

**NHP LIMITED**

**Annual Report and Financial Statements**

**For the year ended 30 September 2019**



**ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED  
30 SEPTEMBER 2019**

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**ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED  
30 SEPTEMBER 2019**

**OFFICERS AND PROFESSIONAL ADVISERS**

**DIRECTORS**

Mr J Hutchens (resigned 5 February 2020)  
Mr D Smith

**REGISTERED OFFICE**

Southgate House  
Archer Street  
Darlington  
County Durham  
DL3 6AH

**BANKERS**

Barclays Bank PLC  
South East Corporate Banking Centre  
P.O. Box 112  
Horsham  
West Sussex  
RH12 1YQ

**AUDITOR**

KPMG LLP  
Quayside House  
110 Quayside  
Newcastle-upon-Tyne  
NE1 3DX

## **DIRECTORS' REPORT**

The Directors present their annual report on the affairs of NHP Limited ("the Company"), together with the audited financial statements and auditor's report for the year ended 30 September 2019. The Directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption. The Company has also taken the small companies' exemption from the requirement to prepare a strategic report.

### **PRINCIPAL ACTIVITY**

The principal activities of the Company's subsidiaries were the purchase and retention of freehold and long leasehold interests, in modern, purpose-built care homes.

The principal activity of the Company is to act as a holding company, which conducts corporate activities on behalf of the Company's parent undertaking, FC Skyfall Upper Midco Limited and its subsidiaries (the "Group"). The Directors intend to continue these activities in the forthcoming year.

### **BUSINESS REVIEW**

In the year to 30 September 2019, the Company has continued to act as a holding company and this will continue in the foreseeable future.

### **DIVIDENDS**

During the year, the Company declared and paid dividends of £nil (2018: £nil)

### **DIRECTORS**

The following Directors served throughout the year and to the date of signing, were as follows:

Mr D Smith

The ultimate parent undertaking of the Company, FC Skyfall TopCo Limited has made qualifying third party indemnity provisions for the benefit of the Company's Directors and the directors of all its other subsidiaries, which were made during the year and remain in force to the date of this report.

### **SUBSEQUENT EVENTS**

No significant events are noted between the year ended 30 September 2019 and the date of signing of this report. See note 12 to the financial statements.

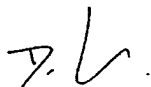
### **AUDITOR**

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the Directors are aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the Directors have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Approved by the Board and signed on its behalf by:



Mr D Smith  
Director  
Date: 3<sup>rd</sup> April 2020  
Southgate House  
Archer Street  
Darlington  
County Durham  
DL3 6AH

## STRATEGIC REPORT

The Directors present their Strategic Report for the year ended 30 September 2019.

### PRINCIPAL ACTIVITY

The principal activities of the Company's subsidiaries were the purchase and retention of freehold and long leasehold interests, in modern, purpose-built care homes.

The principal activity of the Company is to act as a holding company, which conducts corporate activities on behalf of the Company's parent undertaking, FC Skyfall Upper Midco Limited and its subsidiaries (the "Group"). The Directors intend to continue these activities in the forthcoming year.

### BUSINESS REVIEW

In the year to 30 September 2019, the Company has continued to act as a holding company and this will continue in the foreseeable future.

### RESULTS

The Company's profit before taxation for the year was £14.6m (2018: £14.6m). As at 30 September 2019 the Company's net assets were £398.7m (2018: £384.1m).

### PRINCIPAL RISKS AND UNCERTAINTIES

The Directors of the Company have the overall responsibilities for the FC Skyfall Upper Midco Limited group ("the Group"), of which the Company is a subsidiary. The principal risks and uncertainties of the Group also apply to the Company. The consolidated financial statements of FC Skyfall Upper Midco Limited are publicly available from Companies House at Crown Way, Cardiff, Wales, CF14 3UZ.

There are no further risks specific to the Company.

