprey MidCo structure?</p>	<p>It is intended, subject to confirmation by the management team at Operose Health Limited of sufficient capacity, that within 12 months of the transaction completing all of HCRG Care Group’s current APMS primary care services will transfer to management by Operose Health.</p> <p>The APMS contracts are currently held by HCRG Care Services Limited.</p> <p>The impact of the transfer would be less than but similar too the acquisition of a new contract by Operose Health / AT Medics. This is a process both HCRG Care Group and Operose Health are familiar and experienced with and – therefore – ultimately, expect there to be no negative impact on either companies’ services to patients.</p> <p>The transfer would be subject, of course, to negotiation with current commissioners of these services and a detailed planning process which would determine where the primary care</p>

#	Question	Further Question/ clarification required – January 2024	Clarified answer – February 2024
			services would sit within the legal structure of Operose Health Limited.
		Please confirm the relevance of this to the Buyer (T20 Osprey Midco Limited) and the Buyer's governance and values – is the same induction pack to be used for new starters at the Buyer?	<p>The attached document (2-1 Primary Care Induction.pdf) is taken from HCRG Care Group's new Colleague Induction and provides details of the culture, values, successes and structure of HCRG Care Group's primary care operation.</p> <p>This pack has been provided for commissioners' information only, to provide assurance of HCRG Care Group's approach, attitude and experience and we apologise for any confusion its inclusion may have caused.</p>
2.2	Names of any UK company or businesses which were formerly a Group Company but have been wound up or sold within the last three years.	Please confirm that this is an exhaustive list and no further wind down or sale proceedings are planned.	<p>During 2020, HCRG Care Group (then known as Virgin Care) undertook a project to simplify its corporate structure. As part of this, legal entities which no longer held contracts (where these had been transferred to another Group legal entity, ended or transferred to another provider) were wound down. There have been no winding up proceedings initiated by third parties.</p> <p>The entities which were wound down as part of this exercise were:</p> <ul style="list-style-type: none"> <li>▪ Virgin Care Corporate Services Limited</li> <li>▪ VH Doctors Ltd</li> <li>▪ Virgin Care Hampshire Health LLP</li> <li>▪ Virgin Care Leeds LLP</li> </ul>



#	Question	Further Question/ clarification required – January 2024	Clarified answer – February 2024
			<ul style="list-style-type: none"> <li>▪ Virgin Care ChelmsfordLLP</li> </ul> <p>We can confirm that this list is exhaustive.</p>
2.3	A brief description of any services provided by any Group Company to Operose Health or AT Medics Ltd and whether any such services will be affected by the change in control.	Please confirm any services planned to be provided by HRCG companies to Operose companies post-completion.	<p>The <b>Buyer</b> and HCRG Care Group does not provide any services to Operose Health or AT Medics Ltd.</p> <p>Following the completion of the transaction, we will look for areas where companies in the <b>Buyer's Group</b> may be able to work together more closely.</p> <p>For example, HCRG Workforce Solutions is ideally placed to provide staffing services as it does for other providers of similar services and Sugarman Occupational Health, as one of the UK's leading providers of Occupational Health services, is ideally placed to provide this service to Operose Health staff.</p>
2.4	Confirmation of whether any data or other assets currently held by Operose Health or AT Medics Ltd will be transferred to any Group Company and in particular any Group Company outside the UK.	Please confirm any assets or data planned to be transferred between HRCG and Operose companies post-completion.	<p>There is no transfer of data outside the UK.</p> <p>We re-assert that Operose Health and AT Medics will operate in line with current status quo following completion and, therefore, there is no planned transfer of assets or data, within or outside of the UK.</p> <p>With regard to data, the identification of areas where the companies work more closely together may in the future require the transfer of data. In these circumstances, the Buyer's Group is well aware of its responsibilities for maintaining the safety and security of data and</p>

