

**BUPA CARE HOMES (ANS) LIMITED**

**Registered Number: 01960990**

**ANNUAL REPORT AND FINANCIAL STATEMENTS  
FOR THE YEAR ENDED**

**31 DECEMBER 2019**



## Contents

	<b>Page</b>
Strategic Report	1
Directors' Report	5
Statement of Directors' Responsibilities	10
Independent Auditor's Report to the Members of Bupa Care Homes (ANS) Limited	11
Profit and Loss Account and Other Comprehensive Income	13
Balance Sheet	14
Statement of Changes in Equity	15
Notes to the Financial Statements	16

## Strategic Report

The Directors present their Strategic Report for Bupa Care Homes (ANS) Limited ("the Company") for the year ended 31 December 2019.

### Business Review

The principal activity of the Company for the year was that of owning and operating nursing and residential care homes primarily for the elderly. The Company, together with fellow UK subsidiary undertakings of The British United Provident Association Limited ("Bupa"), with similar activities, form Bupa Care Services ("BCS").

### Significant Events

On 19 December 2019 the Company subscribed, in full, to the newly issued share capital of Bupa Care Homes (GL) Limited for £5,000,000.

### Results

The loss for the year, after taxation, amounted to £22,170,000 (2018: £3,500,000). The Company had net assets of £220,180,000 (2018: £277,431,000).

### Key Performance Indicators

The key drivers of the business are:

	2019	2018	Analysis
Loss before tax (£'000)	(23,532)	(3,785)	Despite increased occupancy the loss has increased as a result of the impairment charges against tangible fixed assets and investments in subsidiaries.
Occupancy percentage (%)	84.7	82.4	Occupancy has increased largely due to growth in homes opened during 2018
Available beds	2,278	2,235	Available beds have increased as a result of full availability of beds in two homes opening during 2018.

### Definitions and Method of Calculation

Occupancy percentage is defined as the average occupied beds divided by the average available beds for the year. Available beds are the average number of beds available for occupation during the year.

### Business Model

The Company provides nursing and residential care in 32 care homes to around 1,900 residents of which 63% are funded wholly or partly by the public sector through Local Authorities ("LAs"), NHS Clinical Commissioning Groups ("CCGs") and other public sector commissioners.

The Company operates as part of the wider BCS business, which is a leading care homes operator in the UK. BCS provides care in 133 care homes to around 8,500 residents of which 54% are funded wholly or partly by the public sector.

BCS is focused on meeting the changing healthcare needs and concerns of its customers and society. By investing in its people and services, BCS will continue to address the health and care needs of the UK's growing ageing population whilst making the case for appropriate investment from national and local government in the health and social care system to meet the cost of delivering care.

The UK aged care sector remains under pressure with increased costs including the ongoing impact of increases to the National Living Wage, first introduced in April 2016 which rose by 4.9% in April 2019 with a further 6.2% increase in April 2020. BCS continues to take a disciplined approach to fee negotiations with LAs, CCGs and other commissioners in order to recover the true cost of caring for publicly funded residents.

## **Strategic Report (continued)**

### **Business Model (continued)**

The combination of a national shortage of appropriately qualified nurses, other staff, and increased agency dependency across the sector, has seen the cost of nursing care increase. In response to this we have introduced new schemes to ensure long term availability of skilled workers, such as an apprenticeship programme.

### **Future Outlook**

BCS is committed to working to ensure that public funds for adult social care are used to the best effect. It will continue its disciplined approach to fee negotiations and has seen success in its focus on recovering the cost of caring for residents from local authority contracts.

Since the 2015 Spending Review which announced new powers for councils to meet their funding obligations for social care, the Government have taken further, albeit limited, steps to increase funds for adult social care. The 2017 Budget announced new funding for councils to meet their funding obligations for social care, including an extension and increase to the annual Council Tax precept to 3% as well as increased allocations into the Better Care Fund and Adult Social Care Support Grant. More recently, the Government announced an additional injection of short-term funding in the 2018 Autumn Budget. A similar announcement was made in 2019, however the 2020 Budget did not contain any measures to support social care. While this funding is welcome, it is insufficient to address the long-term funding issues faced by the social care sector.

The outlook for longer term reform of the social care funding system in England remains unclear. The Government has committed to publishing proposals for long term reform of the social care funding system for consultation in the form of a White Paper. It is unclear when this will be published and there is little clarity regarding the Government's plans for the sector beyond a 2019 manifesto commitment that "nobody needing care should be forced to sell their home to pay for it".

BCS, along with others in the sector, will continue to push for adequate funding in the sector, both in the short term and over the longer term, and for local authorities and other public sector commissioners to pay for the true cost of care.

BCS is committed to providing high quality facilities and services for the UK's growing ageing population and will continue to invest in its portfolio of care homes.

The Post Balance Sheet Event note in the Director's report includes an assessment of Covid 19's impact.