### GOING CONCERN AND COVID-19

The financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

The Directors have performed a going concern assessment for a period of 12 months from the date of approval of these financial statements which indicate that, taking account of reasonably possible downsides, the company will have sufficient funds through funding from its parent, FC Skyfall Upper Midco Limited. The company is part of the FC Skyfall Upper Midco Limited group of companies (the "Group"). The company meets its day to day working capital requirements from cash resources and intercompany balances with other Group companies. Therefore the going concern assessment of the company is dependent on that of the Group as a whole.

FC Skyfall Upper Midco Limited has indicated its intention to continue to make available such funds as are needed by the company the balance sheet date for 12 months from the date of approval of these financial statements. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, subject to the uncertainty described below, they have no reason to believe that it will not do so. A material uncertainty exists in the Group in respect of going concern as there is a risk of breach of financial covenants on its term loans in a COVID-19 downside scenario.

The Group's directors have prepared detailed cash flow and covenant compliance forecasts for the Group for the period to 30 September 2024. Net debt levels, servicing costs, working capital and covenant requirements are closely monitored and managed in accordance to the Group's objectives, policies and processes, and these have each been considered as part of these forecasts. At 30 September 2019 the Group was financed by £12.2m of cash, £264.7m of terms loans and £14.0m of loan notes with related parties. There are financial covenants on the term loans.

Excluding the potential impact of COVID-19 which is considered below, these cash flow forecasts and projections indicate that, taking into account reasonably possible downsides in trading performance, the Group will have adequate resources to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements.

The Group's directors have separately considered the uncertainty as to the future impact of COVID-19 on the going concern assessment.

To date across the Group the impact has been that occupancy rates have remained stable, death rates within the Group's care homes have not materially differed to historical rates and the Group has received a number of requests

## STRATEGIC REPORT

**GOING CONCERN AND COVID-19 (Continued)**

from NHS and LA to block book beds. However the Group's directors cannot predict the longer term impact of the crisis including:

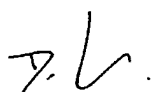
- (i) what the NHS demand for vacant beds will be;
- (ii) what the impact of the crisis will be on the death rate and occupancy levels within the Group's care homes; and
- (iii) what the impact of self-isolation, care home isolation and other social distancing measures will have on payroll costs.

The current predictions of the impact of the virus on UK death rates vary widely but should the more pessimistic estimates prove correct, assuming the current high demand for beds from the NHS reduces and payroll costs are significantly increased, there would be a significant impact on the Group's profitability and cashflows and the Group would be at risk of breaching its financial covenants on the loans. Therefore the Group would require support from the banks by way of a covenant waiver or deferral.

Whilst the Group's directors believe that the Group would continue to have the support of its shareholders and the banks in these circumstances, there is no certainty that this would be the case. The Group's directors consider the specific downside scenario impact of COVID-19 on the Group's occupancy levels and cashflows to be so significant that it represents a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern and, therefore, to continue realising their assets and discharging their liabilities in the normal course of business. The directors of the Company have assessed the conclusions reached by the Group's directors and agree with their conclusion.

Based on these indications the directors believe that it remains appropriate to prepare the financial statements on a going concern basis. However, these circumstances represent a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern and, therefore, to continue realising its assets and discharging its liabilities in the normal course of business. The financial statements do not include any adjustments that would result from the basis of preparation being inappropriate.

Approved by the Board and signed on its behalf by:



David Smith  
Director  
Date: 3<sup>rd</sup> April 2020  
Southgate House  
Archer Street  
Darlington  
County Durham  
DL3 6AH

## **STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF 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 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and 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 NHP LIMITED**

### **Opinion**

We have audited the financial statements of NHP Limited ("the company") for the year ended 30 September 2019 which comprise the Profit and Loss Account, 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 30 September 2019 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; 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.

### **Material uncertainty related to going concern**

We draw attention to note 1 to the financial statements which indicates the uncertainties related to the ability of FC Skyfall Upper Midco Limited to provide financial support. These events and conditions, along with the other matters explained in note 1, constitute a material uncertainty that may cast significant doubt on the company's ability to continue as a going concern.