#	Question	Further Question/ clarification required – January 2024	Clarified answer – February 2024
			for complying with data protection legislation and all companies within the Buyer's Group have a strong track record of compliance with these rules.
2.5	Confirmation that no changes in the governance structure or management of Operose Health, or AT Medics Ltd, including of its directors, are proposed.	<p>Please confirm which directors will change, and if any other governance changes or combining of HCRG/Operose governance/ services are anticipated and what their effect will be on AT Medics. Please provide details of such proposals.</p> <p>Please also confirm what entity is being referenced as "Operose Health Management Team".</p>	<p>There are no proposed changes to the governance structure or management of Operose Health or AT Medics Ltd as part of the transaction.</p> <p>There will be necessary changes to directors appointed by the current ultimate controlling party Centene Corporation. This will result in the removal of those directors appointed by Centene Corporation:</p> <p>Tricia Dinkelman Beau Scott Gaverick</p> <p>Following the completion of Change of Control, the <b>Buyer's Group</b> will appoint replacement directors.</p> <p>As Operose Health joins an established and experienced group of health and care organisations with governance arrangements praised by the CQC, it is possible that opportunities to combine the governance functions of the organisations may be identified in the future. Any changes would, of course, be carefully managed to maintain safety and the management team of Operose Health Limited would continue to engage with commissioners regarding any changes as they would today.</p>

#	Question	Further Question/ clarification required – January 2024	Clarified answer – February 2024
			<p>(Added in March 2024) In addition to the information originally provided (now clarified), the Chief Executive Liz Perry has announced her intention to resign following the completion of the Change of Control process. The “GP Directors” who previously led the AT Medics business prior to its acquisition by Operose Health have also chosen to leave the business, and are currently working their notice period.</p> <p>Samantha Kane, formerly Chief People Officer at HCRG Care Group, will take up the role of Interim Chief Executive Officer on 1 March and will work closely with Liz until she leaves the organisation.</p> <p>Professor Nick Harding will continue in his role as Chief Medical Officer, providing excellent and consistent clinical leadership, and there will be no negative impact on the provision of services, nor Governance structures.</p>
3			
3.1	Details of, and copies of all documents relating to, any licences, consents, registrations, approvals, permits and exemptions (whether public or private) required or obtained by the Buyer in connection with the operation of its business, insofar as it is relevant to the AT Medics Ltd contract (“Consents”).	Please provide these documents which have not been made available. In particular, we assume that existing Operose registrations will continue, and Buyer will not need any additional registrations, but this should be confirmed. Any registrations to be acquired by Buyer (T20 Osprey Midco) should be confirmed.	Copies of various licences, consents, registrations, approvals, permits and exemptions are attached.

#	Question	Further Question/ clarification required – January 2024	Clarified answer – February 2024
		Please explain this response in more detail, as per our additional question in 2.1 above.	While Operose Health and AT Medics will continue to operate, HCRG Care Group presently operates 7 APMS primary and urgent care services for the NHS and has significant experience of governing and delivering these types of services.
3.2	Will any of the Consents be affected by the proposed change of control? If yes, please provide details.	Please confirm if your answer is changed in view of the additional information requested.	We have reviewed, and our answer remains: No.
3.3	Details of, and copies of all documents relating to, any investigation, enquiry, prosecution or other enforcement proceedings or process by any governmental, administrative, regulatory or other body or organisation in relation to or affecting the Buyer or its business and details of any facts or circumstances that may give rise to any such matters.	Please confirm if your answer is changed in view of the additional information requested.	We have reviewed and our answer remains: None.
3.4	Details of any matter or circumstance that constitutes, or may constitute, a contravention or breach by the Buyer (or any of its officers, agents or employees) of the provisions of any Consent, statute, order or regulation made in the UK, and copies of all related documents.	Please confirm if your answer is changed in view of the additional information requested.	We have reviewed and our answer remains: None
3.5	Details of, and copies of all documents relating to, any anti- corruption policies and procedures that have been implemented by the Buyer to ensure compliance with the Bribery Act 2010.	Please confirm if this will apply to the Buyer, as currently this is unclear.	We enclose a copy of the relevant policy (3-5 Anti Bribery and Anti Fraud Policy.pdf), which we can confirm applies to the directors of T20 Osprey Midco Limited.

#	Question	Further Question/ clarification required – January 2024	Clarified answer – February 2024
			As an SPV, this company does not have any other employees. The OHL policy remains in place for this company and its subsidiaries.
		Please confirm if this answer is in relation to the Buyer as defined (T20 Osprey Midco Limited) or another entity.	The companies within the <b>Buyer's Group</b> regularly demonstrate their governance and compliance with these regulations as part of tenders operated by the NHS and local authorities.
3.6	Details of the Buyer's procedures for ensuring and monitoring compliance with applicable data protection legislation.	Please respond to this question by reference to the Buyer. The response as currently drafted is in relation to HCRG Care Group (note that it is unclear which legal entity this refers to).	<p>T20 Osprey Midco Limited is a non-trading holding entity created as a special purpose vehicle for the acquisition of Operose Health Limited. As such, the company does not hold or process any information.</p> <p>The Buyer's Group, however, has substantial experience:</p> <p>HCRG Care Group (HCRG Care Group Holdings Ltd and its subsidiaries) is an experienced provider of health and care services and has a comprehensive set of procedures and policies to ensure its compliance with data protection legislation.</p> <p>The organisation has been awarded "Substantial Assurance" – the highest possible accreditation level – for handling information and data security against the NHS Data Protection and Security Toolkit.</p>

