

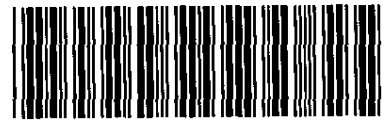
Company Registration  
No. FC027927

100864/240

**NHP HOLDCO 1 LIMITED**

**Annual Report and Financial Statements**  
**For the year ended 30 September 2017**

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**NHP HOLDCO 1 LIMITED**

**ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30  
SEPTEMBER 2017**

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**ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30  
SEPTEMBER 2017**

**OFFICERS AND PROFESSIONAL ADVISERS**

**DIRECTORS**

Mr J Hutchens (appointed 26 September 2017)  
Dr C Patel (resigned 26 September 2017)  
Mr D Smith

**COMPANY SECRETARY**

Crestbridge Corporate Services Limited

**REGISTERED OFFICE**

c/o Walkers Corporate Limited  
Cayman Corporate Centre  
27 Hospital Road  
George Town  
Grand Cayman  
KY1-9008  
Cayman Islands

**AUDITOR**

Deloitte LLP  
Statutory Auditor  
Newcastle upon Tyne  
United Kingdom

## **DIRECTORS' RESPONSIBILITIES STATEMENT**

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), 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 accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

**INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF NHP HOLDCO 1 LIMITED**

**Report on the audit of the financial statements**

**Opinion**

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 September 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the provisions of Companies Act 2006 applicable to overseas companies.

We have audited the financial statements of NHP Holdco 1 Limited (the 'Company') which comprise:

- the profit and loss account;
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 18.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

**Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Conclusions relating to going concern**

We are required by ISAs (UK) to report in respect of the following matters where:

- the Directors' use of the going concern basis of accounting in preparation of the financial statements is not appropriate; or
- the Directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue

We have nothing to report in respect of these matters.

**Other information**

The Directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

**INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF NHP HOLDCO 1 LIMITED (Continued)**

**Other information (Continued)**

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in respect of these matters.

**Responsibilities of Directors**

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

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

**Auditor's responsibilities for the audit of the financial statements**

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

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

**Use of our report**

This report is made solely to the Company's members, as a body, in accordance with the provisions of Companies Act 2006 applicable to overseas companies. 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.

**INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF NHP HOLDCO 1 LIMITED (Continued)**

**Report on other legal and regulatory requirements**

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

Under the provisions of the Companies Act 2006 applicable to overseas companies we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in respect of these matters.



Dave Johnson (FCA)  
Deloitte LLP  
Statutory Auditor  
Newcastle upon Tyne  
United Kingdom  
Date: 2 February 2018

**NHP HOLDCO 1 LIMITED**

**PROFIT AND LOSS ACCOUNT**  
**For the year ended 30 September 2017**

	Notes	Year ended 30 September 2017 £	Year ended 30 September 2016 £
<b>TURNOVER AND GROSS PROFIT</b>	3	235,356,225	-
Administrative expenses		(5,748)	(5,527)
<b>OPERATING PROFIT/ (LOSS)</b>		<u>235,350,477</u>	<u>(5,527)</u>
Exceptional income/ (costs)	4	3,300	(43,300)
Net interest payable and similar charges	5	(202,343)	(290,145)
<b>PROFIT/ (LOSS) BEFORE TAXATION</b>	6	235,151,434	(338,972)
Tax on profit/ (loss)	7	-	13,285
<b>PROFIT/ (LOSS) FOR THE FINANCIAL YEAR ATTRIBUTABLE TO THE EQUITY SHAREHOLDERS OF THE COMPANY</b>		<u>235,151,434</u>	<u>(325,687)</u>
 <b>TOTAL COMPREHENSIVE INCOME/ (LOSS) ATTRIBUTABLE TO EQUITY SHAREHOLDERS OF THE COMPANY</b>		<u>235,151,434</u>	<u>(325,687)</u>

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.