Our opinion is not modified in respect of this matter.

### **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;
- we have not received all the information and explanations we require for our audit.

We have nothing to report in these respects.



## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NHP LIMITED (Continued)**

### **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.

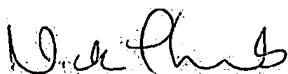
### **Auditor's responsibilities**

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).

### **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.



**Nick Plumb (Senior Statutory Auditor)**  
**for and on behalf of KPMG LLP, Statutory Auditor**  
*Chartered Accountants*  
Quayside House  
110 Quayside  
Newcastle-upon-Tyne  
NE1 3DX

3<sup>rd</sup> April 2020

**PROFIT AND LOSS ACCOUNT**  
**For the year ended 30 September 2019**

	Notes	2019 £'000	2018 £'000
Administrative expenses		(34)	(28)
<b>OPERATING LOSS</b>		<b>(34)</b>	<b>(28)</b>
Interest receivable and similar Income	3	14,634	14,604
<b>PROFIT BEFORE TAXATION</b>	4	<b>14,600</b>	<b>14,576</b>
Tax on profit	5	6	28
<b>PROFIT FOR THE FINANCIAL YEAR</b>		<b>14,606</b>	<b>14,604</b>

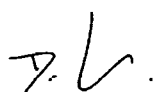
Results are derived wholly from continuing operations.

There is no comprehensive income for the current financial year or preceding financial year other than as stated in the profit and loss account. Accordingly, no statement of comprehensive income is presented.

**BALANCE SHEET**  
As at 30 September 2019

	Notes	2019	2018
		£'000	£'000
<b>FIXED ASSETS</b>			
Investments	6	173	95
<b>TOTAL FIXED ASSETS</b>		<u>173</u>	<u>95</u>
<b>CURRENT ASSETS</b>			
Debtors	7	399,150	384,619
<b>CREDITORS: amounts falling due within one year</b>	8	(658)	(655)
<b>NET CURRENT ASSETS</b>		<u>398,492</u>	<u>383,964</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>398,665</u>	<u>384,059</u>
<b>NET ASSETS</b>		<u>398,665</u>	<u>384,059</u>
<b>CAPITAL AND RESERVES</b>			
Called-up share capital	10	2,166	2,166
Share premium account	10	201,247	201,247
Profit and loss account	10	195,252	180,646
<b>SHAREHOLDERS' FUNDS</b>		<u>398,665</u>	<u>384,059</u>

These financial statements of NHP Limited (registered number 02798607) were approved by the Board of Directors and authorised for issue on 3<sup>rd</sup> April 2020. They were signed on its behalf by:



Mr D Smith  
Director

**STATEMENT OF CHANGES IN EQUITY**  
**For the year ended 30 September 2019**

	<b>Called-up share capital £'000</b>	<b>Share Premium £'000</b>	<b>Profit and loss account £'000</b>	<b>Total £'000</b>
<b>At 1 October 2017</b>	2,166	201,247	166,042	369,455
Profit for the financial year	-	-	14,604	14,604
<b>At 30 September 2018</b>	2,166	201,247	180,646	384,059
Profit for the financial year	-	-	14,606	14,606
<b>At 30 September 2019</b>	2,166	201,247	195,252	398,665

## NOTES TO THE FINANCIAL STATEMENTS

### For the year ended 30 September 2019

#### 1. ACCOUNTING POLICIES

The principal accounting policies are summarised below. They have all been applied consistently throughout the current year and the preceding year.

##### **General information and basis of accounting**

NHP Limited is a private company incorporated in the United Kingdom under the Companies Act 2006. The Company is a private company limited by shares and is registered in England and Wales. The address of the registered office is given on page 1. The nature of the Company's operations and its principal activities are set out in the Directors' report on page 2.

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102 (FRS 102) as issued by Financial Reporting Council.

The functional currency of the Company is considered to be pounds sterling because that is the currency of the primary economic environment in which the Company operates.