#	Question	Further Question/ clarification required – January 2024	Clarified answer – February 2024
			<p>The organisation employs a dedicated Information Security team within its IT function as well as contracting with external experts to meet, and exceed, the relevant standards.</p> <p>HCRG Workforce Solutions (HCRG Workforce Solutions Limited) is an experienced provider of staffing and workforce solutions and has a comprehensive set of procedures and policies to ensure its compliance with data protection legislation.</p> <p>The organisation has completed Cyber Essentials Plus accreditation, and additionally holds ISO27001 accreditation.</p> <p>The organisation employs appropriate expertise within its IT function, as well as contracting with external experts, to meet and exceed the relevant standards.</p>
4			
4.1	<p>Details of any ongoing or threatened litigation, arbitration, mediation or similar proceedings or disputes involving or otherwise affecting the Buyer or its business which may be reasonably considered to be material in relation to us.</p>	<p>Please confirm if this answer is provided in relation to the Buyer, or another entity?</p> <p>Please also answer this question in relation to all other entities in the group structure chart provided, in order to provide the ICB with the required information given that the Buyer is a new company.</p>	<p>The <b>Buyer's Group</b> has no ongoing or threatened litigation, arbitration, medication or similar proceedings or disputes.</p> <p>We have clarified that this answer applies to the Group as a whole.</p>

#	Question	Further Question/ clarification required – January 2024	Clarified answer – February 2024
		n/a	HCRG Care Group, as a provider of health and care services, has from time to time ongoing or threatened medical claims. All claims are subject to rigorous internal investigation by our clinical quality, legal, governance and Customer Experience teams to establish the circumstances of each claim and lessons learned are escalated and disseminated within the organisation to avoid recurrence.
		Is this the case in relation to the Buyer also? Does the Buyer hold relevant insurance policies?	Each claim is covered by insurance policies held by the various entities within the <b>Buyer's Group</b> and none of these cases would be considered material in relation to this transaction.  The Buyer is covered by appropriate insurance with regards to its activities.
4.2	Details of, and copies of all documents relating to, any outstanding or pending judgment, order, finding or decision of any court or regulatory body affecting the Buyer or its business.	Please confirm that this answer is in relation to the Buyer (T20 Osprey Midco Limited).	There are no outstanding or pending judgements, orders, findings or decisions of any court or regulatory body which could affect the Buyer or its business.  This answer applies to all companies within the Buyer's Group.
5			
5.1	How many employees are employed by Operose Health? How many of those employees are involved in the provision of services by Operose Health (and AT Medics)?	n/a	As at 30-Sep-23: <ul style="list-style-type: none"> <li>▪ FTE = 1,219.9</li> <li>▪ Headcount = 1,574</li> </ul> All employees are involved in the provision of

#	Question	Further Question/ clarification required – January 2024	Clarified answer – February 2024
			services by Operose Health (and AT Medics).
5.2	Is Operose Health contracting with any other entities which supply staff needed to deliver the APMS contract, and if so, please confirm details of any such contracting arrangements.	<p>Please confirm what is meant by “core APMS contracts”.</p> <p>Do any other organisations supply staff and will they continue to?</p>	<p>No sub-contracting arrangements are in place for APMS contracts.</p> <p>Like all providers, Operose Health Limited works with a range of agencies and independent contractors for the supply of staffing and it will continue to do so.</p>
5.3	Will there be any change to the staff working with Operose Health , or AT Medics? Confirm if TUPE will apply to the transfer.	n/a	<p>As the Buyer will acquire 100% of the shares in Operose Health and a 1% minority interest in AT Medics Holdings LLP, and Operose Health and AT Medics Limited will continue to operate as previously, there is no change of employer and TUPE is not, therefore, engaged.</p> <p>(March 2024) Given the extended length of the due diligence process, proposed to last until at least August 2024 before a decision can be made, it is prudent to note that any business will, over the course of almost a year, experience changes to staffing both as a result of natural attrition and as part of normal business reviews to ensure optimal performance.</p>
		Does the Buyer currently anticipate making any changes to the staff working within Operose Health or AT Medics (either at the time of transaction or afterwards)?	As part of the transaction, there are no changes proposed to the staff working within Operose Health or AT Medics and there is no plans to make changes to the staffing of services.