### **Engaging with our stakeholders (section 172(1) statement)**

The Board has a duty to promote the success of the Company for the benefit of its members as a whole having regard to the interests of our customers, our people, our relationship with our suppliers and the impact of our operations on the communities in which we operate, and to ensure that we maintain a reputation for high standards of business conduct.

Our key stakeholders are our customers and our people. Our suppliers, regulators and the communities we operate in are also important stakeholder groups. All key Board decisions take into account the impact on relevant stakeholders. Increasingly, stakeholders are looking to understand our performance across multiple areas from performance to products and services, innovation, governance, workplace practices and corporate citizenship. The Board endeavours to gain an understanding of the perceptions and attitudes of each stakeholder group and the weight they give to different issues. Where the views of different stakeholder groups do not align, the Board must decide on the best course of action to promote the Company's long-term success.

## Strategic Report (continued)

### Engaging with our stakeholders (continued)

#### *Customers*

Customers are at the heart of our business. We aim to deliver truly outstanding, customer experiences, ensuring great clinical outcomes and value for money.

Key issues for customers include:

- affordability of health insurance
- high quality products with broad coverage and high standards of care
- simpler and quicker access to services, such as through digital applications

#### *People*

As a service organisation, our people are key to our business. We want our people to feel engaged and empowered to deliver great outcomes for our customers and be healthier and happier themselves. A twice-yearly people survey (People Pulse) is run across Bupa in order to assess engagement across the group.

Key issues for employees across the Bupa Group, based on the People Pulse survey include:

- Company Prospects – being excited about Bupa's future;
- Customer focus – helping to deliver a great customer experience
- Collaboration – focusing on efficient and effective working practices across teams;
- Empowerment – feeling empowered to make decisions regarding their work.

Our approach is led locally with all teams planning actions in the light of the People Pulse results and the Board and management team have engaged with our people on the issues important to them.

#### *Regulators*

The Company's care homes are regulated by the Care Quality Commission and other relevant regulators. Regulators ultimately aim to protect customers and ensure that they receive high levels of care and are treated fairly. This clearly aligns with our strategy to put our customers front and centre.

Our regulators expect us to:

- have robust and effective processes and controls in place to mitigate risks to protect our customers
- provide a high-quality, clinically robust services
- ensure we operate in a sustainable way.

We have an open and honest relationship with the CQC and self-report incidents, work with the CQC to ensure we meet regulatory requirements and act quickly to address any issues or concerns raised.

#### *Suppliers*

Suppliers are critical to delivering a high-quality service to our customers and include systems suppliers and suppliers of products to our care homes. We aim to treat our suppliers fairly and pay them within agreed timescales, holding ourselves to high standards of business conduct. We work with our suppliers to ensure that they have effective controls in place to protect our customers' health and safety and the security and privacy of their data.

#### *Communities and environment*

We play an active role in the communities in which we operate and take care of the environment. The Bupa Group has dedicated Foundations in Australia, Spain and the UK to channel some of our investment. Community and the environment form two pillars of Bupa's CRS strategy and we currently have a global focus on mental wellbeing and resilience. Bupa has recently partnered with Mind in the UK to provide mental health resources for children and young people and for those who support them. Bupa is evaluating the business risks and opportunities associated with climate change, closely managing our environmental impact and actively promoting positive environmental practices. In 2019, the Bupa Group started to define our new set of ambitions to respond to the current environment of climate emergency.

## Strategic Report (continued)

### Engaging with our stakeholders (continued)

#### *Board decisions and their impact on stakeholders*

The table below sets out a number of decisions taken by the Board during the year and how stakeholder views were taken into account.

Decision	How we took stakeholders into account	Long-term implications
<b>Modern slavery</b>	<b>People, suppliers and communities</b>  The Company is required to publish a modern slavery statement each year setting out the steps it has taken to prevent modern slavery and human trafficking in its businesses and supply chains. The Board noted the activities taken by management during the year to help ensure Bupa Group's businesses and supply chains are free from modern slavery and human trafficking and approved the Company's modern slavery statement which is available on bupa.com.	The steps the Bupa Group takes in this area help protect our people, the people employed or contracted by our suppliers and the wider communities in which we operate.

### Principal risks and uncertainties

The Company and its strategy are subject to a number of risks and uncertainties. Management consider that the key risks and uncertainties arise as a result of chronic underfunding of social care in the UK and policy changes such as continued increases in the National Living Wage, making it difficult to plan and mitigate for such policies effectively. Guidance on the application of consumer law in care homes, published by the Competition and Market Authority (CMA), has also led to a number of amendments to our T&Cs.

The ongoing negotiations regarding the UK's post-Brexit relationship with the EU also bring risks and uncertainties. BCS is monitoring political developments closely and preparing for the operational, commercial and legal implications of the UK-EU future relationship. This involves considering a range of scenarios, including a situation where no trade deal is agreed by the end of the transition period, currently scheduled for 31 December 2020. The Company is examining an extensive list of issues and working through steps to protect BCS' position in these areas, including the UK's future immigration system; the impact of the future relationship on the Company's supply chain; and the wider impact of the future relationship negotiations on the UK economy.