The Company meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its separate financial statements. The Company is consolidated in the financial statements of its parent, FC Skyfall Upper Midco Limited, which can be obtained from the Companies House at Crown Way, Cardiff, Wales CF14 3UZ. Exemptions have been taken in these separate Company financial statements in relation to a cash flow statement, the disclosure of intercompany transactions with other group undertakings within the FC Skyfall Upper Midco Limited group, remuneration of key management personnel, and related party transactions.

##### **Exemption from consolidation**

The Company has taken advantage of section 400 of the Companies Act 2006 from the requirement to prepare group financial statements as the Company is itself a subsidiary undertaking of FC Skyfall Upper Midco Limited. These financial statements provide information about the Company as an individual undertaking and not about its group.

##### **Going concern and COVID-19**

The financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

The Directors have performed a going concern assessment for a period of 12 months from the date of approval of these financial statements which indicate that, taking account of reasonably possible downsides, the company will have sufficient funds through funding from its parent, FC Skyfall Upper Midco Limited. The company is part of the FC Skyfall Upper Midco Limited group of companies (the "Group"). The company meets its day to day working capital requirements from cash resources and intercompany balances with other Group companies. Therefore the going concern assessment of the company is dependent on that of the Group as a whole.

FC Skyfall Upper Midco Limited has indicated its intention to continue to make available such funds as are needed by the company the balance sheet date for 12 months from the date of approval of these financial statements. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, subject to the uncertainty described below, they have no reason to believe that it will not do so. A material uncertainty exists in the Group in respect of going concern as there is a risk of breach of financial covenants on its term loans in a COVID-19 downside scenario.

The Group's directors have prepared detailed cash flow and covenant compliance forecasts for the Group for the period to 30 September 2024. Net debt levels, servicing costs, working capital and covenant requirements are closely monitored and managed in accordance to the Group's objectives, policies and processes, and these have each been considered as part of these forecasts. At 30 September 2019 the Group was financed by £12.2m of cash, £264.7m of terms loans and £14.0m of loan notes with related parties. There are financial covenants on the term loans.

**NOTES TO THE FINANCIAL STATEMENTS****For the year ended 30 September 2019****1. ACCOUNTING POLICIES (Continued)****Going concern and COVID-19 (continued)**

Excluding the potential impact of COVID-19 which is considered below, these cash flow forecasts and projections indicate that, taking into account reasonably possible downsides in trading performance, the Group will have adequate resources to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements.

The Group's directors have separately considered the uncertainty as to the future impact of COVID-19 on the going concern assessment.

To date across the Group the impact has been that occupancy rates have remained stable, death rates within the Group's care homes have not materially differed to historical rates and the Group has received a number of requests from NHS and LA to block book beds. However the Group's directors cannot predict the longer term impact of the crisis including:

- (i) what the NHS demand for vacant beds will be;
- (ii) what the impact of the crisis will be on the death rate and occupancy levels within the Group's care homes; and
- (iii) what the impact of self-isolation, care home isolation and other social distancing measures will have on payroll costs.

The current predictions of the impact of the virus on UK death rates vary widely but should the more pessimistic estimates prove correct, assuming the current high demand for beds from the NHS reduces and payroll costs are significantly increased, there would be a significant impact on the Group's profitability and cashflows and the Group would be at risk of breaching its financial covenants on the loans. Therefore the Group would require support from the banks by way of a covenant waiver or deferral.

Whilst the Group's directors believe that the Group would continue to have the support of its shareholders and the banks in these circumstances, there is no certainty that this would be the case. The Group's directors consider the specific downside scenario impact of COVID-19 on the Group's occupancy levels and cashflows to be so significant that it represents a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern and, therefore, to continue realising their assets and discharging their liabilities in the normal course of business. The directors of the Company have assessed the conclusions reached by the Group's directors and agree with their conclusion.