NHP HOLDCO 1 LIMITED

**BALANCE SHEET**  
As at 30 September 2017

	Notes	£	2017 £	£	2016 £
<b>FIXED ASSETS</b>					
Investments	8		14,752,088		2,088
<b>CURRENT ASSETS</b>					
Debtors	9	714,861		14,873	
<b>CREDITORS: amounts falling due within one year</b>	10	<u>(910,773)</u>		<u>(739,257)</u>	
<b>NET CURRENT LIABILITIES</b>			<u>(195,912)</u>		<u>(724,384)</u>
<b>TOTAL ASSETS LESS NET CURRENT LIABILITIES</b>			14,556,176		(722,296)
<b>CREDITORS: amounts falling due after more than one year</b>	11		(14,250,000)		(3,799,135)
<b>NET ASSETS/ (LIABILITIES)</b>			<u>306,176</u>		<u>(4,521,431)</u>
<b>CAPITAL AND RESERVES</b>					
Called-up share capital	13		2,076		2,076
Share premium	13		500,000		-
Profit and loss account	13		<u>(195,900)</u>		<u>(4,523,507)</u>
<b>SHAREHOLDERS' FUNDS/ (DEFICIT)</b>			<u>306,176</u>		<u>(4,521,431)</u>

These financial statements of NHP Holdco 1 Limited (registered number FC027927) were approved by the Board of Directors and authorised for issue on 2 February 2018. They were signed on its behalf by:



Mr D Smith  
Director

**NHP HOLDCO 1 LIMITED**

**STATEMENT OF CHANGES IN EQUITY**  
**For the year ended 30 September 2017**

	<b>Called-up share capital</b>	<b>Share premium</b>	<b>Profit and loss account</b>	<b>Total</b>
	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
<b>At 1 October 2015</b>	2,076	-	(4,197,820)	(4,195,744)
<i>Loss for the financial year and total comprehensive loss</i>	-	-	(325,687)	(325,687)
<b>At 30 September 2016</b>	2,076	-	(4,523,507)	(4,521,431)
<i>Profit for the financial year and total comprehensive income</i>	-	-	235,151,434	235,151,434
<i>Dividend paid on equity shares (See note 14)</i>	-	-	(230,823,827)	(230,823,827)
<i>Share issue at premium (See note 13)</i>	-	500,000	-	500,000
<b>At 30 September 2017</b>	<b>2,076</b>	<b>500,000</b>	<b>(195,900)</b>	<b>306,176</b>

**NOTES TO THE FINANCIAL STATEMENTS**  
**For the year ended 30 September 2017**

**1. ACCOUNTING POLICIES**

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

**General information and basis of accounting**

NHP Holdco 1 Limited (“the Company”) is a private company limited by shares incorporated and registered in the Cayman Islands. The address of the registered office is given on page 1. The principal activity of the Company is to act as a holding company to a group of companies specialised in the management and running of care homes principally for the elderly. The Group also owns the freeholds of care homes which are leased to the operating subsidiaries (HC-One Limited, Meridian Healthcare Limited and HC-One Beamish Limited) and a small number of third party operators.

The average monthly number of employees (excluding executive directors) was nil (2016: nil).

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 undertaking, 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 presentation of a cash flow statement, remuneration of key management personnel, and related party transactions.

**Going concern**

The going concern position of the Company is dependent on the overall going concern of the Group headed by FC Skyfall Upper Midco Limited.

The Directors have reviewed the going concern of the Company and the Group carefully in the preparation of the financial statements.

Management have prepared detailed forecasts for the Group for the period to 30 September 2019. Net debt levels, servicing costs and covenant requirements are closely monitored and managed in accordance to the Group’s objectives, policies and processes.

The Group maintains sufficient cash resources to meet its day-to-day working capital requirements

The Directors believe that the Group and the Company are well placed to manage its risk appropriately

After making enquiries and based on the Group’s forecasts and projections, taking into account reasonable possible changes in trading performance, the Directors have a reasonable expectation that the Group and the Company have adequate resources to continue in operational existence for the foreseeable future. Thus they adopt the going concern basis of accounting in preparing the annual financial statements.

**Turnover**

Turnover is earned by way of dividend received from the Company subsidiaries, which takes place wholly within the United Kingdom.

**NOTES TO THE FINANCIAL STATEMENTS (Continued)**  
**For the year ended 30 September 2017**

**1. ACCOUNTING POLICIES (Continued)**

**Taxation**

Current tax including UK corporation 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 periods 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. Deferred tax relating to non-depreciable property, plant and equipment measured using the revaluation model and investment property is measured using the tax rates and allowances that apply to sale of the asset. 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.