While the UK Government has committed to ensuring EU citizens currently resident in the UK will be able to remain following the UK's exit from the EU, its immigration plans mainly focus on high-skilled migrants and will impact the health and social care sector's ability to recruit sufficient staff. Uncertainty also remains regarding the wider impact on the UK economy.

The Post Balance Sheet Event note in the Director's report includes an assessment of Covid 19's impact.

Further information relating to the Company, as applicable to Bupa and its subsidiaries and holding companies or subsidiaries of such holding companies ("Bupa Group") as a whole, is provided within the discussion of business risks and uncertainties section of the Bupa Group's annual report and accounts, which does not form part of this report.

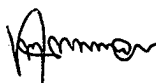
Registered Office:

1 Angel Court  
London

EC2R 7HJ

14 August 2020

By Order of the Board



Michael Harrison  
Director

## Directors' Report

The Directors present their annual report and the financial statements of the Company for the year ended 31 December 2019.

### Going Concern and Post Balance Sheet Event

On March 11, 2020, the World Health Organization declared Coronavirus COVID-19 a pandemic, due to its rapid spread throughout the world. Most governments are taking restrictive measures to contain the spread and the situation is significantly affecting the global economy, due to the interruption or slowdown of supply chains and the significant increase in economic uncertainty, evidenced by an increase in the volatility of asset prices, exchange rates and a decrease in long-term interest rates.

As the implications of COVID-19 are indicative of conditions that arose after the end of the reporting period end, it is a subsequent event that does not require any adjustments to the annual accounts for the financial year 2019. Whilst it is not possible, at this stage, to accurately estimate the financial impacts of this crisis, the Directors note, as at the date of approval of these financial statements, occupancy in the care homes has reduced from the year end and some costs have increased in particular personal protective equipment, staff and agency costs. However, as at the date of approval of these financial statements, it is not currently considered that there are any significant doubts over the Company's ability to continue as a going concern for at least a year from the date of approval of these financial statements. We continue to monitor our business for potential impacts and to manage the associated risks.

Notwithstanding a loss for the year ended 31 December 2019 of £22,170,000, the financial statements have been prepared on a going concern basis which the Directors consider to be appropriate for the following reasons.

The Directors have prepared cash flow forecasts for a period of 12 months from the date of approval of these financial statements which indicate that, taking account of COVID-19, the Company will have sufficient funds, through funding from its intermediate parent company, Bupa Finance plc, to meet its liabilities as they fall due for that period.

Those forecasts are dependent on Bupa Finance plc not seeking repayment of the amounts currently due from BCS, which at 31 December 2019 amounted to £398,048,000, and providing additional financial support during that period. The directors have considered the impact of the COVID-19 pandemic on the ability of BUPA Finance plc to provide the financial support required by the company. BUPA Finance PLC's going concern status has been considered and, based on its current position, forecast results and solvency capital, it has been concluded that Bupa Finance PLC has adequate resources to operate for at least the next 12 months from the approval of these financial statements. Therefore the directors are confident that BUPA Finance Plc can provide financial support up to the level required for at least the next 12 months. Bupa Finance plc has indicated its intention to continue to make available such funds as are needed by the Group, and that it does not intend to seek repayment of the amounts due at the balance sheet date, for the period covered by the forecasts.

As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Consequently, the directors are confident that the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

### Dividends

The Directors do not recommend the payment of a dividend for the year (2018: £nil).

## Directors' report (continued)

### International Financial Reporting Standards and Financial Reporting Requirements

The ultimate parent undertaking, Bupa, has prepared group accounts in accordance with International Financial Reporting Standards as adopted by the European Union ("IFRS"). The Company is not required to report under IFRS and therefore these accounts are prepared in accordance with applicable UK accounting standards. As the Company is a wholly owned subsidiary undertaking of Bupa, the Company qualifies for application of Financial Reporting Standard 101 *Reduced Disclosure Framework* ("FRS 101"), which has been adopted for these financial statements. FRS 101 uses the recognition and measurement bases of IFRS, while allowing exemptions from a number of disclosures required by full IFRS.

### Directors

Details of the present Directors and any other persons who served as a Director during the year are set out below:

N S Barker  
J M Elliott  
M Harrison  
R Pearson  
C A Richardson

Bupa Secretaries Limited is the Company Secretary and is not a present director.

### Companies (Audit, Investigations and Community Enterprise) Act 2004

As at the date of this report, indemnities are in force under which the Company has agreed to indemnify the Directors, to the extent permitted by law and the Company's Articles of Association, in respect of all losses arising out of, or in connection with, the execution of their powers, duties and responsibilities, as Directors of the Company.

### Employees

Details of the number of persons employed and gross remuneration are contained in note 5 to the financial statements.

Every effort is made by the Directors and management to inform, consult and encourage the full involvement of staff on matters concerning them as employees and affecting the Company's performance.