#	Question	Further Question/ clarification required – January 2024	Clarified answer – February 2024
5.4	<p>Does the Buyer run any equivalent healthcare businesses, and if so, please provide any information which could be relevant to understanding their workforce model, including:</p> <ol style="list-style-type: none"> <li>Stability of the workforce,</li> <li>Number of employees to temporary staff,</li> <li>Temporary staff and how the Buyer anticipates they will be affected.</li> </ol>	<p>We note that this response does not refer to any equivalent healthcare businesses run by the Buyer (T20 Osprey Midco Limited) and so understand that the answer in relation to the Buyer would be no, they do not run any equivalent healthcare businesses. Please confirm.</p> <p>The information in relation to HCRG Care Group is useful, please specify the legal entity/ "organisation" being described in this response. Please also provide information about whether the HCRG Care Group's use of physician associates and whether it is intended to replicate HCRG Care Group staffing models involving physician associates in the Operose Health business.</p>	<p>The Buyer is a special purpose vehicle set up for the acquisition of Operose Health Limited. The Buyer's Group, however, does run equivalent healthcare businesses.</p> <p>HCRG Care Group (HCRG Care Holdings Limited and its subsidiaries) operates 7 APMS contracts and other primary care services alongside a wide range of community services for adults and children for the NHS and Local Authorities. As a result, HCRG Care Services Limited is licensed and monitored by England under the 'Hard to Replace' provider regime.</p> <p>HCRG Care Group employs more than 5,000 people in the delivery of these services with the majority of staff employed on a substantive basis. Colleagues are employed on market-competitive terms, and receive a full range of benefits.</p> <p>The organisation has been shortlisted or won several awards during the last 10 months for its employee support and benefit programmes, including winning "Best Cost of Living Response" at the CIPP Annual Excellence Awards and has been shortlisted for Best Employer for Diversity and Inclusion at the Nursing Times Awards for its comprehensive menopause support programme and policies.</p> <p>The organisation is also able to definitively demonstrate that it is an attractive employer</p>

			<p>within the sector, despite sector-wide shortages of professionals and has welcomed an additional 50WTE colleagues to its team since 1 April 2023.</p> <p>HCRG Care Group closely monitors key workforce metrics ensuring visibility at every level of the business from floor to board. Turnover, sickness and other key metrics are comparable with the broader health and care sector.</p> <p>In addition to a stable workforce model, the organisation has been commended for its ability to deliver improved health outcomes and high quality services in partnership with commissioners over many years. For example:</p> <ul style="list-style-type: none"> <li>• Following being awarded a contract to create and run Wiltshire-focused children's services in 2017, Wiltshire Council have renewed for another five years until 2029</li> <li>• Essex County Council have extended their contract to deliver improved outcomes for families for a further 3 years</li> <li>• Coventry City Council and Warwickshire County Council have appointed us to deliver the largest sexual health contract across their areas, following the successful transformation and delivery over several years in Teesside, Greater Manchester and Lincolnshire.</li> </ul>
--	--	--	--

#	Question	Further Question/ clarification required – January 2024	Clarified answer – February 2024
			<p>97% of the organisation’s services rated by CQC hold “good” or “outstanding” ratings, higher than the industry average, and reflecting the organisation’s track record of transforming and improving the services it takes on.</p> <p>There is no intention to change or merge the operating models of HCRG Care Group and Operose Health, including the use of PA roles. As above, both organisations’ services are well reviewed by regulators and we intend to continue to provide high quality care within both organisations.</p>
6			
6.1	<p>Details on the financial position for the past three years of the Buyer and the Group Companies, including in particular:</p> <ul style="list-style-type: none"> <li>- Income and Expenditure,</li> <li>- Profit and Loss;</li> <li>- Debts;</li> <li>- Information held pertaining to bankruptcy and/or liquidation which could be deemed relevant.</li> </ul>	<p>As above, the information provided does not relate to the Buyer – please provide as much financial information as possible as requested in relation to the Buyer, or note the reason this cannot be provided (we note that you have stated that there are no audited accounts).</p> <p>Please, if this is not information which is available for T20 Osprey Midco Limited, provide the requested information in relation to the companies further up the structure (T20 Pioneer Midco Limited, T20 Pioneer Holdings Limited, Twenty20 Capital Investments Limited, IJMH Limited and Twenty 20 Capital Limited).</p>	<p>We have provided accounts for the companies:</p> <p>Twenty20 Capital Investments Limited, T20 Pioneer Holdings Limited and T20 Pioneer Midco Limited.</p> <p>As a non-trading holding company established to acquire the Operose Health business, T20 Osprey Midco Limited has not yet published audited accounts.</p>
6.2	<p>Details of the impact any failure of the Buyer or any would have on the ability of AT Medics Ltd to continue to deliver the APMS contract.</p>	<p>Please provide more detail about the financial separation between the Buyer and Operose Health and AT Medics.</p>	<p>It is intended that Operose Health and AT Medics will continue to operate as a financially sustainable standalone services focused on</p>