**Foreign currencies**

Transactions denominated in foreign currencies are recorded at the rates of exchange ruling at the dates of the transactions. All monetary assets and liabilities in foreign currencies are expressed in pounds sterling at the year end rates. Gains and losses arising from the movements in exchange rates during the year are dealt with in the profit and loss account.

**Investments**

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

**Interest**

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

**Dividend expense**

Dividend payable is recognised in the financial statements when amounts have been declared and paid. Dividends were proposed and paid to FC Skyfall Bidco Limited, an intermediate parent undertaking.

**NOTES TO THE FINANCIAL STATEMENTS (Continued)**  
**For the year ended 30 September 2017**

**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, other than those measured at fair value, 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 2017**

**2. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY**

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 8.

**3. TURNOVER AND GROSS PROFIT**

Turnover represents the dividend received from the Company's subsidiary undertakings.

	2017 £	2016 £
Dividend	235,356,225	-

**4. EXCEPTIONAL INCOME/ (COSTS)**

The following exceptional costs have been incurred or provided for and are not included in administrative expenses:

	Year ended 30 September 2017 £	Year ended 30 September 2016 £
Aborted costs of disposal of a subsidiary undertaking	-	(43,300)
Reversal of aborted costs of disposal of a subsidiary undertaking	3,300	-
	<u>3,300</u>	<u>(43,300)</u>

**5. NET INTEREST PAYABLE AND SIMILAR CHARGES**

	Year ended 30 September 2017 £	Year ended 30 September 2016 £
Loan interest receivable from group undertakings	241,079	-
Loan interest payable to group undertakings	(443,422)	(290,145)
	<u>(202,343)</u>	<u>(290,145)</u>

**NOTES TO THE FINANCIAL STATEMENTS (Continued)**  
**For the year ended 30 September 2017**

**6. PROFIT/ (LOSS) BEFORE TAXATION**

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

The Directors' emoluments have been borne by HC-One Limited, a group undertaking during the current and preceding year and not reimbursed

No audit fees have been charged to the profit and loss account.

Fees payable to the Company's auditor for the audit of the Company's financial statements were £1,000 for the current and preceding year and have been borne by NHP Management Limited, a group undertaking. The Company did not incur any non-audit fees during the year (30 September 2016: £nil).

**7. TAX ON PROFIT/ (LOSS)**

	Year ended 30 September 2017 £	Year ended 30 September 2016 £
<b>Deferred tax:</b>		
Origination and reversal of timing differences	-	(15,630)
Effect of changes in tax rates	-	2,345
<b>Total deferred tax</b>	<u>-</u>	<u>(13,285)</u>
Profit/ (loss) before tax	<u>235,151,434</u>	<u>(338,972)</u>
Tax on profit/ (loss) at standard rate of 19.5% (2016: 20.0%)	45,851,308	(67,794)
Factors affecting tax charge:		
Non-deductible expenses	-	8,660
Income not taxable for tax purposes	(45,891,883)	-
Effects of group relief/other reliefs	40,575	-
Tax rate changes	-	2,345
Deferred tax not previously recognised	-	(15,631)
Group relief surrendered for nil consideration	-	59,134
Rounding	-	1
<b>Tax charge for the period</b>	<u>-</u>	<u>(13,285)</u>

The standard rate of tax applied to reported profit is 19.5% (2016: 20.0%).

Finance Act No.2 2015 included provisions to reduce the corporate tax to 19.5% with effect from 1 April 2017 and 18.0% with effect from 1 April 2020. In addition, Finance Bill 2016 was substantively enacted on 6 September 2016 which introduced a further reduction in the main rate of corporation tax from 18.0% to 17.0% from 1 April 2020. Accordingly these rates have been applied when calculating deferred tax assets and liabilities as at 30 September 2017

There is no expiry date on timing differences, unused tax losses or tax credits.

