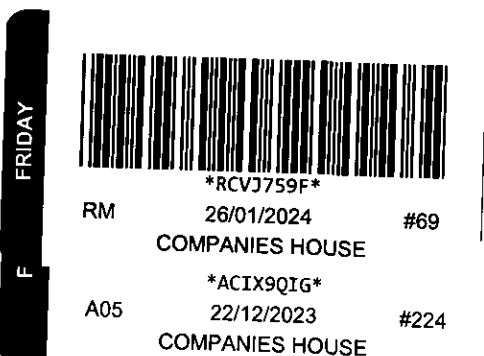

RETIREMENT BRIDGE INVESTMENTS LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2023



RETIREMENT BRIDGE INVESTMENTS LIMITED

COMPANY INFORMATION

Directors	Shane Edward Law (Non Executive) Stephen J Groves (Non Executive) Paul T Barber Antony L Pierce Timothy A V Swift (Non Executive)
Registered number	09826520
Registered office	54 Portland Place London W1B 1DY
Independent auditors	PricewaterhouseCoopers LLP <i>Chartered Accountants & Statutory Auditors</i> Central Square South Orchard Street Newcastle upon Tyne NE1 3AZ
Bankers	Barclays Bank Plc 5 St Ann's Street Quayside Newcastle upon Tyne NE1 3DX
Solicitors	Womble Bond Dickinson LLP The Spark Draymans Way Newcastle Helix Newcastle upon Tyne Tyne and Wear NE4 5DE

RETIREMENT BRIDGE INVESTMENTS LIMITED

CONTENTS

	Page
Group strategic report	1 - 4
Directors' report	5 - 7
Independent auditors' report	8 - 11
Consolidated statement of comprehensive income	12
Consolidated statement of financial position	13
Company statement of financial position	14
Consolidated statement of changes in equity	15
Company statement of changes in equity	16
Consolidated statement of cash flows	17
Notes to the financial statements	18 - 38

RETIREMENT BRIDGE INVESTMENTS LIMITED

GROUP STRATEGIC REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2023

The directors present their strategic report for the year ended 30 September 2023.

Strategy and business model

The Retirement Bridge Group is the market leader in the home reversion segment of the equity release market. Our objective is to be a leader in the home reversions market, delivering sustainable long-term returns to our investors and our partners from a combination of sales, rents and fee income. We will achieve this by maintaining our leadership role within the industry, acquiring portfolios of similar products if they meet our target return thresholds, (subject to regulatory approval where applicable) optimising our financial gearing and managing the cost base.

Through our business model we deliver strong returns from our reversionary assets and our expertise allows us to supplement these returns by generating management fee income. Our expertise and the scale of our assets and operations enable us to generate sustainable income streams.

Financial position

Reversionary Assets: we acquire tenanted properties at a discount to vacant possession value and sell them when they become vacant. We continue to seek acquisition opportunities for reversionary and other similar assets in the sector.

During the year, the group paid off an outstanding debenture loan facility of £10,327k, secured against property assets, that was used to facilitate the re-organisation of the group in 2019. Furthermore, in July 2023, the group increased one of its lending facilities by £12.5m on the same terms as the existing facility.

Over the course of the year, the shareholders' deficit has improved to £11,307k from £25,862k. The directors are pleased with the group's financial performance during the year and position at the year end.

Sales

The majority of our recurring sales revenues and profit on sale comes from the sale of properties when they fall vacant thereby releasing the inherent reversionary surplus. In addition, when we decide that a particular property no longer offers attractive future growth we may sell these properties while occupied (tenanted sales). We also take advantage of opportunities for adding value by refurbishing a select number of properties before sale.

Key performance indicators

The Retirement Bridge Group management team uses a range of key performance indicators, both financial and non-financial, to assess business performance. Key analysis figures for the group are shown below;

	2023	2022
Turnover (£'000)	64,077	61,520
Gross profit (£'000)	28,790	26,507
Gross profit margin (%)	45	43

RETIREMENT BRIDGE INVESTMENTS LIMITED

GROUP STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2023

Business review

The directors of Retirement Bridge Investments Limited manage the group's strategy and risks at a group level, rather than at an individual company level. Similarly, the financial and operational performance of the business is assessed at a business unit level. The directors of the group are satisfied with the results for the year ended 30 September 2023.

In order to curtail rising inflation in the UK, the Bank of England has made a series of increases to interest rates. Bank Base Rate has been raised to its highest level in 15 years, reaching 5.25% in August 2023. This has led to higher mortgage costs for new customers, those on floating / variable rate mortgages and customers coming to the end of fixed rate terms. Furthermore, the high inflation has resulted in a reported UK wide cost of living crisis so both customers and mortgage providers have been more cautious and have re-assessed affordability criteria when it comes to purchasing property. This was particularly prevalent in Q3 of the current year where we saw fewer sales agreed and at lower agreed sales prices when measured against our September 2022 valuations. In spite of this, we saw an uplift in the final quarter of the year, with sales revenue £1.3m above budget and sold prices in line with our September 2022 valuations.

Moving forward, we believe the limited supply of homes coming to the market will provide a level of support for house prices and demand for our properties. If interest rates fall back below current levels, as they are predicted to do so either later in 2024 or 2025, demand will also improve. We regularly monitor our asking prices to ensure we move in line with local markets to maintain our sales velocity.

Principal risks and uncertainties

From the perspective of the company, the principal risks and uncertainties are integrated with the principal risks of the group and are not managed separately. The principal risks and uncertainties of the group, which are specific to the company, include:

- a deterioration and/or instability of wider Global/European economic markets leading to long-term flat or negative house price inflation, which in turn would impact the value of assets;
- a lack of availability of finance for the group to achieve its strategic objectives;
- a failure to meet current or increased legal or regulatory obligations;
- a failure to attract, retain and develop our people;
- a significant failure within or by a key third-party supplier or contractor; and
- the UK government's macroeconomic policy may lead to a fall in the value of assets through unstable housing markets and may reduce availability of appropriately priced financing to implement the current strategies.

The directors meet regularly to review strategies and monitor available economic data.

The directors monitor progress by means of weekly sales reports and monthly management reports from all areas of the business including operational sales, property management reports, monthly management accounts and risk and compliance reports. Budgets are prepared annually and forecasts reviewed regularly.