#	Question	Further Question/ clarification required – January 2024	Clarified answer – February 2024
		<p><i>Buyer: We are unclear on how to best respond to this request. Operose Health and AT Medics are financially sustainable businesses, and we intend for this to continue. While we have provided various assurances regarding other Group companies, the failure of any Group company would not impact on the ability to deliver the APMS contracts as the business will not be dependent on financial support from the Group.</i></p>	<p>delivery of primary care services, and therefore there would be no impact of the failure of the Buyer (or any other Group company) on the continuing ability of Operose Health to continue delivery of the APMS contracts.</p> <p>In addition, HCRG Care Group is scrutinised closely and regularly by NHS England as a result of its designation as a Hard to Replace Provider and commissioners can therefore be assured by the significant oversight of the Group's affairs and its strong financial performance, given the lack of concerns raised through this process to date.</p>

1	Question
1	<p>We understand from Stephen Collier's email dated 15 March 2024 that a purchase agreement was entered into by MH Services International (UK) Limited and T20 Osprey Midco Limited. As a result, from 28 December 2023 T20 Osprey Midco Limited became the legal owner of Operose Health Limited. As a result, a change of control of AT Medics Limited occurred on that date. That change of control was the subject of AT Medics Limited's request for prior authorisation to undergo the change of control dated 30 November 2023 and of the ongoing due diligence exercise.</p> <p>Please confirm on what basis did AT Medics Limited determine not to inform us or the ICBs of this at the time of the change of control or at any time until 15 March 2024, despite the ongoing due diligence process (including further queries raised by us on 19 February 2024 and responses provided to us on 6 March 2024)?</p> <p>Please also confirm on what basis did no other company with ownership/control of AT Medics Limited (including but not limited to Operose Health Limited and T20 Osprey Midco Limited) or part of the same overall group (including but limited to the HCRG Group) determine not to inform us or the ICBs of this at the time of the change of control or at any time until 15 March 2024, despite [regular] meetings/communications between representatives of such companies and representatives of NHS England and the ICBs occurring between 28 December 2023 and 15 March 2024?</p>
1	<p>The background is that as negotiations with the seller, Centene, progressed it became apparent that the seller was not prepared to enter into a contract that was conditional on change of control approval. Rather Centene required a rapid and full completion, by the end of December 2023. When this occurred, we viewed it as a change of ultimate ownership rather than operational control. For that reason, and to preserve the status quo, we did not action any associated tasks or business activity connected with a change of control, such as for example making director appointments etc.. We left operational control with the Operose management team, under the leadership of Liz Perry. However, when Liz indicated that she intended to leave the company we recognised that it was no longer appropriate to continue on this basis. We therefore made the notification of 15 March 2024. We now accept that earlier disclosure would have been appropriate and apologise for the frustration and disappointment our actions may have caused.</p> <p>As a proven and experienced provider of health and care services, including APMS delivery, we hoped that due diligence would conclude at pace and we could move forward, working together to improve outcomes, experience and access for patients, as our track record can evidence us doing so historically. We fundamentally believe in UK ownership for UK NHS services and have already started to lead improvements including increasing the number of employed GPs in our practices. In services nothing has changed, the practices are still led by the same leaders and patients are cared for by the same clinicians and medical staff.</p> <p>Our intention has always been to respect the change of control process and our commitment to this has been demonstrated through our active co-operation and engagement.</p>
2	Question
2	<p>Is there any change to the due diligence answers provided to date required now that the change has taken effect? For example, you note in the responses provided in March that certain actions would be undertaken "<i>following the completion of the change in control</i>". Please confirm if you are aware of any updates to the position set out in your previous responses (excluding the fact that the change in control has happened).</p>
2	<p>We can confirm that there has been no change to the due diligence answers provided to date. There are no updates to the position set out in our previous responses.</p>
3	Question