NHP HOLDCO 1 LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Continued)  
For the year ended 30 September 2017

8. INVESTMENTS

	Investments in subsidiary undertakings £	Loan notes investment in group undertaking £	Total £
Cost and net book value			
At 1 October 2016	2,088	-	2,088
Additions	500,000	14,250,000	14,750,000
<b>At 30 September 2017</b>	<b>502,088</b>	<b>14,250,000</b>	<b>14,752,088</b>

Investments in subsidiary undertakings

At 30 September 2017, the Company held investments either directly or indirectly in the following subsidiary undertakings:

Name	Country of incorporation	% Holdings	Principal activity
NHP Holdco 2 Limited* <sup>c</sup>	Cayman Islands	100%	Investment company in group undertaking with investment in care home properties
NHP Holdco 3 Limited <sup>c</sup>	Cayman Islands	100%	Investment company in group undertaking with investment in care home properties
Libra CareCo CH2 PropCo Holdco Limited <sup>a</sup>	United Kingdom	100%	Investment company in group undertaking with investment in care home properties
Libra CareCo CH2 PropCo Limited <sup>a</sup>	United Kingdom	100%	Investment in care home properties
Libra CareCo CH3 PropCo Holdco Limited* <sup>a</sup>	United Kingdom	100%	Investment company in group undertaking with investment in care home properties
Libra CareCo CH3 PropCo Limited <sup>a</sup>	United Kingdom	100%	Investment in care home properties
Libra CareCo Holdings Limited <sup>a</sup>	United Kingdom	100%	Dormant company
Libra CareCo Investments 1 Limited <sup>a</sup>	United Kingdom	100%	Investment company in group undertaking with investment in care home properties
Libra CareCo Investments 2 Limited <sup>a</sup>	United Kingdom	100%	Investment company in group undertaking with investment in care home properties
Libra CareCo Limited <sup>a</sup>	United Kingdom	100%	Parent company of subsidiary undertakings with investment in care home properties
Libra GuaranteeCo Limited <sup>a</sup>	United Kingdom	100%	Dormant company
NHP Limited <sup>a</sup>	United Kingdom	100%	Parent company of subsidiary undertakings with investment in care home properties
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.5 Limited <sup>b</sup>	Jersey	100%	Investment in care home properties
NHP Securities No.8 Limited <sup>b</sup>	Jersey	100%	Investment in care homes properties
NHP Securities No.9 Limited <sup>b</sup>	Jersey	100%	Dormant company
NHP Securities No.10 Limited <sup>b</sup>	Jersey	100%	Investment in overriding leases of care home Properties
NHP Securities No.11 Limited <sup>b</sup>	Jersey	100%	Parent company of NHP Securities No.9 Limited
NHP Securities No.12 Limited <sup>b</sup>	Jersey	100%	Investment in overriding leases of care home Properties
NHP Management Limited <sup>a</sup>	United Kingdom	100%	Management of care home property
NHP Operations (York) Limited <sup>a</sup>	United Kingdom	100%	portfolios Care home property development



**NOTES TO THE FINANCIAL STATEMENTS (Continued)**  
**For the year ended 30 September 2017**

**8. INVESTMENTS (Continued)**

**Investments in subsidiary  
Undertakings (Continued)**

<b>Name</b>	<b>Country of incorporation</b>	<b>% Holdings</b>	<b>Principal activity</b>
Care Homes No. 1 Limited <sup>c</sup>	Cayman Islands	100%	Investment in care homes properties
Care Homes No. 2 (Cayman) Limited <sup>c</sup>	Cayman Islands	100%	Investment in care homes properties
Care Homes No. 3 Limited	Cayman Islands	100%	Investment in care homes properties
LLNH Limited <sup>a</sup>	United Kingdom	100%	Dormant company
Libra Intermediate Holdco Limited* <sup>b</sup>	Jersey	100%	Investment company in care home operating company
HC-One Limited <sup>a</sup>	United Kingdom	100%	Care home operator
TTCC Limited <sup>d</sup>	United Kingdom	100%	Care home operator
RV Care Homes Limited <sup>a</sup>	United Kingdom	100%	Care home operator
RV Extra Care Limited <sup>a</sup>	United Kingdom	100%	Care home operator

\* shares directly held by NHP Holdco 1 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.

<sup>d</sup> Drakes Court, 302 Alcester Road, Wythall, Birmingham, B47 6JR

On 28 June 2017, NHP Holdco 1 Limited subscribes for one ordinary share in NHP Holdco 2 Limited for £500,000 cash.