The directors are responsible for the development and maintenance of an appropriate system of internal controls and reviews its effectiveness. The review is ongoing but can only provide reasonable rather than absolute assurance, managing risk accordingly. Improvements in internal controls are incorporated into the group's policies and procedure manuals and are communicated to staff as they are identified and updated.

RETIREMENT BRIDGE INVESTMENTS LIMITED

GROUP STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2023

Directors' statement of compliance with duty to promote the success of the Group

The directors of the group, both individually and collectively, believe they have acted in good faith at all times during the year and are focused on promoting the success of the group for the benefit of all stakeholders. The directors consider the impact on the interests of the group stakeholders, while discharging all of their duties.

Employees

The directors are committed to promoting an engaged and healthy workforce, recognising the importance of both physical and mental wellbeing. We regularly engage with our team through weekly and monthly team meetings, employee engagement surveys and an open-door policy which promotes strong communication channels through the business.

The directors encourage progression in the business through appropriate training and development. All employees complete regular annual professional development in a variety of areas, such as Treating Customers Fairly, FCA regulation and General Data Protection Regulation.

Customers

The team works tirelessly to ensure interactions with our customers are trusting, effective and considerate of the circumstances of each individual. Many of our customers are elderly, and potentially vulnerable, and therefore we take great care to ensure that they understand the terms of our agreements, are able to continue to provide the necessary documentation and to meet payment terms, where applicable. The directors commit to honouring these agreements and providing flexible payment terms, to ensure that our products are affordable for our valued customers.

Suppliers

The directors seek to ensure our suppliers align with our values and the high standards of conduct that we set ourselves. The directors commit to honouring agreements with suppliers, including paying to agreed terms. The directors value the loyalty and commitment of our strategic suppliers, especially in light of the current trading difficulties.

Shareholders

The directors ensure that they frequently engage with the ultimate parent undertaking, Patron Capital V L.P., which promotes and maintains consistently high standards of communication and understanding. Monthly board meetings ensure that more formal matters are discussed in detail, and decisions surrounding strategy, operational performance, capital investments and financial structure are documented so decisions may be enacted quickly and reported to the wider stakeholders, as necessary.

Regulators

As lenders and administrators of home reversion products we are regulated by the Financial Conduct Authority (FCA). The directors are committed to ensuring full compliance with our sector regulations and reporting requirements.

Community and environment

The group takes its role within the community seriously and promotes and encourages community support and charity contributions. The group also recognises the importance of its environmental responsibilities and has measures in place to monitor and control its impact on the local environment and its compliance with regulatory environmental standards. See also the greenhouse gas emissions, energy consumption and energy efficiency action in the directors' report.

Key decisions made in the year

In August 2023 the annual budget for the year ended 30 September 2024 was approved, along with the forecast for the next three years, following a comprehensive review of our strategic priorities and risks to the business.

No other significant decisions were made in the year.

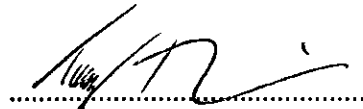
RETIREMENT BRIDGE INVESTMENTS LIMITED

**GROUP STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 30 SEPTEMBER 2023**

Future developments

The directors expect the performance of the group to continue satisfactorily for the foreseeable future based on the resilience of the UK housing market.

This report was approved by the board on 19 December 2023 and signed on its behalf.


.....
Antony L Pierce
Director

RETIREMENT BRIDGE INVESTMENTS LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2023

The directors present their report and the audited consolidated financial statements for the year ended 30 September 2023.

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual report and financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare for each financial year. Under that law the directors have prepared the group and the company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and applicable law). Under company law, 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 group and company and of the profit or loss of the group for that period.

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

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the on the going concern basis unless it is inappropriate to presume that the group will continue in business.

The directors are responsible for safeguarding the assets of the group and company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

They are also responsible for keeping adequate accounting records that are sufficient to show and explain the group's and company's transactions and disclose with reasonable accuracy at any time the financial position of the group and company and to enable them to ensure that the comply with the Companies Act 2006.

Principal activities

The principal activity of the company for the year, and for the foreseeable future, is that of a holding investment company for the group. The principal activity of the group during the year was that of property trading.

Results and dividends

The profit for the year, after taxation, amounted to £9,740k (2022 - £6,556k).

The directors do not recommend the payment of a final dividend.

Directors

The directors of the company who were in office during the year and up to the date of the signing of the financial statements were:

Shane Edward Law (Non Executive)
Stephen J Groves (Non Executive)
Paul T Barber
Antony L Pierce
Timothy A V Swift (Non Executive)

RETIREMENT BRIDGE INVESTMENTS LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2023

Principal risks and uncertainties

The directors have disclosed information relating to principal risks and uncertainties in the strategic report but also note the following;

Financial risk

The activities of the group expose it to a number of financial risks including interest rate risk, and liquidity risk.

Interest rate risk

The group has interest bearing assets and liabilities. The majority of the liabilities attract fixed rates.

Liquidity risk

The funding needs of the business are reviewed in detail on a continuous basis as part of the internal planning and forecasting processes. The group maintains long term debt facilities to ensure that sufficient funds are available for operations and planned investments.

Going concern

Despite the net liabilities position at the year end, the directors are confident that the group is a going concern as the group's trading properties, which are classed as stocks, are stated at the lower of cost and net realisable value at £213,139k (2022: £244,741k) in the financial statements. If the trading properties were stated at their replacement value (sale at market value of the property subject to occupations by a resident) of £337,320k (2022: £393,191k) the net liabilities position would reverse and result in net assets of £112,874 (2022: £122,588k).

Greenhouse gas emissions, energy consumption and energy efficiency action

The Group has not disclosed information in respect of greenhouse gas emissions, energy consumption and energy efficiency action as its energy consumption in the United Kingdom for the year is below 40,000kWh. The group's calculation of its energy consumption only includes energy related to the administrative functions of the group. It does not include the energy consumption of trading properties, classed as stocks, as individual property energy consumption is the responsibility of the plan owners.

Matters covered in the strategic report

The company has chosen to set out in the group's strategic report information required by Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, Sch 7 to be contained in the directors report. This information relates to future developments and engagement with suppliers, customers and others which have been included in the strategic report in accordance with the Companies Act 2006 s.414C(11).