3	<p>Has Operose Health Limited, AT Medics Limited or AT Medics Holdings LLP directly or indirectly borrowed or provided collateral for any of the wider company group’s borrowings? If so, please confirm the level of such debt held by any of these companies. We ask this question as we note that the Companies House documents for AT Medics Limited and AT Medics Holdings LLP, show that a charge was registered against both on 13 March 2024 for the benefit of HSBC bank.</p> <p>We note from a search at Companies House that AT Medics Limited and AT Medics Holdings LLP, each have charges registered against them on 13 March 2024 for the benefit of HSBC bank.</p> <p>d. Please provide details of any of the following given by or to Operose Health Limited:</p> <ul style="list-style-type: none"> <li>• debentures, mortgages, charges, or other security together with details of the secured obligations to which these and any other security relate; and</li> <li>• guarantees, indemnities, bonds, comfort letters or other sureties or assurances together with details of the secured obligations (including value or potential value) to which these and any other sureties or assurances relate.</li> </ul> <p>e. Please provide details of any of the following given by a third party (including AT Medics Limited and AT Medics Holdings LLP) in respect of any of Operose Health Limited’s obligations:</p> <ul style="list-style-type: none"> <li>• debentures, mortgages, charges, or other security together with details of the secured obligations to which these and any other security relate; and</li> <li>• guarantees, indemnities, bonds, comfort letters or other sureties or assurances together with details of the secured obligations (including value or potential value) to which these and any other sureties or assurances relate.</li> </ul>
3	<p>T20 Osprey Midco Ltd, the parent company of Operose Health Ltd, and its sister company HCRG Care Group Holdings Ltd, refinanced existing group debt with HSBC UK Bank in March 2024.</p> <p>All material subsidiaries of T20 Osprey Midco Ltd. and HCRG Care Group Holdings Ltd. are Obligors under the borrowing arrangement, and therefore have debentures in relation to HSBC UK Bank. This includes Operose Health Limited, AT Medics Limited and AT Medics Holdings LLP. All debentures are available on Companies House.</p> <p>HCRG Care Services Ltd, the main trading subsidiary of HCRG Care Group Holdings Ltd, was designated as a ‘Hard to Replace Provider’ by NHS England in 2023. As a result of this, HCRG Care Group holds quarterly meetings with the NHS England Independent Sector Provider Monitoring team and provides a quarterly financial template that includes financial performance of the group, debts of the group and financial covenants.</p> <p>NHS England have confirmed that Operose Health Ltd and its subsidiaries including AT Medics Limited and AT Medics Holdings LLP will form part of the NHS England monitoring process going forward. The companies will report on a quarterly basis with the HCRG Care Group from 1 April 2024.</p>
4	<p><b>Question</b></p>
4	<p>We note that the licences requested have still not been provided. Please could these be provided? Operose, at 3.1 of the supplementary response, notes that “<i>copies of various licences, consents, registrations, approvals, permits and exemptions are attached</i>”, however we cannot see that such are attached to the email which was sent.</p>
4	<p>There are no additional licences required as a result of the transaction, the reference to appendices was an oversight on the previous response.</p>