#### *Employment of disabled persons*

The Company is committed to providing equal opportunities to employees. The employment of disabled persons is included in this commitment and the recruitment, training, career development and promotion of disabled persons is based on the aptitudes and abilities of the individual. Should employees become disabled during employment, every effort would be made to continue their employment and, if necessary, appropriate training would be provided.

#### *Employment policy*

The Company continues to regard communication with its employees as a key aspect of its policies. Information is given to employees about employment matters and about the financial and economic factors affecting the Company's performance through management channels. Employees are encouraged to discuss operational and strategic issues with their line management and to make suggestions aimed at improving performance.



## Directors' report (continued)

### Workforce engagement

#### *Culture and our people*

The Bupa Board is responsible for establishing Bupa's purpose, values and strategy and ensuring that our culture is aligned to these at all levels of the organisation. In order to do our best for our customers, we need to take care of our people and this will lead to strong and sustainable performance for the benefit of our purpose of helping people live longer, healthier, happier lives.

Our culture is shaped by our values and the Bupa Code which sets out what we expect from our people to help them live our values and achieve our purpose. As part of our Five Year Vision, the Bupa Board has also recently agreed a number of leadership imperatives, a set of competencies specific to customer, people, performance and purpose. These will help our senior leaders across the business to deliver performance through putting customers at the heart of everything we do and helping our people be at their best. All employees are required to complete mandatory training on the Bupa Code and other areas including information security and privacy, risk management, conflicts of interest and financial crime.

The Bupa Board monitors behaviours in a number of ways including:

- measuring our people's engagement level through our People Pulse survey tool semi-annually
- considering semi-annually the level of, and themes arising from, reports received through our 'Speak-Up' whistleblowing process and customer complaints
- taking into account how our people have lived our values and followed the Bupa Code in achieving their performance goals.

#### *Engaging our people*

The Code requires boards to understand the views of companies' key stakeholders and recommends a number of methods for engaging with our people. We believe that our existing people engagement mechanisms and channels, as enhanced during the year, provide an effective means of engaging with our people. Our existing engagement methods are described in more detail below.

#### *Listening*

The Bupa Group listens to its people and promotes a positive, flexible working environment and a diverse and inclusive culture so everyone can be their authentic selves at work. Our People Pulse survey tool provides sophisticated insights and benchmarking with other companies, so we can learn and listen to what is of interest or concern to our people and act, where appropriate, on what our people are telling us. The survey is run twice a year, and 70% of our people in the Bupa Group took part in the survey conducted in November 2019. The Bupa Board receives reports on the results of each survey and challenges management on the level of participation and action taken to address key themes arising from the results. Overall, the Bupa Group's engagement score has stayed constant at 78 out of 100.

As part of the detailed quarterly management information which the Bupa Board receives, people and culture issues in each of our Market Units are highlighted during the year. The Bupa Board has considered people issues such as the shortage of dentists in the UK. We want our people to see the Bupa Board as accessible and approachable and therefore regularly schedule site visits for the Bupa Board as a whole or for individual directors. During the year, the Bupa Board has held 'town hall' meetings with employees at our offices in Madrid, Manchester and London, which provided an opportunity for our people to meet the Bupa Board and to ask questions and raise matters of interest.

Going forward, these meetings will form an integral part of the Bupa Board's visits. Directors also regularly visit our frontline operations and talk to our people. During the year this has included visits by a number of Directors to call centres and a clinic in the UK and a hospital, dental centre and multi-service clinic in Spain.

## Directors' report (continued)

### Workforce engagement (continued)

These visits are an invaluable opportunity for our people to ask questions directly to the Bupa Board and for the Directors to gain an insight into the issues important to our people in different parts of the business. This helps enhance decision-making and consideration of the longer-term impact of the Bupa Board's decisions on our people. Senior managers also regularly hold town hall meetings across sites or for their own teams, including on the Group's Full-Year and Half-Year results and strategy. There is a very proactive programme of internal communications via email, the intranet, presentations, and internal social media platforms. We also have employee forums for areas such as training and development, IT and security and for local office issues.

### *Diversity and inclusion*

Our approach to diversity and our philosophy is based on inclusion for all. DiverCity, our employee network in the UK raises awareness and understanding of all areas of diversity and inclusion with groups focusing on topics including gender, ethnicity, LGBTQ+, mental wellbeing, ability, faith and working families. We are also working with INvolve to harness LGBTQ+, ethnic minority and female talent and help drive positive cultural change and increase diversity at all levels of our workforce and in the talent pipeline. We are also members of Business Disability International which helps companies and individuals to adapt the workplace and challenge attitudes to disability. The recruitment, training, career development and promotion of all employees is based on the skills, knowledge and experience of the individual and takes no account of age, disability, race, beliefs, gender, sexual orientation or other characteristics. Should employees become disabled during employment, every effort is made to continue their employment and, if necessary, appropriate training is provided.