Directors' confirmations

In the case of each director in office at the date the directors' report is approved:

- so far as the directors are aware, there is no relevant audit information of which the group's and company's auditors are unaware, and
- they 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 group's and company's auditors are aware of that information.

Post Balance Sheet Events

On 18 December 2023 the Group agreed with an external lender to obtain debt finance of £30.0m. This additional finance will be used to make a distribution to the parent company, and will be repayable in monthly instalments over 7 years from surplus cash generated in the group.

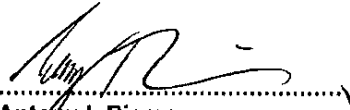
RETIREMENT BRIDGE INVESTMENTS LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 30 SEPTEMBER 2023**

Independent Auditors

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

This report was approved by the board on 19 December 2023 and signed on its behalf.



.....
Anthony L Pierce
Director

Independent auditors' report to the directors of Retirement Bridge Investments Limited

Report on the audit of the financial statements

Opinion

In our opinion, Retirement Bridge Investments Limited's group financial statements and company financial statements (the "financial statements"):

- give a true and fair view of the state of the group's and of the company's affairs as at 30 September 2023 and of the group's and company's profit and the group's cash flows for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Consolidated and Company statement of financial position as at 30 September 2023; the Consolidated statement of comprehensive income, the Consolidated and Company statement of changes in equity and the Consolidated statement of cash flows for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's and the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the group's and the company's ability to continue as a going concern.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Independent auditors' report to the directors of Retirement Bridge Investments Limited (continued)

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Strategic report and Directors' report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic report and Directors' report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' report for the year ended 30 September 2023 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the group and company and their environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities in respect of the financial statements, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also 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.

In preparing the financial statements, the directors are responsible for assessing the group's and 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 group or the company or to cease operations, or have no realistic alternative but to do so.

Independent auditors' report to the directors of Retirement Bridge Investments Limited (continued)

Auditors' responsibilities for the audit of the financial statements

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the group and industry, we identified that the principal risks of non-compliance with laws and regulations related to direct laws and regulations e.g. UK tax legislation and Companies Act 2006, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting of inappropriate journal entries to overstate profit or through manipulation of key judgements around property valuations. Audit procedures performed by the engagement team included:

- Discussions with management including those charged with governance, inquiring specifically as to whether there was any known or suspected instances of non-compliance with laws and regulations and fraud;
- Review of legal expenditure in the year to identify potential non-compliance with laws and regulations;
- Engaged with experts to review the third party valuation of properties;
- Identifying and testing journal entries, in particular any journal entries posted with unusual account combinations; and
- Review of board minutes.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's directors as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Independent auditors' report to the directors of Retirement Bridge Investments Limited (continued)

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.

Toni Alderson

Toni Alderson (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Newcastle upon Tyne
19 December 2023

RETIREMENT BRIDGE INVESTMENTS LIMITED

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 SEPTEMBER 2023**

	Note	2023 £000	2022 £000
Turnover	4	64,077	61,520
Cost of sales		(35,287)	(35,013)
Gross profit		28,790	26,507
Administrative expenses		(2,151)	(198)
Other operating income	5	716	573
Operating profit	6	27,355	26,882
Interest receivable and similar income	11	133	3
Interest payable and similar expenses	12	(13,720)	(16,794)
Profit before taxation		13,768	10,091
Tax on profit	13	(4,028)	(3,535)
Profit for the financial year		9,740	6,556
Profit for the year attributable to:			
Non-controlling interests		-	-
Owners of the parent Company		9,740	6,556
		9,740	6,556

There was no other comprehensive income for 2023 (2022:£NIL).

The notes on pages 18 to 38 form part of these financial statements.

RETIREMENT BRIDGE INVESTMENTS LIMITED
REGISTERED NUMBER: 09826520

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 30 SEPTEMBER 2023

	Note	2023 £000	2022 £000
Fixed assets			
Intangible assets	14	(14,667)	(16,856)
Tangible assets	15	34	44
		<u>(14,633)</u>	<u>(16,812)</u>
Current assets			
Stock	17	213,139	244,741
Debtors: amounts falling due within one year	18	18,407	2,620
Cash at bank and in hand	19	9,394	5,247
		<u>240,940</u>	<u>252,608</u>
Creditors: amounts falling due within one year	20	(23,411)	(39,076)
Net current assets		<u>217,529</u>	<u>213,532</u>
Total assets less current liabilities		<u>202,896</u>	<u>196,720</u>
Creditors: amounts falling due after more than one year	21	(214,203)	(222,582)
Net liabilities		<u>(11,307)</u>	<u>(25,862)</u>
Capital and reserves			
Called up share capital	24	797	760
Share premium account	25	4,786	8
Profit and loss account	25	(16,890)	(26,630)
Deficit attributable to owners of the parent Company		<u>(11,307)</u>	<u>(25,862)</u>
Total equity		<u>(11,307)</u>	<u>(25,862)</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 19 December 2023.


.....
Anthony L. Pierce
Director

The notes on pages 18 to 38 form part of these financial statements.

RETIREMENT BRIDGE INVESTMENTS LIMITED
REGISTERED NUMBER: 09826520

COMPANY STATEMENT OF FINANCIAL POSITION
AS AT 30 SEPTEMBER 2023

	Note	2023 £000	2022 £000
Fixed assets			
Investments	16	10,009	10,459
		<u>10,009</u>	<u>10,459</u>
Current assets			
Debtors: amounts falling due within one year	18	85,376	79,464
		<u>85,376</u>	<u>79,464</u>
Creditors: amounts falling due within one year	20	(14,962)	(17,687)
Net current assets		<u>70,414</u>	<u>61,777</u>
Total assets less current liabilities		<u>80,423</u>	<u>72,236</u>
Net assets		<u>80,423</u>	<u>72,236</u>
Capital and reserves			
Called up share capital	24	797	760
Share premium account	25	4,786	8
Profit and loss account brought forward		71,468	69,332
Profit for the year		3,372	2,136
Profit and loss account carried forward		<u>74,840</u>	<u>71,468</u>
Total equity		<u>80,423</u>	<u>72,236</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 19 December 2023.



Antony L Pierce
 Director

The notes on pages 18 to 38 form part of these financial statements.