Based on these indications the directors believe that it remains appropriate to prepare the financial statements on a going concern basis. However, these circumstances represent a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern and, therefore, to continue realising its assets and discharging its liabilities in the normal course of business. The financial statements do not include any adjustments that would result from the basis of preparation being inappropriate.

**Interest**

Interest receivable and interest payable are recognised in the financial statements on an accruals basis.

**NOTES TO THE FINANCIAL STATEMENTS (Continued)**  
**For the year ended 30 September 2019**

**1. ACCOUNTING POLICIES (Continued)**

**Taxation**

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is provided in full on timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in period different from those in which they are recognised in the financial statements.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax liabilities are recognised for timing differences arising from investments in subsidiaries and associates, except where the Company is able to control the reversal of the timing differences and it is probable that it will not reverse in the foreseeable future.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date that are expected to apply to the reversal of the timing difference. In other cases, the measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Where items recognised in other comprehensive income or equity are chargeable to or deductible for tax purposes, the resulting current or deferred tax expense and income is presented in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense or income.

Current tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts and the Company intends either to settle on a net basis or to realise that assets and settle the liability simultaneously.

Deferred tax assets and liabilities are offset only if: (a) the Company has a legally enforceable right to set off current tax assets against current tax liabilities; and (b) the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis; or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

**Investments**

Fixed asset investments are stated at cost less provision for impairment.

**NOTES TO THE FINANCIAL STATEMENTS (Continued)**  
**For the year ended 30 September 2019**

**1. ACCOUNTING POLICIES (Continued)**

**Financial instruments**

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provision of the instrument.

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit and loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets and liabilities are only offset in the balance sheet when, and only when there exists a legally enforceable right to set off the recognised amounts and the Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Financial assets are derecognised when and only when a) the contractual rights to the cash flows from the financial asset expire or are settled, b) the Company transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the Company, despite having retained some, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party.

Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

**Impairment of assets**

Assets are assessed for indicators of impairment at each balance sheet date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss as described below.

*Non-financial assets*

An asset is impaired where there is objective evidence that, as a result of one or more events that occurred after initial recognition, the estimated recoverable value of the asset has been reduced. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.

Where indicators exist for a decrease in impairment loss, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

*Financial assets*

For financial assets carried at amortised cost, the amount of impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

For financial assets carried at cost less impairment, the impairment loss is the difference between the asset's carrying amount and the best estimate of the amount that would be received for the asset if it were to be sold at the reporting date.

Where indicators exist for a decrease in impairment loss, and the decrease can be related objectively to an event occurring after the impairment was recognised, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired financial asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.



**NOTES TO THE FINANCIAL STATEMENTS (Continued)**  
**For the year ended 30 September 2019**

**2. CRITICAL ACCOUNTING JUDGEMENTS**

In the application of the Group's accounting policies, which are described in note 1, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. There are no critical accounting judgements in the preparation of the financial statements.

**Key sources of estimation uncertainty**

Determining whether the investment in subsidiary undertakings should be impaired based on the financial position and future prospect of the investment requires judgement. See note 6.

**3. NET INTEREST RECEIVABLE AND SIMILAR INCOME**

	<b>2019</b>	<b>2018</b>
	<b>£'000</b>	<b>£'000</b>
Interest receivable on loan notes to group undertakings	14,634	14,604

**4. PROFIT BEFORE TAXATION**

Profit before taxation is stated after charging:

	<b>2019</b>	<b>2018</b>
	<b>£'000</b>	<b>£'000</b>
Group management fees charged by NHP Management Limited, a group undertaking	19	20
Fees payable to the Company's auditor for the audit of the Company's annual financial statements	10	4
Non-audit fees for tax compliance services	5	4

The Company had no employees during the current or preceding year.

No Directors' remuneration has been charged to the profit and loss account of the Company during the current or preceding year. Directors' emoluments have been borne by HC-One Limited, a group undertaking during the current and preceding year, and are not recharged. It is not possible to split out the costs appropriately across all entities within the Group.