Having a diverse workforce and an inclusive, accessible working environment, brings fresh views to the table and reflects the customers we serve and communities within which we operate. The People pillar of our corporate responsibility and sustainability (CRS) strategy aims to promote diversity and inclusion during 2020 by further embedding a culture that gives our people the freedom to be their whole selves at work, empower diverse and high performing teams and ensure that our people practices and policies support our people.

### *Mental health and wellbeing*

Our approach to mental health focuses on raising awareness, creating supportive workplaces, encouraging open conversations and providing access to support and care. We are raising awareness of mental wellbeing in the workplace, encouraging open conversations and providing access to support and care through regular internal communications, campaigns such as for World Mental Health Day, online information, our Performance Energy resilience programme and training mental health first aiders.

### Disclosure of information to auditor

The Directors who held office at the date of approval of this Directors' Report confirm that:

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

This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

## **Directors' report (continued)**

### **Auditor**

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

The Bupa Audit Committee agreed to put the external audit of the Group out to tender to comply with EU Audit Regulation (Regulation 537/2014/EU) transitional arrangements, which require the Group to rotate its audit firm at the time of next appointment on or after 17 June 2020.

The Bupa Annual Report 2019 sets out the full audit tender process, outcome and timeline.

The Bupa Board agreed to appoint PwC as the Group's External Auditor from 1 January 2021 and the Company's Board will formally appoint PwC for the year ended 31 December 2021 following the Bupa AGM in May 2021.

Registered Office:

1 Angel Court  
London  
EC2R 7HJ

**By Order of the Board**



14 August 2020

**Michael Harrison**  
**Director**

## **Statement of Directors' Responsibilities in Respect of the Strategic Report the Directors' Report and the Financial Statements**

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 *Reduced Disclosure Framework*

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

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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

# **Independent Auditor's Report to the Members of Bupa Care Homes (ANS) Limited**

## **Opinion**

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

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 *Reduced Disclosure Framework*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

## **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

## **Going concern**

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

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

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

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

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

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

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

## **Independent Auditor's Report to the Members of Bupa Care Homes (ANS) Limited (continued)**

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

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

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

We have nothing to report in these respects.

### **Directors' responsibilities**

As explained more fully in their statement set out on page 10, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

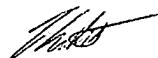
### **Auditor's responsibilities**

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

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

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

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



**Clare Partridge (Senior Statutory Auditor)**  
**for and on behalf of KPMG LLP, Statutory Auditor**

*Chartered Accountants*

*Chartered Accountants*

1 Sovereign Square

Sovereign Street

Leeds

LS1 4DA

17 August 2020

## Profit and Loss Account and Other Comprehensive Income for the year ended 31 December 2019

	Note	2019 £'000	2018 £'000
Turnover	4	102,030	96,105
Cost of sales		(91,697)	(80,767)
<b>Gross profit</b>		<b>10,333</b>	<b>15,338</b>
Administrative expenses		(4,693)	(4,556)
Other operating expenses		(21,258)	(13,494)
Interest receivable and similar income	6	2,496	2,550
Interest payable and similar charges	7	(10,410)	(3,623)
<b>Loss before taxation</b>		<b>(23,532)</b>	<b>(3,785)</b>
Tax on loss on ordinary activities	9	1,362	285
<b>Loss for the financial year</b>		<b>(22,170)</b>	<b>(3,500)</b>
<i>Items that will not be reclassified to profit or loss:</i>			
Unrealised gain on revaluation of property		3,465	(9,531)
Movement on deferred tax relating to deficit on impairment of properties	16	(616)	1,533
<b>Other comprehensive income / (expense) for the year, net of tax</b>		<b>2,849</b>	<b>(7,998)</b>
<b>Total comprehensive expense for the year</b>		<b>(19,321)</b>	<b>(11,498)</b>

All activities relate to continuing operations.

The notes on pages 16 to 35 form part of these financial statements.

## Balance Sheet

as at 31 December 2019

	Note	2019 £'000	2018 £'000
<b>Fixed assets</b>			
Intangible assets	10	1,361	1,447
Tangible assets	11	253,214	199,717
Investments	12	277,257	296,368
		<b>531,832</b>	<b>497,532</b>
<b>Current assets</b>			
Debtors	13	5,664	-
Cash at bank and in hand		30	-
		<b>5,694</b>	<b>-</b>
<b>Creditors: amounts falling due within one year</b>	14	<b>(2,898)</b>	<b>(5,073)</b>
<b>Net current assets / (liabilities)</b>		<b>2,796</b>	<b>(5,073)</b>
<b>Total assets less current liabilities</b>		<b>534,628</b>	<b>492,459</b>
<b>Creditors: amounts falling due after more than one year</b>	15	<b>(312,023)</b>	<b>(204,656)</b>
<b>Provisions for liabilities</b>	16	<b>(2,425)</b>	<b>(10,372)</b>
<b>Net assets</b>		<b>220,180</b>	<b>277,431</b>
<b>Capital and reserves</b>			
Called up share capital	17	140,000	140,000
Share premium		79,869	79,869
Revaluation reserve		60,442	57,593
Profit and loss account		(60,131)	(31)
<b>Shareholders' funds</b>		<b>220,180</b>	<b>277,431</b>

These financial statements were approved by the Board of Directors and were signed on its behalf by:



**Michael Harrison**  
**Director**

Registered number: 01960990

14 August 2020

The notes on pages 16 to 35 form part of these financial statements.