RETIREMENT BRIDGE INVESTMENTS LIMITED

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 SEPTEMBER 2023**

	Called up share capital £000	Share premium account £000	Profit and loss account £000	Total equity £000
At 1 October 2021	760	8	(33,186)	(32,418)
Comprehensive income for the year				
Profit for the year	-	-	6,556	6,556
At 30 September 2022 and 1 October 2022	760	8	(26,630)	(25,862)
Comprehensive income for the year				
Profit for the year	-	-	9,740	9,740
Contributions by and distributions to owners				
Shares issued during the year	37	4,778	-	4,815
At 30 September 2023	797	4,786	(16,890)	(11,307)

The notes on pages 18 to 38 form part of these financial statements.

RETIREMENT BRIDGE INVESTMENTS LIMITED

**COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 SEPTEMBER 2023**

	Called up share capital £000	Share premium account £000	Profit and loss account £000	Total equity £000
At 1 October 2021	760	8	69,332	70,100
Comprehensive income for the year				
Profit for the year	-	-	2,136	2,136
At 30 September 2022 and at 1 October 2022	760	8	71,468	72,236
Comprehensive income for the year				
Profit for the year	-	-	3,372	3,372
Contributions by and distributions to owners				
Shares issued during the year	37	4,778	-	4,815
At 30 September 2023	797	4,786	74,840	80,423

The notes on pages 18 to 38 form part of these financial statements.

RETIREMENT BRIDGE INVESTMENTS LIMITED

**CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 SEPTEMBER 2023**

	2023 £000	2022 £000
Cash flows from operating activities		
Profit for the financial year	9,740	6,556
Adjustments for:		
Amortisation of intangible assets	(2,189)	(2,117)
Depreciation of tangible assets	12	13
Interest paid	13,720	16,794
Interest received	(134)	(3)
Taxation charge	4,014	3,535
Decrease in stocks	31,602	32,276
(Increase)/decrease in debtors	(94)	533
Decrease in creditors	(115)	(3,478)
Corporation tax paid	(3,704)	(2,706)
Net cash generated from operating activities	52,852	51,403
Cash flows from investing activities		
Purchase of tangible fixed assets	(2)	(6)
Interest received	134	3
Loan to parent undertakings	(16,000)	-
Net cash used in investing activities	(15,868)	(3)
Cash flows from financing activities		
Issue of ordinary shares	4,815	-
Purchase of debenture loans	12,500	1,426
Repayment of debenture loans	(44,352)	(58,333)
Interest paid	(970)	(881)
Loan from parent undertakings	-	15
Repayment of loan from parent undertakings	(4,830)	-
Net cash used in financing activities	(32,837)	(57,773)
Net increase/(decrease) in cash and cash equivalents	4,147	(6,373)
Cash and cash equivalents at beginning of year	5,247	11,620
Cash and cash equivalents at the end of year	9,394	5,247
Cash and cash equivalents at the end of year comprise:		
Cash at bank and in hand	9,394	5,247

RETIREMENT BRIDGE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2023

1. General information

The company is a private company limited by shares and is registered in England and Wales, United Kingdom. The address of the registered office is 54 Portland Place, London, W1B 1DY.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared on a going concern basis, under the historical cost convention unless otherwise specified within the accounting policies, and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires Group management to exercise judgement in applying the Group's accounting policies (see note 3).

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of Comprehensive Income in these financial statements.

2.2 Going concern

The financial statements are prepared on the going concern basis in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom, which have been applied consistently throughout.

Despite the net liabilities position at the year end, the directors are confident that the group is a going concern as the group's trading properties, which are classed as stocks, are stated at the lower of cost and net realisable value at £213,139k (2022: £244,741k) in the financial statements. If the trading properties were stated at their replacement value (sale at market value of the property subject to occupations by a resident) of £337,320k (2022: £393,191k) the net liabilities position would reverse and result in net assets of £112,874 (2022: £122,588k).

RETIREMENT BRIDGE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2023

2. Accounting policies (continued)

2.3 Basis of consolidation

The consolidated financial statements present the results of the Company and its own subsidiaries ("the Group") as if they form a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the Statement of financial position, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the Consolidated statement of comprehensive income from the date on which control is obtained. They are deconsolidated from the date control ceases.

In accordance with the transitional exemption available in FRS 102, the group has chosen not to retrospectively apply the standard to business combinations that occurred before the date of transition to FRS 102, being 30 September 2016.

Certain subsidiaries of the Group, which are listed below, have taken the exemption from audit for the year ended 30 September 2023 by virtue of s479A of The Companies Act 2006. In order to allow these subsidiaries to take the audit exemption, Retirement Bridge Investments Limited, the parent company, has given a statutory guarantee of all the outstanding liabilities as at 30 September 2023. Further details of which are provided in Note 26.

The subsidiaries which have taken the exemption from audit for the year ended 30 September 2023 by virtue of s479A of The Companies Act 2006 are:

New Sovereign Reversions Limited	CRN: 07620195
Bridgewater Tenancies Limited	CRN: 04952695
Sovereign Reversions Limited	CRN: 02696924
Retirement Bridge Limited	CRN: 05358018
Reversions Financing Limited	CRN: 07783643
Nitro 2 Limited	CRN: 07838520
Hamsard 2518 Limited	CRN: 04413335
Equity Release Investment Properties Limited	CRN: 05348579
Home Properties Limited	CRN: 03706047
Bridgewater Lifetime Mortgages Limited	CRN: 05065508
Bridgewater Contractual Tenancies Limited	CRN: 05076887
EL Investments Limited	CRN: 00634239
Elm Reversions Limited	CRN: 05440299
Bridgewater (Home Reversions Number 1) Limited	CRN: 04348479
Bridgewater (Home Reversions Number 2) Limited	CRN: 04319671
Hamsard 2342 Limited	CRN: 04246486

2.4 Revenue recognition

Turnover comprises gross rentals and gross sale proceeds of trading properties and land, exclusive of VAT. Sales of properties are only accounted for when the cash proceeds are received in full or the company has entered into a legally binding contract. Gross rentals are recognised on a straight line basis over the lease or rental term.

RETIREMENT BRIDGE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2023

2. Accounting policies (continued)

2.5 Interest receivable/payable

Interest is recognised by applying the effective interest rate. The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating the interest income/expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts/payments through the expected life of the debt instrument to the net carrying amount on initial recognition.