**NOTES TO THE FINANCIAL STATEMENTS (Continued)**  
**For the year ended 30 September 2019**

**5. TAX ON PROFIT**

	2019 £'000	2018 £'000
<b>Corporation tax:</b>		
Current year	-	-
<b>Deferred tax:</b>		
Adjustments in respect of prior periods	6	-
Effect of changes in tax rates	-	31
Deferred tax charge	-	(3)
<b>Total tax credit</b>	<b>6</b>	<b>28</b>
Profit before tax	14,600	14,576
Tax on profit at standard rate of 19.0% (2018: 19.0%)	2,774	2,769
Factors affecting tax charge:		
Adjustments in respect of prior periods	(6)	-
Tax rate changes	-	3
Effects of group relief/other reliefs	(2,774)	(2,762)
Deferred tax not provided	-	(38)
<b>Total tax for the year</b>	<b>(6)</b>	<b>(28)</b>

The standard rate of tax applied to reported profit is 19.0% (2018: 19.0%).

A reduction in the UK corporation tax rate from 19% to 17% (effective from 1 April 2020) was substantively enacted on 6 September 2016, and the UK deferred tax asset as at 30 September 2019 has been calculated based on this rate. In the 11 March 2020 Budget it was announced that the UK tax rate will remain at the current 19% and not reduce to 17% from 1 April 2020. This will have a consequential effect on the company's future tax charge. If this rate change had been substantively enacted at the current balance sheet date the deferred tax asset would have increased by £4,000.

**6. INVESTMENTS**

Cost and net book value	Shares in subsidiary undertakings £'000	Subordinated loan notes investment in subsidiary undertakings £'000	Total £'000
At 1 October 2018	68	27	95
Additions	-	78	78
At 30 September 2019	68	105	173

**NOTES TO THE FINANCIAL STATEMENTS (Continued)**  
**For the year ended 30 September 2019**

**6. INVESTMENTS (Continued)**

**Shares in subsidiary undertakings**

At 30 September 2019, the Company held investments in the following subsidiary undertakings:

<b>Name</b>	<b>County of incorporation</b>	<b>% Holding</b>	<b>Principal Activity</b>
NHP Securities No.1 Limited* <sup>a</sup>	United Kingdom	100%	Investment in care home properties
NHP Securities No.2 Limited* <sup>a</sup>	United Kingdom	100%	Investment in care home properties
NHP Securities No.3 Limited* <sup>a</sup>	United Kingdom	100%	Investment in care home properties
NHP Securities No.4 Limited* <sup>a</sup>	United Kingdom	100%	Dormant company
NHP Securities No.9 Limited <sup>b</sup>	Jersey	100%	Dormant company
NHP Securities No.11 Limited* <sup>b</sup>	Jersey	100%	Parent company of NHP Securities No.9 Limited
NHP Management Limited* <sup>a</sup>	United Kingdom	100%	Management of care home property portfolios
NHP Operations (York) Limited* <sup>a</sup>	United Kingdom	100%	Investment in care homes properties
LLNH Limited* <sup>a</sup>	United Kingdom	100%	Dormant company
Care Homes No. 1 Limited <sup>c</sup>	Cayman Islands	100%	Investment in care home properties

\*held directly by NHP Limited. All others are indirect.

All shares held are ordinary shares.

<sup>a</sup> The registered address is Southgate House, Archer Street, Darlington, County Durham, DL3 6AH.

<sup>b</sup> The registered address is 47 Esplanade, St Helier, Jersey, Channel Islands, JE1 0BD.

<sup>c</sup> The registered address is c/o Walkers Corporate Limited, Cayman Corporate Centre, 27 Hospital Road, George Town, Grand Cayman, KY1-9008, Cayman Islands.

**Subordinated loan notes investment in subsidiary undertakings**

The loan notes due by Care Homes No.2 (Cayman) Limited of £41,000 are repayable on 2 January 2026 and bear interest at 8.446% per annum. (2018: £8,000).