## Statement of Changes in Equity for the year ended 31 December 2019

	Note	Called up share capital £'000	Share Premium £'000	Revaluation reserve £'000	Profit and loss account £'000	Total £'000
<b>Balance at 1 January 2019</b>		140,000	79,869	57,593	(31)	277,431
Adoption of IFRS 16 leases		-	-	-	(37,930)	(37,930)
<b>Balance at 1 January 2019</b>		140,000	79,869	57,593	(37,961)	239,501
Loss for the year		-	-	-	(22,170)	(22,170)
<b>Other comprehensive income for the year:</b>						
Unrealised gains		-	-	3,465	-	3,465
Movement on deferred tax relating to revaluation reserve	16	-	-	(616)	-	(616)
<b>Total other comprehensive income for the year</b>		-	-	2,849	-	2,849
<b>Balance as at 31 December 2019</b>		140,000	79,869	60,442	(60,131)	220,180

	Note	Called up share capital £'000	Share Premium £'000	Revaluation reserve £'000	Profit and loss account £'000	Total £'000
<b>Balance at 1 January 2018</b>		140,000	79,869	65,591	3,469	288,929
Loss for the year		-	-	-	(3,500)	(3,500)
<b>Other comprehensive income for the year:</b>						
Unrealised losses		-	-	(9,531)	-	(9,531)
Movement on deferred tax relating to revaluation reserve	16	-	-	1,533	-	1,533
<b>Total other comprehensive income</b>		-	-	(7,998)	-	(7,998)
<b>Balance as at 31 December 2018</b>		140,000	79,869	57,593	(31)	277,431

The notes on pages 16 to 35 form part of these financial statements.

## Notes to the Financial Statements

### 1. Accounting Policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### (a) Basis of Preparation

The financial statements have been prepared on a going concern basis and under the historical cost convention, as modified by the revaluation of land and buildings, in accordance with applicable UK accounting standards.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of IFRS, but makes amendments where necessary in order to comply with the Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Accounting policy 2.

#### (b) Exemptions from the Requirements of IFRS

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

- A Cash Flow Statement and related notes;
- Comparative period reconciliations for investments, intangible and property, plant and equipment;
- Disclosures in respect of transactions with wholly owned subsidiaries within the consolidated group;
- Disclosures in respect of capital management;
- An additional balance sheet for the beginning of the earliest comparative period following the transition to FRS 101;
- The effects of new but not yet effective IFRSs; and
- Disclosures in respect of the compensation of Key Management Personnel.

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

As the consolidated financial statements of Bupa (note 3) include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- The disclosures required by IFRS 7 and IFRS 13 regarding financial instrument disclosures have not been provided apart from those which are relevant for the financial instruments which are held at fair value and are not either held as part of trading portfolio or derivatives.

#### (c) Exemption from Consolidation

The Company is exempt by virtue of Section 400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its Group (note 3).

## Notes to the financial statements (continued)

### 1. Accounting Policies (continued)

#### (d) New standards, amendments and IFRIC interpretations

The Company has adopted IFRS 16 Leases with a date of initial application of 1 January 2019. IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases and supersedes IAS 17 Leases, IFRIC 4 Determining Whether an Arrangement Contains a Lease, SIC 15 Operating Leases – Incentives, and SIC 27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease.

As a lessor the IAS 17 distinction between operating and finance leases is removed under IFRS 16, with all lease rights and obligations now being recognised in the statement of financial position on a similar basis to finance leases under IAS 17. A lease liability is recognised for all leases, reflecting the present value of the lease payments discounted using the relevant individual lessee company's incremental borrowing rate. The lease liability is measured at amortised cost and settled over the life of the lease. A corresponding lease asset is also recognised and depreciated over the life of the lease.

The right-of-use asset at the date of adoption has been determined as if IFRS 16 had been applied since the lease commencement date by discounting the lease payments using the lessee's incremental borrowing rate at the date of initial application adjusted by the subsequent depreciation charge from lease commencement to transition.

There is no restatement of comparative information and the cumulative effect of initially adopting IFRS 16 using the above transition approach is recognised as an adjustment to the opening balance of retained earnings.

In applying IFRS 16 on transition, the Company has used the following practical expedients permitted by the standard:

- The Company has elected not to reassess whether a contract is or contains a lease as defined in IFRS 16 at the date of initial application. For contracts entered into before the transition date, the Group relied on its assessment made when applying IAS 17 and IFRIC 4.
- Accounting for operating leases with a remaining lease term of less than 12 months as at 1 January 2019 as short-term leases.
- The exclusion of initial direct costs for the measurement of the right-of-use asset at transition date.