2.6 Pensions

Defined contribution pension plan

The Group operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Once the contributions have been paid the Group has no further payment obligations.

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of financial position. The assets of the plan are held separately from the Group in independently administered funds.

2.7 Income tax

The taxation expense represents the aggregate amount of current and deferred tax recognised in the reporting period. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, tax is recognised in other comprehensive income or directly in equity, respectively.

Current tax is recognised on taxable profit for the current and past periods. Current tax is measured at the amounts of tax expected to pay or recover using the tax rates and laws that have been enacted or substantively enacted at the reporting date.

Deferred tax is recognised in respect of all timing differences at the reporting date. Unrelieved tax losses and other deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing difference.

2.8 Intangible assets

Intangible assets are initially recorded at cost, and are subsequently stated at cost less any accumulated amortisation and impairment losses. Any intangible assets carried at revalued amounts, are recorded at the fair value at the date of revaluation, as determined by reference to an active market, less any subsequent accumulated amortisation and subsequent accumulated impairment losses.

Intangible assets acquired as part of a business combination are recorded at the fair value at the acquisition date.

Amortisation of negative goodwill is released to the profit and loss account on the sale of the underlying assets.

RETIREMENT BRIDGE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2023

2. Accounting policies (continued)

2.9 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Fixtures and fittings	- 5 years straight line
Office equipment	- 5 to 10 years straight line

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

2.10 Fixed asset investments

Investments in subsidiaries are measured at cost less accumulated impairment.

Investments in unlisted Group shares, whose market value can be reliably determined, are remeasured to market value at each reporting date. Gains and losses on remeasurement are recognised in the Consolidated statement of comprehensive income for the period. Where market value cannot be reliably determined, such investments are stated at historic cost less impairment.

2.11 Stock

Trading properties are shown in the financial statements at the lower of cost and net realisable value. Cost includes legal and surveying charges incurred during the acquisition plus improvement costs. Net realisable value is the net sale proceeds which the company expects on sale of a property with vacant possession.

Repairs are expensed to the income statement as incurred. Improvement costs are capitalised.

2.12 Debtors

Short-term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.13 Cash at bank and in hand

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

RETIREMENT BRIDGE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2023

2. Accounting policies (continued)

2.14 Creditors

Short-term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.15 Financial instruments

The company has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or in case of an out-right short-term loan that is not at market rate, the financial asset or liability is measured, initially at the present value of future cash flows discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost, unless it qualifies as a loan from a director in the case of a small company, or a public benefit entity concessionary loan.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of Comprehensive Income.

2.16 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

RETIREMENT BRIDGE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2023

3. Judgements in applying accounting policies and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported. These estimates and judgements are continually reviewed and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Stock

In determining that the value of trading properties are not carried at more than their recoverable amount an external valuation has been applied. A number of factors are used by the valuers in their external valuations, including the age, location and condition of the property. Where a property has not been inspected internally, the valuer makes assumptions about the internal condition of the property in establishing the vacant possession value, and in some cases applies indexation from when the property was last valued. Furthermore, in assessing the current market value of properties that are not vacant, assumptions are applied as to the likely tenure of the occupation of the property, and other factors, using actuarial models.

Intercompany recoverability

Amounts owed by group undertakings are reviewed for impairment on an annual basis. In considering the need for a provision, management determines their best estimate of the expected future cash flows. As this estimate relies on a certain number of assumptions about future events which may differ from actual outcomes, including the borrower's ability to repay amounts owed, this gives rise to estimation as to whether there is a shortfall between the carrying value and the fair value of the debtor balance.

Investments

The directors make an assessment as to the appropriateness of the carrying value of investments based on the trading performance and underlying asset values and assesses at each reporting date whether an investment should be impaired or written back. If any such indication exists, the group estimates the recoverable amount of the investment. When determining the estimate, it is assumed that the recoverable amount is equal to the underlying asset values. If the recoverable amount is different from the value of the investment, the impairment/ write back is charged/ credited through the Statement of Comprehensive Income.

There are no other areas involving a higher degree of judgement or complexity or areas where assumptions and estimates are significant to the financial statements.

4. Turnover

An analysis of turnover by class of business is as follows:

	2023 £000	2022 £000
Rental income	506	541
Proceeds from sale of trading properties	63,571	60,979
	<u>64,077</u>	<u>61,520</u>

All turnover arose within the United Kingdom.

RETIREMENT BRIDGE INVESTMENTS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2023**

5. Other operating income

	2023	2022
	£000	£000
Other operating income	13	24
Management fees receivable	703	549
	716	573

6. Operating profit

The operating profit is stated after charging/(crediting):

	2023	2022
	£000	£000
Depreciation of tangible fixed assets	12	13
Amortisation of intangible fixed assets, including goodwill	(2,189)	(2,117)
Defined contribution pension costs	99	51
Operating lease rentals	38	40

7. Auditors' remuneration

During the year, the Group obtained the following services from the Company's auditors and their associates:

	2023	2022
	£000	£000
Fees payable to the Company's auditors and their associates for the audit of the consolidated and parent Company's financial statements	103	93
Fees payable to the Company's auditors and their associates in respect of: Non-audit services not included above	7	-

8. Employee costs

	2023	2022
	£000	£000
Wages and salaries	1,368	1,343
Social security costs	148	153
Other pension costs	99	91
	1,615	1,587

RETIREMENT BRIDGE INVESTMENTS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2023**

9. Employee numbers

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

	Group 2023 No.	Group 2022 No.	Company 2023 No.	Company 2022 No.
Management staff	7	7	-	-
Directors	5	5	5	5
Finance and co-ordinating staff	13	14	-	-
	<u>25</u>	<u>26</u>	<u>5</u>	<u>5</u>

10. Directors' remuneration

	2023 £000	2022 £000
Directors' emoluments	313	330
Group contributions to defined contribution pension schemes	77	41
	<u>390</u>	<u>371</u>

During the year retirement benefits were accruing to 2 directors (2022 - 2) in respect of defined contribution pension schemes.

The highest paid director received remuneration of £203k (2022 - £206k).

The value of the Group's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £39k (2022 - £25k).

At the year end, £2k (2022: £2k) was accruing to directors under defined benefit contribution schemes.