<b>5</b>	<b>Question</b>
<b>5</b>	We note that the confirmation statement for Operose Health Limited was due to be filed at Companies House by 4 March 2024 and remains overdue. Please confirm the reasons for this, when it will be filed, and any details to be included within the statement that are in addition or contrary to information currently available on Companies House and/or that you have provided to us previously?
<b>5</b>	Operose Health Limited's confirmation statement was filed on 19th April 2024. All details can be seen on Companies House.
<b>6</b>	<b>Question</b>
<b>6</b>	In an email of 15 March 2024, Stephen Collier stated, relation to the sale agreement between MH Services International (UK) Limited and T20 Osprey Midco Limited, <i>"The sale is partly conditional upon the ICBs' consent to the change, in that the ultimate purchase price is determined by whether approval is granted."</i>  Please provide full details about how the commissioners' decisions to approve or refuse authorisation to the change of control affect the purchase price to be paid under the sale agreement?
<b>6</b>	As you will appreciate, there are comprehensive confidentiality restrictions in place within the sale and purchase agreement which prohibit us from being able to provide any more detail in respect of the consideration mechanics and values, other than allowing us to confirm that there was an element of conditionality in respect of the purchase price related to the change of control process.
<b>7</b>	<b>Question</b>
<b>7</b>	Please confirm whether the properties from which Operose operates its services are freehold or leasehold. If leasehold, please confirm details of:  3. the landlord and whether they are a party directly or indirectly connected to Operose  4. the term of the lease  5. the rent payable under the lease  6. the rent reviews applicable under the lease
<b>7</b>	See attached 'Operational Estates' excel which addresses the full question.
<b>8</b>	<b>Question</b>
<b>8</b>	Please provide details of what (if any) applications or notifications have been made pursuant to the National Security and Investment Act 2021 or Competition Act 1998/Enterprise Act 2002 in respect of the acquisition of Operose.
<b>8</b>	No applications or notifications have been made pursuant to the National Security and Investment Act 2021 or Competition Act 1998/Enterprise Act 2002 in respect of the acquisition of Operose.



## APPENDIX 4 LETTER NOTIFICATION



Frances O'Callaghan  
NHS North Central London ICB  
Laycock PDC  
Laycock Street  
London  
N1 1TH

30<sup>th</sup> November 2023

Dear Frances

### CONSENT FOR CHANGE OF CONTROL

Further to our recent correspondence, we are now writing to you to formally to seek your consent to a change of control in accordance with clause 54.3 of the APMS contracts listed in **Annex 1** to this letter ("APMS Contracts").

The change of control arises as a result of a change in ownership of Operose Health Limited ("OHL"). OHL is currently wholly owned by MH Services International (UK) Limited, however it is intended that the ownership of OHL will transfer to T20 Osprey Midco Limited ("HCRG Care Group"). The HCRG Care Group is a UK based company, and one of the largest independent providers of NHS-funded primary and community services operating across England and Wales.

We have set out more details of the current and proposed ownership structure to ensure you have the complete information, in **Annex 2**.

OHL is the holding company of AT Medics Holdings LLP which in turn is the holding company of AT Medics Limited, the contractor under the APMS Contracts. This makes OHL a "Holding Company" of AT Medics Limited under clause 54.3 of the APMS Contracts.

Therefore, we believe the change of ownership of OHL amounts to a Change of Control envisaged by clause 54.3.

The change in ownership reflects Operose Health Group's current owner, Centene Corporation, continued execution of its value creation efforts as the company refocuses its portfolio on core lines of business.

### Benefits of new ownership for patients and the NHS

- The new ownership brings together two highly experienced care providers with a shared mission to improve patient outcomes and experience across primary and community care.
- There will be no changes to frontline services or clinical leadership in your area and with HCRG Care Group's full support and backing, our practices will continue to serve their communities with high quality NHS primary care, clinically led and powered by sector-leading technology.
- Our core commitments also remain unchanged: to see patients as quickly as possible; improve quality; recruit and retain dedicated staff and; use social value activity to have a wider positive impact on the populations we care for.
- New ownership opens up significant opportunities, creating a single UK-owned organisation with greater expertise, scale and resilience to help deliver the NHS's priorities for primary and community care, including faster access, better integration, eradicating health inequalities and the use of digital, tech and data.
- HCRG Care Group is an experienced operator and partner for OHL. It operates 21 primary care and urgent care services alongside more than 400 community services for adults and children for the NHS and Local Authorities, employing more than 5,000 staff in the delivery of services and with a strong track record of delivery on behalf of the NHS. All of HCRG Care Group's CQC ratings are "Good" or "Outstanding", aligning with OHL's own strong track record.
- HCRG Care Group brings with it access to investment and the support of one of the UK's top 10 recruitment and workforce solutions groups, as well as a track record of a 'healthcare first' approach, minimising costs and maximising efficiency of support services.



#### **Engagement**

- We have been working closely with NHS colleagues to make sure all parties have clarity on relevant change of control contractual obligations, processes and timelines, including appropriate public engagement.
- We will continue to provide reassurance to our patients, staff and stakeholders that this change of control will not impact on our continued delivery of, and commitment to, high-quality patient care in our local surgeries.

#### **What are the implications from a procurement law perspective?**

As AT Medics Ltd will continue to hold the APMS Contracts, there should be no concerns for the commissioners in relation to procurement law compliance, as the same contractor will be holding the APMS Contracts.