**Loan notes investment in group undertaking**

On 28 June 2017 loan notes of £14,250,000 were invested in FC Skyfall Bidco Limited, a group undertaking. At 30 September 2017, the total loan amount of £14,250,000 remained outstanding (2016: £nil). The loan is due for repayment on 28 June 2022 and bears fixed interest rate of 6.50% per annum.

**9. DEBTORS**

	<b>2017</b>	<b>2016</b>
	<b>£</b>	<b>£</b>
Amounts falling due within one year:		
Prepayments	1,635	1,588
Amount due by group undertakings	699,941	-
Deferred tax (note 12)	13,285	13,285
	<u>714,861</u>	<u>14,873</u>

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

	<b>2017</b>	<b>2016</b>
	<b>£</b>	<b>£</b>
Amounts due to group undertakings	910,773	699,257
Accruals	-	40,000
	<u>910,773</u>	<u>739,257</u>

Amounts due to group undertakings have no repayment date and are due on demand bearing no interest

**NHP HOLDCO 1 LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS (Continued)**  
**For the year ended 30 September 2017**

**11. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR**

	2017 £	2016 £
Loan notes due to group undertaking	14,250,000	3,799,135
	14,250,000	3,799,135
	14,250,000	3,799,135

On 12 November 2014 the Company issued a loan note of £3,799,135 to FC Skyfall Bidco Limited, its immediate parent undertaking for an advance it made to the Company to enable it to repay an inter-company debt owed to LIBRA No 3 Limited, the Company's former intermediate parent undertaking. The loan was fully repaid on 28 June 2017 as part of the re-financing transaction. The loan note was charged at interest rate of 8% per annum.

On 28 June 2017, the Company issued a loan note of £14,250,000 to Libra CareCo Intermediate Holdco Limited, a group undertaking. At 30 September 2017, the loan amount of £14,250,000 remained outstanding (2016: £nil). The loan is due for repayment on 28 June 2022 and bears fixed interest rate of 6.50% per annum.

**12. DEFERRED TAXATION**

	Provided		Unprovided	
	2017	2016	2017	2016
	£	£	£	£
Losses carried forward	(13,286)	(13,286)	-	-
	(13,286)	(13,286)	-	-
	(13,286)	(13,286)	-	-
<b>Deferred tax assets:</b>			<b>2017</b>	<b>2016</b>
			£	£
Provision at 1 October			(13,286)	-
Deferred tax credit for the year (see note 7)			-	(13,285)
Rounding			-	(1)
Provision at 30 September			(13,286)	(13,286)
			(13,286)	(13,286)
<b>Deferred tax assets:</b>				
Recoverable within 12 months			(13,286)	

**13. SHARE CAPITAL AND RESERVE**

	2017 £	2016 £
<b>Called-up, allotted and fully paid:</b>		
207,589 ordinary shares at £0.01 each	2,076	2,076
Issue of 1 ordinary share at £0.01 each	-	-
	2,076	2,076
	2,076	2,076

The share premium represents the additional premium received on issue of 1 ordinary share on 28 June 2017.

The profit and loss account represents cumulative profits or losses, net of other adjustments.

**NOTES TO THE FINANCIAL STATEMENTS (Continued)**  
**For the year ended 30 September 2017**

**14. DIVIDENDS ON EQUITY**

	2017	2016
	£	£
<b>Declared and paid during the year:</b>		
Equity dividends on ordinary shares	230,823,827	-

**15. 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 2 February 2018 the outstanding loan amount is £281.3m.

**16. SUBSEQUENT EVENTS**

No other significant events are noted between the year ended 30 September 2017 and to the date of signing of this report.

**17. RELATED PARTY TRANSACTIONS**

The Company has taken 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.

The key management personnel of the Company are also the key management personnel of the Group and other group undertakings. Management do not believe it is possible to allocate these costs to each individual company. Further details can be found in the consolidated financial statements of FC Skyfall Upper Midco Limited.

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

The immediate parent undertaking is FC Skyfall Bidco 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 and 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 40 Bank Street, Level 29, London, E14 5DS.

Copies of FC Skyfall Upper Midco Limited consolidated financial statements for the year ended 30 September 2017 are available from Companies House at Crown Way, Cardiff, Wales, CF14 3UZ.