11. Interest receivable and similar income

	2023 £000	2022 £000
Interest receivable from group companies	(1)	-
Other interest receivable	134	3
	<u>133</u>	<u>3</u>

RETIREMENT BRIDGE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2023

12. Interest payable and similar expenses

	2023 £000	2022 £000
Interest on debentures and bank loans	13,706	16,781
Other interest payable	14	13
	<u>13,720</u>	<u>16,794</u>

13. Tax on profit

	2023 £000	2022 £000
Current tax		
Current tax on profits for the year	5,585	2,145
Group taxation relief	(1,867)	-
Total current tax	<u>3,718</u>	<u>2,145</u>
Deferred tax		
Origination and reversal of timing differences	272	1,056
Effect of changes in tax rates	37	334
Other	1	-
	<u>310</u>	<u>1,390</u>
Tax on profit	<u>4,028</u>	<u>3,535</u>

RETIREMENT BRIDGE INVESTMENTS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2023**

13. Tax on profit (continued)**Factors affecting tax charge for the year**

The tax assessed for the year is higher than (2022 - *higher than*) the standard rate of corporation tax in the UK of 22% (2022 - 19%). The differences are explained below:

	2023 £000	2022 £000
Profit before tax	13,768	10,091
Profit before tax multiplied by standard rate of corporation tax in the UK of 22% (2022 - 19%)	3,030	1,917
Effects of:		
Expenses not deductible for tax purposes	1,447	1,288
Effect of changes in tax rates	37	334
Income not taxable for tax purposes	(481)	-
Indexation allowances	(5)	(4)
Total tax charge for the year	4,028	3,535

Factors that may affect future tax charges

No provisions have been made for the tax that would become payable if the group's properties were sold at their year end replacement values. The total unprovided tax in respect of this is £40,111k (2022: £47,820k) There are no other factors that are expected to significantly affect the taxation charge in future years.

In the Spring Budget of 2021, the Government announced that the rate of corporation tax would increase from 1 April 2023 to 25% on profits over £250k. The rate for small profits under £50k will remain at 19% and there will be taper relief for businesses with profits between £50k and £250k. The corporation tax rate increase was included in The Finance Bill 2021 and the Bill was substantively enacted on 24 May 2021. In both the Autumn Statement in November 2022 and the Spring Statement in March 2023, the Government confirmed the increase in corporation tax rate to 25% from April 2023.

RETIREMENT BRIDGE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2023

14. Intangible assets

Group

	Goodwill £000	Negative goodwill £000	Total £000
Cost			
At 1 October 2022	175	(33,537)	(33,362)
At 30 September 2023	175	(33,537)	(33,362)
Accumulated Amortisation			
At 1 October 2022	175	(16,681)	(16,506)
Credit for the year on owned assets	-	(2,189)	(2,189)
At 30 September 2023	175	(18,870)	(18,695)
Net book value			
At 30 September 2023	-	(14,667)	(14,667)
At 30 September 2022	-	(16,856)	(16,856)

Intangible assets relate to goodwill and negative goodwill. Negative goodwill was capitalised on acquisition of the Retirement Solutions division of Grainger Plc and on acquisition of the New Sovereign Reversions Limited group in previous years.

Goodwill capitalised on the acquisition of Home and Capital Trust Limited and Retirement Bridge Group Limited on 30 April 2019 has been impaired in full.

The company has no intangible assets.

RETIREMENT BRIDGE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2023

15. Tangible assets

Group

	Fixtures and fittings £000	Office equipment £000	Total £000
Cost or valuation			
At 1 October 2022	14	83	97
Additions	-	2	2
At 30 September 2023	14	85	99
Accumulated Depreciation			
At 1 October 2022	3	50	53
Charge for the year on owned assets	3	9	12
At 30 September 2023	6	59	65
Net book value			
At 30 September 2023	8	26	34
At 30 September 2022	11	33	44

The company has no tangible fixed assets.

RETIREMENT BRIDGE INVESTMENTS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2023**

16. Investments**Company**

	Investments in subsidiary companies £000
Cost	
At 1 October 2022	10,459
At 30 September 2023	10,459
Accumulated Impairment	
At 1 October 2022	-
Charge for the year	450
At 30 September 2023	450
Net book value	
At 30 September 2023	10,009
At 30 September 2022	10,459

Direct subsidiary undertakings

The following were direct subsidiary undertakings of the Company:

Name	Registered office	Class of shares	Holding
Retirement Bridge Group Limited	England and Wales	Ordinary	100%
Equity Release Investment Company Limited	England and Wales	Ordinary	100%
Home and Capital Nominees Limited	England and Wales	Ordinary	100%
Retirement Bridge Management Limited	England and Wales	Ordinary	100%
Home and Capital Trust Limited	England and Wales	Ordinary	100%

RETIREMENT BRIDGE INVESTMENTS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2023**

16. Investments (continued)

Indirect subsidiary undertakings

The following were indirect subsidiary undertakings of the Company:

Name	Registered office	Class of shares	Holding
Home and Capital Trustee Company Limited	England and Wales	Ordinary	100%
Hamsard 2517 (New Business) Limited	England and Wales	Ordinary	100%
Equity Release Investment Company 2 Limited	England and Wales	Ordinary	100%
Retirement Bridge Group Holdings Limited	England and Wales	Ordinary	100%
Retirement Bridge Limited	England and Wales	Ordinary	100%
Home Properties Limited	England and Wales	Preference	100%
Hamsard 2518 Limited	England and Wales	Ordinary	100%
Reversions Financing Limited	England and Wales	Ordinary	100%
Bridgewater Property Holdings Limited	England and Wales	Ordinary	100%
Reversions Financing (No. 1) 2011 Limited	England and Wales	Ordinary	100%
Bridgewater Equity Release Nominees (No. 2) Limited	England and Wales	Ordinary	100%
Bridgewater Equity Release Nominees (No. 1) Limited	England and Wales	Ordinary	100%
Hamsard 2342 Limited	England and Wales	Ordinary	100%
Nitro 2 Limited	England and Wales	Ordinary	100%
Bridgewater Tenancies Nominees Limited	England and Wales	Ordinary	100%
Bridgewater (Home Reversions Number 1) Limited	England and Wales	Ordinary	100%
Bridgewater (Home Reversions Number 2) Limited	England and Wales	Ordinary	100%
Bridgewater Equity Release Limited	England and Wales	Ordinary	100%
Bridgewater Tenancies Limited	England and Wales	Ordinary	100%
Hamsard 2492 Limited	England and Wales	Ordinary	100%
BPT (Full Reversions) Limited	England and Wales	Ordinary	100%
BPT Bridgewater (Home Reversions) Limited	England and Wales	Ordinary	100%
Hamsard 2517 Limited	England and Wales	Ordinary	100%
EL Investments Limited	England and Wales	Ordinary	100%
Equity Release Investment Properties Limited	England and Wales	Ordinary	100%
Retirement Bridge Housing Limited	England and Wales	Ordinary	100%
Retirement Bridge Home Reversions Limited Partnership	England and Wales	N/A	100%
Retirement Housing Management (Guernsey) Limited	Guernsey	Preference	100%
The Capital Appreciation Trust Limited	Guernsey	Preference	100%
Retirement Housing No. 1 (2007) Limited	England and Wales	Ordinary	100%
Bridgewater Lifetime Mortgages Limited	England and Wales	Ordinary	100%
Bridgewater Contractual Tenancies Limited	England and Wales	Ordinary	100%
Milford Reversions Limited	England and Wales	Ordinary	100%
Retirement Housing Management (Isle of Man) Limited	Isle of Man	Preference	100%
The Capital Appreciation Trust (Isle of Man) Limited	Isle of Man	Preference	100%
Economic Reversions Limited	England and Wales	Ordinary	100%
Equity Release (Increments) Limited	England and Wales	Ordinary	100%
Equity Release (Increments) Nominees No. 1 Limited	England and Wales	Ordinary	100%
Equity Release (Increments) Nominees No. 2 Limited	England and Wales	Ordinary	100%
Equity Release (Increments) Nominees No. 3 Limited	England and Wales	Ordinary	100%
Equity Release (Increments) Nominees No. 4 Limited	England and Wales	Ordinary	100%
Equity Release (Increments) Nominees No. 5 Limited	England and Wales	Ordinary	100%
Equity Release (Increments) Nominees No. 6 Limited	England and Wales	Ordinary	100%
Equity Release (Increments) Nominees No. 7 Limited	England and Wales	Ordinary	100%
Equity Release (Increments) Nominees No. 8 Limited	England and Wales	Ordinary	100%

RETIREMENT BRIDGE INVESTMENTS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2023**

16. Investments (continued)**Indirect subsidiary undertakings (continued)**

Name	Registered office	Class of shares	Holding
Equity Release (Increments) Nominees No. 9 Limited	England and Wales	Ordinary	100%
Equity Release (Increments) Nominees No. 10 Limited	England and Wales	Ordinary	100%
Elm Property Investments LLP	England and Wales	N/A	100%
Elm Reversions Limited	England and Wales	Ordinary	100%
New Sovereign Reversions Limited	England and Wales	Ordinary	100%
Sovereign Reversions Limited	England and Wales	Ordinary	100%
The Welfare Dwellings Trust Limited	England and Wales	Ordinary	100%
Sovereign Nominees Limited	England and Wales	Ordinary	100%
Sovereign Nominees No 2 Limited	England and Wales	Ordinary	100%

The registered office of all subsidiaries incorporated in England and Wales is Suite 4, 1st Floor, Honeycomb, The Watermark, Gateshead, Tyne and Wear, NE11 9SZ.

The registered office of subsidiaries incorporated in Guernsey is C/O Lancaster Guernsey, 2nd Floor, West Wing, Dorey Court, Admiral Park, St Peter Port, Guernsey, GY1 4LL.

The registered office of subsidiaries incorporated in the Isle of Man is C/O Turnstone Group, 3rd Floor, James House, 11-13 Hill Street, Douglas, Isle of Man, IM1 1EF.

17. Stock

	Group 2023 £000	Group 2022 £000
Trading properties	213,139	244,741
	213,139	244,741

The replacement value of stock (sale at market value of the property subject to occupation by a resident) is £337,320k (2022: £393,191k) based on the market value at 30 September 2023, as assessed by external experts.

The directors have reviewed the net realisable value of the properties. They have concluded that the net realisable value exceeds the book cost of the properties and therefore no provision against the carrying value of stock is required.

The stock expense to cost of sales in the income statement during the year amounted to £32,931k (2022: £32,413k).

RETIREMENT BRIDGE INVESTMENTS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2023**

18. Debtors: amounts falling due within one year

	Group 2023 £000	Group 2022 £000	Company 2023 £000	Company 2022 £000
Trade debtors	199	210	-	-
Amounts owed by group undertakings	-	-	69,376	79,464
Amounts owed by parent undertakings	16,000	-	16,000	-
Other debtors	106	1	-	-
Tax recoverable	1	-	-	-
Deferred taxation	1,884	2,194	-	-
Prepayments and accrued income	217	215	-	-
	<u>18,407</u>	<u>2,620</u>	<u>85,376</u>	<u>79,464</u>

Amounts owed by group undertakings bore interest at 3.3% above SONIA (2022: 3.3% above SONIA). Amounts owed by parent undertakings are interest free. Both amounts are unsecured with no fixed date of repayment and repayable on demand.

19. Cash at bank and in hand

	Group 2023 £000	Group 2022 £000
Available cash at bank and in hand	7,831	3,889
Restricted cash at bank and in hand	1,563	1,358
	<u>9,394</u>	<u>5,247</u>

RETIREMENT BRIDGE INVESTMENTS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2023**

20. Creditors: amounts falling due within one year

	Group 2023 £000	Group 2022 £000	Company 2023 £000	Company 2022 £000
Debenture loans	19,921	30,658	-	-
Trade creditors	157	14	-	-
Amounts owed to group undertakings	-	-	14,962	12,857
Amounts owed to parent undertakings	-	4,830	-	4,830
Corporation tax	269	253	-	-
Other taxation and social security	56	61	-	-
Other creditors	313	136	-	-
Accruals and deferred income	2,695	3,124	-	-
	23,411	39,076	14,962	17,687

Group debenture loans are mainly fixed rate, are secured by specific assets held by the group's subsidiaries and bear interest at an average rate of 5.69% (2022: 5.82%). There are three (2022: four) loans in place with repayments linked to the cashflows generated from the sale of the underlying trading assets.