The loan notes due by Care Homes No.3 Limited of £64,000 are repayable on 2 January 2031 and bear interest at 6.6% per annum. (2018: £19,000).

**7. DEBTORS**

	<b>2019</b>	<b>2018</b>
	<b>£'000</b>	<b>£'000</b>
<b>Due within one year</b>		
Loan notes due by group undertakings	178,440	178,440
Amounts due by group undertakings	220,676	206,151
Deferred tax asset (note 9)	34	28
	<u>399,150</u>	<u>384,619</u>

**Loan notes due by group undertakings**

Loan notes of £11,144,000 were invested in NHP Securities No.1 Limited to enable the company to acquire the assets transferred from its group undertakings. The loan notes have no fixed repayment dates and bear interest at 8.5% per annum (2018: £11,144,000).

Loan notes of £4,201,000 were invested in NHP Securities No.2 Limited to enable the company to acquire the assets transferred from its group undertakings. The loan notes have no fixed repayment dates and bear interest at 8.5% per annum (2018: £4,201,000).

Loan notes of £140,290,000 were invested in NHP Securities No.3 Limited to enable the company to finance the asset acquisitions, have no fixed repayment dates and bear interest at 8.5% per annum. A further loan note of £32,255,000 was invested in NHP Securities No.3 Limited, from the proceeds of the rights issue issued by the Company in July 2002, to enable a repayment of the bank debts. The loan notes have no fixed repayment dates and bear interest at 6.0% per annum. On 28 January 2008 a repayment amount of £9,460,000 was received. (2018: £163,085,000).

**NOTES TO THE FINANCIAL STATEMENTS (Continued)**  
**For the year ended 30 September 2019**

**7. DEBTORS (Continued)**

**Loan notes due by group undertakings (Continued)**

Loan notes of £10,000 were invested in NHP Securities No.11 Limited, has no fixed repayment dates and bear interest at 8.7% per annum (2018: £10,000).

**Amounts due by group undertakings**

As at 30 September 2019 NHP Securities No. 3 Limited owed £157,678,000 and this amount is due on demand with no fixed repayment date and bears no interest (2018: £144,386,000).

As at 30 September 2019 Libra CareCo Investments 1 Limited owed £15,335,000 and this amount is due on demand with no fixed repayment date and bears no interest (2018: £15,335,000).

As at 30 September 2019 Libra CareCo Investments 2 Limited owed £14,763,000 and this amount is due on demand with no fixed repayment date and bears no interest (2018: £14,763,000).

As at 30 September 2019 NHP Securities No. 1 Limited owed £14,063,000 and this amount is due on demand with no fixed repayment date and bears no interest (2018: £13,115,000).

As at 30 September 2019 Libra CareCo Limited owed £13,461,000 and this amount is due on demand with no fixed repayment date and bears no interest (2018: £13,461,000).

As at 30 September 2019 NHP Securities No. 2 Limited owed £5,366,000 and this amount is due on demand with no fixed repayment date and bears no interest (2018: £5,009,000).

As at 30 September 2019 Care Homes No.2 (Cayman) Limited owed £Nil and this amount is due on demand with no fixed repayment date and bears no interest (2018: £30,000).

As at 30 September 2019 Care Homes No.3 Limited owed £Nil and this amount is due on demand with no fixed repayment date and bears no interest (2018: £43,000).

As at 30 September 2019 NHP Holdco 1 Limited owed £2,000 and this amount is due on demand with no fixed repayment date and bears no interest (2018: £2,000).

As at 30 September 2019 NHP Securities No. 11 Limited owed £8,000 and this amount is due on demand with no fixed repayment date and bears no interest (2018: £7,000).

**8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	<b>2019</b>	<b>2018</b>
	<b>£'000</b>	<b>£'000</b>
Amounts due to group undertakings	644	623
Other creditors	-	28
Accruals and deferred income	14	4
	<u>658</u>	<u>655</u>

**Amounts owed to group undertakings**

As at 30 September 2019 the Company owed NHP Management Limited £444,000 (2018: £422,000) and this amount is unsecured and due on demand with no repayment date, bearing no interest.