The Company has no leases previously classified as finance leases and does not act as a lessor.

On transition the Company recognised right of use property assets of £62,295,000, a lease liability of £108,643,000, reduction of the operating lease prepayment £1,898,000 and a deferred tax asset £10,316,000. The retrospective application impact of £37,930,000 has been recognised as an adjusted to the opening balance of retained earnings.

The following reconciliation to the opening balance for the lease liabilities as at 1 January 2019 is based upon the operating lease obligation as at 31 December 2018.

	£'000
Operating lease commitments at 31 December 2018 as disclosed in prior year accounts	159,004
Effect of discounting using the incremental borrowing rate at 1 January 2019	(50,361)
<b>Lease liabilities recognised under IFRS 16 at 1 January 2019</b>	<b>108,643</b>

The weighted average lessee's incremental borrowing rate applicable to the lease liabilities on 1 January 2019 was 5.92%.

## Notes to the financial statements (continued)

### 1. Accounting Policies (continued)

#### (d) New standards, amendments and IFRIC interpretations (continued)

The following financial reporting standards, amendments and interpretations have been issued but are not effective for the year ended 31 December 2019 and have not been early adopted by the Company. They are not expected to have a significant impact when they are effective.

- IFRS 17 – Insurance Contracts
- IFRS 3 – Business Combinations amendment
- IAS 1 and IAS 8 amendment

#### (e) Going Concern

Notwithstanding a loss for the year ended 31 December 2019 of £22,170,000, the financial statements have been prepared on a going concern basis which the Directors consider to be appropriate for the following reasons.

The Directors have prepared cash flow forecasts for a period of 12 months from the date of approval of these financial statements which indicate that, taking account of COVID-19, the Company will have sufficient funds, through funding from its intermediate parent company, Bupa Finance plc, to meet its liabilities as they fall due for that period.

Those forecasts are dependent on Bupa Finance plc not seeking repayment of the amounts currently due from BCS, which at 31 December 2019 amounted to £398,048,000, and providing additional financial support during that period. The directors have considered the impact of the COVID-19 pandemic on the ability of BUPA Finance plc to provide the financial support required by the company. BUPA Finance PLC's going concern status has been considered and, based on its current position, forecast results and solvency capital, it has been concluded that Bupa Finance PLC has adequate resources to operate for at least the next 12 months from the approval of these financial statements. Therefore the directors are confident that BUPA Finance Plc can provide financial support up to the level required for at least the next 12 months. Bupa Finance plc has indicated its intention to continue to make available such funds as are needed by the Group, and that it does not intend to seek repayment of the amounts due at the balance sheet date, for the period covered by the forecasts.

As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Consequently, the directors are confident that the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

#### (f) Turnover

Turnover is measured as the consideration specified in a contract with a customer and is recognised when control of a product or service is transferred to a customer.

The Company recognises the majority of its revenue from resident care fees that typically relate to short term services that have fixed, rather than variable, transaction prices and there is generally no significant judgement required when considering the time pattern of revenue recognition. Every resident has an individual contract that specifies the service being provided, being the performance obligation, and the transaction price. The performance obligation is the provision of care which is satisfied over the period of the contract as such the turnover is recognised as the service is transferred to the customer.

## Notes to the financial statements (continued)

### 1. Accounting Policies (continued)

#### (g) Interest Income

Interest income is recognised using the effective interest method. When a loan and receivable is impaired, the Company reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loan and receivables is recognised using the original effective interest rate.

#### (h) Leases

In previous financial periods leases were assessed and reported under IAS 17.

The Company's leases relate to properties. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. Property leases will often include extension and termination options, open market rent reviews, indexation uplifts or fixed uplifts.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the individual lessee company's incremental borrowing rate taking into account the duration of the lease.

Lease payments include fixed payments, variable lease payments that depend on an index or a rate, payments related to optional extension and termination periods if the Company is reasonably certain to exercise or not to exercise the option, respectively. Variable lease payments included in the lease liability do not include increases or decreases that are dependent on a future unknown index or rate.

The lease liability is subsequently measured at amortised cost using the effective interest method, with the finance cost charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability. It is remeasured when there is a change in future lease payments arising from a change in index or rate, or if the Company changes its assessment of whether it will exercise an extension or termination option. The lease liability is recalculated using a revised discount rate if the lease term changes as a result of a modification or re-assessment of an extension or termination option.

The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to restore properties to their original condition, less any lease incentives received. The right-of-use asset, excluding restorations costs, is depreciated on a straight-line basis over the lease terms. In addition, the right-of-use asset may be adjusted for certain remeasurements of the lease liability, such as indexation and market rent review uplifts. Restoration costs included in the right-of-use asset are amortised over the same term as the corresponding provision, which may be longer than the IFRS 16 contractual lease term.