#### **What are the implications in relation to service delivery?**

AT Medics Ltd will continue to be responsible for providing primary care services under the APMS Contracts, and there are no intentions to change the personnel involved in providing the primary medical care services. The 6 GP founders of AT Medics Limited will also remain in their current regional roles within the company. On that basis, we do not intend to make changes in relation to service delivery. We believe our collaboration with HCRG Care Group will drive even better clinical outcomes and broaden access for patients.

#### **Do the APMS contracts need to be novated?**

No – the APMS Contracts between AT Medics Ltd and the commissioners will remain intact, and no novation is required, as AT Medics Ltd remain liable for its obligations under the APMS Contracts. The change of control does not affect the APMS Contracts, except for the fact that your consent is required prior to such change of control taking place in accordance with clause 54.3.

#### **What do I need to do to agree to the change of control?**

*Please review, sign and return the enclosed form in Annex 3, at your earliest convenience.*

#### **What if I have any further questions or require more information?**

Should you have any questions, please contact me via [liz.perry@operosehealth.co.uk](mailto:liz.perry@operosehealth.co.uk).

Yours sincerely



Liz Perry  
CEO | Operose Health

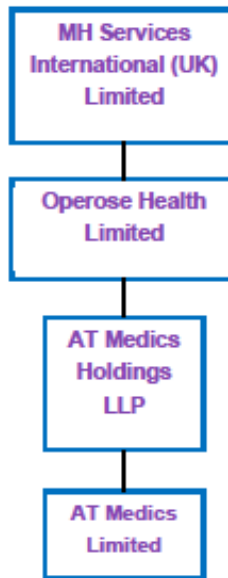
CC Vanessa Piper - Assistant Director of Primary Care Contract and Commissioning NCL ICB

**Annex 1**  
**List of APMS Contracts**

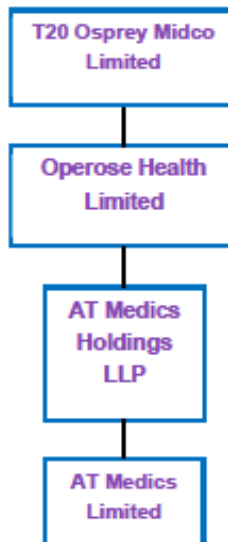
Mitchison Road Surgery	F83058
Hanley Primary Care Centre	Y01088
Kings Cross Surgery	F83635
Somers Town Medical Centre	F83683
Brunswick Medical Centre	F83048
Camden Health Improvement Practice	Y02674
St Ann's Road Surgery	Y02117
GP Hub Camden (Somers Town / Brondesbury)	AF006 AF009 AF008 AF007

**Annex 2**  
**Group Structure Details**

**Before**



**After**



**Annex 3**

**ICB Consent Response**

**FROM:** NHS North Central London ICB ("the Commissioners")

**TO:** AT Medics Limited

The Commissioners acknowledge that AT Medics Limited has requested they consent to a change of control, in respect of the following APMS Contracts ("the Contracts"):

Practice name	Contract reference
Mitchison Road Surgery	F83058
Hanley Primary Care Centre	Y01088
Kings Cross Surgery	F83635
Somers Town Medical Centre	F83683
Brunswick Medical Centre	F83048
Camden Health Improvement Practice	Y02674
St Ann's Road Surgery	Y02117
GP Hub Camden (Somers Town / Brondesbury)	AF008 AF009 AF008 AF007

**Change of control**

Clause 54.3 of the Contracts requires AT Medics Ltd to receive prior authorisation of the relevant Commissioner prior to any change of control, as defined in the Contracts.

The change of control that AT Medics Ltd is seeking consent to relates to a change of the proposed ownership of Operose Health Limited which amounts to a change of control in the Holding Company of AT Medics Ltd. Subject to the completion of the transaction, the intention is that the ownership of Operose Health Limited will transfer to HCRG Care Group See Annex 1.

AT Medics Limited has confirmed that it will continue to provide the services under the Contracts, and there will be no adverse changes to the services under the Contracts as a result of this change in control. No changes are proposed to the terms or operation of the Contracts.

**Consent**

By signing this letter, the Commissioners hereby confirm that they consent to the change of control referenced above in respect of the Contracts, such change of control to take place on completion of the transaction. Signed for and on behalf NHS North Central London ICB.

<b>Name</b>	
<b>Date</b>	
<b>Signature</b>	