Amounts owed to group undertakings bore interest at 3.3% above SONIA (2022: 3.3% above SONIA). Amounts owed to parent undertakings are interest free. Both amounts are unsecured with no fixed date of repayment and repayable on demand.

21. Creditors: amounts falling due after more than one year

	Group 2023 £000	Group 2022 £000
Debenture loans	214,203	222,582

Debenture loans are mainly fixed rate, are secured by specific assets held by the group's subsidiaries and bear interest at average rate of 5.69% (2022: 5.82%). There are three (2022: four) loans in place with repayments linked to the cash flows generated from the sale of the underlying assets.

RETIREMENT BRIDGE INVESTMENTS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2023**

22. Financial instruments

	Group 2023 £000	Group 2022 £000	Company 2023 £000	Company 2022 £000
Financial assets				
Financial assets that are debt instruments measured at amortised cost	<u>16,305</u>	<u>211</u>	<u>85,376</u>	<u>79,464</u>
Financial liabilities				
Financial liabilities measured at amortised cost	<u>(234,594)</u>	<u>(258,220)</u>	<u>(14,961)</u>	<u>(17,687)</u>

Financial assets that are debt instruments measured at amortised cost comprise of all other financial assets of the group.

Financial liabilities measured at amortised cost comprise of all other financial liabilities of the group.

23. Deferred taxation

Group

	2023 £000
At beginning of year	2,194
Charged to profit or loss	(310)
At end of year	<u><u>1,884</u></u>

The deferred tax asset is made up as follows:

	Group 2023 £000	Group 2022 £000
Accelerated capital allowances	(8)	(10)
Tax losses carried forward	1,889	2,201
Short term timing differences	3	3
	<u><u>1,884</u></u>	<u><u>2,194</u></u>

RETIREMENT BRIDGE INVESTMENTS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2023**

23. Deferred taxation (continued)

The provision for deferred tax is made up of unused tax losses, accelerated capital allowances and short term timing differences. The group has tax losses of £7,556k (2022: £8,802k) arising in the United Kingdom that are available for offset against future taxable profits in the group. The group also has accelerated capital allowances in relation to previously acquired tangible fixed assets of £42k (2022: £42k) and short term timing differences of £10k (2022: £10k).

24. Called up share capital

	2023 £000	2022 £000
Allotted, called up and fully paid		
101,590,497 (2022 - 96,775,497) A shares of £0.007760 each	788.30	750.93
7,680 (2022 - 8,160) B shares of £0.001000 each	0.01	0.01
900,000 (2022 - 900,000) C1 shares of £0.000100 each	0.09	0.09
1,500,000 (2022 - 1,500,000) C2 shares of £0.000100 each	0.15	0.15
420,000 (2022 - 420,000) C3 shares of £0.000100 each	0.04	0.04
229,121 (2022 - 229,121) X shares of £0.038519 each	8.83	8.83
1 (2022 - 1) Y share of £1.000000	-	-
	797.42	760.05

On 15 December 2022, the company allotted and issued 4,815,000 Ordinary A shares of £0.00775954682 each at a premium of £0.99224045318 per share.

All classes of shares have full voting rights attached to them, except for B shares which are non-voting. All classes of shares have capital distribution rights attached to them (including on winding up), as set out in the company's articles of association, and are not redeemable.

25. Reserves**Share premium account**

Share premium account - this reserve records consideration paid for share capital over and above the par value of the share capital issued.

Profit and loss account

Profit and loss account - This reserve records retained earnings and accumulated losses.

RETIREMENT BRIDGE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2023

26. Contingent liabilities

At 30 September 2023, the company guaranteed loans of £nil (2022: £10,327k) by means of a legal charge over its assets and book debts. At the same date, the group guaranteed loans of £234,124k (2022: £253,239k) by means of legal charges over the group's assets and book debts.

Under sections 479A of The Companies Act 2006, Retirement Bridge Investments Limited, the parent company, has guaranteed all outstanding liabilities to which the subsidiaries listed in Note 2.3 were subject to at 30 September 2023 until they are satisfied in full. These liabilities total £41,289k (2022: £41,623k) of which £41,269k (2022: £41,613k) is made up of intercompany loans. Such guarantees are enforceable against Retirement Bridge Investments Limited by any person to whom any such liability is due.

27. Pension commitments

The Group operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the Group in an independently administered fund. The pension cost charge represents contributions payable by the Group to the fund and amounted to £99k (2022: £91k). Contributions totalling £4k (2022: £4k) were payable to the fund at the reporting date and are included in creditors due within one year.

RETIREMENT BRIDGE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2023

28. Related party transactions

Company

The company has taken advantage under paragraph 33.1A of FRS 102, of not disclosing transactions with other group companies.

During the year, the company loaned £16,000k (2022: £nil) to Patron Trafford S.a.r.l., a parent undertaking. The loan is interest free, unsecured with no fixed date of repayment and repayable on demand. The balance outstanding at the year end and showing under Debtors: Amounts falling due within one year is £16,000k (2022: £nil).

During the year, the company loaned £nil (2022: £15k) from Patron Trafford S.a.r.l., a parent undertaking. The loan is interest free, unsecured with no fixed date of repayment and repayable on demand. The balance outstanding at the year end and showing under Creditors: Amounts falling due within one year is £nil (2022: £4,830k).

There are no other transactions which are required to be disclosed under the terms of FRS 102.

Group

The directors believe that the Key Management Personnel of the Group are the same as the Directors. The Directors remuneration for the Group is disclosed in Note 10 to these financial statements.

The group has taken advantage under paragraph 33.1A of FRS 102, of not disclosing transactions with other group companies.

During the year, the group loaned £16,000k (2022: £nil) to Patron Trafford S.a.r.l., a parent undertaking. The loan is interest free, unsecured with no fixed date of repayment and repayable on demand. The balance outstanding at the year end and showing under Debtors: Amounts falling due within one year is £16,000k (2022: £nil).

During the year, the group loaned £nil (2022: £15k) from Patron Trafford S.a.r.l., a parent undertaking. The loan is interest free, unsecured with no fixed date of repayment and repayable on demand. The balance outstanding at the year end and showing under Creditors: Amounts falling due within one year is £nil (2022: £4,830k).

There are no other transactions which are required to be disclosed under the terms of FRS 102.

29. Controlling party

Patron Capital V L.P. is deemed to be the ultimate controlling party by virtue of its level of control over the company and group.