As at 30 September 2019 the Company owed HC-One Limited £14,000 (2018: £12,000) and this amount is unsecured and due on demand with no repayment date, bearing no interest.

As at 30 September 2019 the Company owed Care Homes No. 3 Limited £2,000 (2018: £4,000) and this amount is unsecured and due on demand with no repayment date, bearing no interest.

As at 30 September 2019 the Company owed Care Homes No. 2 (Cayman) Limited £173,000 (2018: £174,000) and this amount is unsecured and due on demand with no repayment date, bearing no interest.

**NOTES TO THE FINANCIAL STATEMENTS (Continued)**  
**For the year ended 30 September 2019**

**8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR (Continued)**

**Amounts owed to group undertakings (continued)**

As at 30 September 2019 the Company owed NHP Securities No. 9 Limited £11,000 (2018: £11,000) and this amount is unsecured and due on demand with no repayment date, bearing no interest.

**9. DEFERRED TAX**

<b>Deferred taxation:</b>	<b>2019</b>	<b>2018</b>
	<b>£'000</b>	<b>£'000</b>
Fixed asset timing differences	34	28
	<u>34</u>	<u>28</u>
<b>Deferred tax assets:</b>		
Asset at 1 October	28	-
Deferred tax credit for the year	6	28
Asset at 30 September	<u>34</u>	<u>28</u>

**10. CAPITAL AND RESERVES**

<b>Called up share capital</b>	<b>Number</b>	<b>2019</b>	<b>Number</b>	<b>2018</b>
		<b>£'000</b>		<b>£'000</b>
<b>Called-up, allotted and fully paid:</b>				
Ordinary shares at 1p each				
At 1 October 2018 and 30 September 2019	216,614,127	2,166	216,614,127	2,166

There were no shares issued during the year.

The profit and loss account represents cumulative profits or losses, net of dividends paid.

The share premium reserve contains the premium arising on issue of equity shares, net of issue expenses.

**11. CONTINGENT LIABILITIES AND GUARANTEES**

The Company and its group undertakings are guarantors to a facility agreement entered into by FC Skyfall Bidco Limited, the Company's intermediate parent undertaking. The facility is secured by a fixed and floating charge over the group assets and unlimited guarantee from its group undertakings. As at 3<sup>rd</sup> April 2020 the outstanding loan amount is £254.2m.

**12. SUBSEQUENT EVENTS**

No significant events are noted between the year ended 30 September 2019 and to the date of signing of this report.

**13. RELATED PARTY TRANSACTIONS**

The Company has taken the exemption provided under FRS 102 to not disclose intercompany transactions with other wholly owned group undertakings within the FC Skyfall Upper Midco Limited group.

There are no transactions between the Company and the Directors during the current year or the preceding year.

**NOTES TO THE FINANCIAL STATEMENTS (Continued)**  
**For the year ended 30 September 2019**

**14. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY**

The immediate parent undertaking is Libra CareCo Limited, a company incorporated in the United Kingdom and registered in England and Wales. The Directors regard FC Skyfall LP, a limited partnership incorporated and registered in the Cayman Islands, as the ultimate parent undertaking. There is no controlling party beyond FC Skyfall LP.

The largest group into which these financial statements are consolidated is FC Skyfall Holdco 3 Limited with registered office at c/o Trident Trust Company (Cayman) Limited, One Capital Place, Shedden Road, PO Box 847, George Town, Grand Cayman KY-1103.

The smallest group in which the results of the Company are consolidated is that headed by FC Skyfall Upper Midco Limited, a company incorporated in England and Wales. The registered address of FC Skyfall Upper Midco Limited is 25 Canada Square, Level 37, London, England, E14 5LQ.

Copies of financial statements of all the companies for the year ended 30 September 2019 are available from Companies House at Crown Way, Cardiff, Wales, CF14 3UZ.