The Company has elected not to recognise the right-of-use assets and lease liabilities for short-term leases that have a term of 12 months or less or leases that are of low value (£4,000). Lease payments associated with these leases are expensed on a straight-line basis over the lease term.

## Notes to the financial statements (continued)

### 1. Accounting Policies (continued)

#### (i) Taxation and Deferred Taxation

The taxation expense on the profit for the year comprises current and deferred taxation. Income taxation is recognised in the profit and loss account except to the extent that it relates to items recognised directly in other comprehensive income, in which case it is recognised directly in the statement of comprehensive income.

Current taxation is the expected taxation payable on the taxable profit for the year, using taxation rates enacted or substantively enacted at the balance sheet date, and any adjustments to taxation payable in respect of previous years.

Deferred taxation is recognised in full using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

The following temporary differences are not recognised: goodwill not deductible for taxation purposes and the initial recognition of an asset or liability in a transaction that is not a business combination and which, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The amount of deferred taxation recognised is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using taxation rates enacted or substantively enacted at the balance sheet date.

Deferred taxation is recognised on temporary differences arising on investments in subsidiary companies, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

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

Trading losses surrendered to other Bupa Group subsidiary undertakings are made on a full payment basis.

#### (j) Employee Benefits

##### ***Defined contribution pension schemes***

Bupa operates a defined contribution pension scheme, The Bupa Retirement Savings Plan, in which the Company participates. The assets of the scheme are held separately from those of the Company in independently administered funds. This scheme was opened with effect from 1 October 2002 and is available to join on a voluntary basis to permanent employees of Bupa.

Contributions to defined contribution pension schemes are recognised as an expense in the Profit and Loss account as incurred.

The National Employment Savings Trust (NEST) has been used to meet the Company's automatic enrolment duties for UK employees.

## Notes to the financial statements (continued)

### 1. Accounting Policies (continued)

#### (k) Intangible Assets

##### Goodwill

Goodwill represents the excess of the cost of a business acquisition over the fair value of the identifiable assets, liabilities and contingent liabilities of the acquired business at the date of business purchase. Goodwill arising on business acquisitions is capitalised and presented with intangible assets in the Statement of Financial Position. Goodwill is stated at cost less accumulated impairment losses. Impairment reviews are performed annually or more frequently if there is an indication that the carrying value may be impaired. Where the fair value of net assets acquired is greater than the consideration paid, the excess is recognised immediately in the Consolidated Income Statement.

##### Other intangible assets

Intangible assets, other than goodwill, that are acquired as part of a business acquisition are capitalised at fair value which represents cost at acquisition and are subsequently held at cost less accumulated amortisation and impairment. Intangible assets acquired separately are stated at cost less accumulated amortisation and impairment. Amortisation is charged to the Consolidated Income Statement on a straight-line basis as follows

- Licences to operate care homes: term of licence

Intangible assets that are subject to amortisation are reviewed for impairment if circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised in the Consolidated Income Statement to reduce the carrying amount to the recoverable amount.

#### (l) Tangible Fixed Assets

Land and buildings comprise mainly care homes and offices. Land and buildings are shown at fair value, based on valuations by external independent valuers, less subsequent depreciation for buildings. Valuations are performed with sufficient regularity to ensure that the fair value of a revalued asset does not differ materially from its carrying amount and at every three years. Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the asset, and the net amount is restated to the revalued amount of the asset.

All other tangible fixed assets are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the profit and loss account during the financial period in which they are incurred.

Increases in the carrying amount arising on revaluation of land and buildings are credited to other comprehensive income and shown as revaluation reserve in shareholders' funds. Decreases that offset previous increases of the same asset are charged in other comprehensive income and debited against revaluation reserve; all other decreases are charged to the profit and loss account of the period they are incurred.

Land is not depreciated. Depreciation on other assets is calculated using the straight-line method to allocate their cost or revalued amounts to their residual values over their estimated useful lives, as follows:

Freehold buildings	50 years
Leasehold improvements	Term of the lease
Fixtures, fittings and equipment	3 to 50 years

## Notes to the financial statements (continued)

### 1. Accounting Policies (continued)

#### (l) Tangible Fixed Assets (continued)

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within other income in the profit and loss account in the period they arise.

When revalued assets are sold, the amounts included in revaluation reserve are transferred to retained earnings.

#### (m) Impairment of Non Financial Assets

Non-financial assets not ready to use are not subject to amortisation and are tested annually for impairment.

Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). Prior impairments of nonfinancial assets (other than goodwill) are reviewed for possible reversal at each reporting date.

#### (n) Financial Assets

##### Classification

The Company classifies its financial assets in the following categories: at fair value through profit or as amortised cost. It does not have any assets categorised as fair value through other comprehensive income. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition and recognises them at fair value.

##### (a) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Assets in this category are classified as current assets if expected to be settled within twelve months, otherwise they are classified as non-current investments.

##### (b) Amortised cost

Financial assets where the contractual characteristics represent solely payments of principal and interest and the objective is to hold the instrument to collect cash flows over its life. Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than twelve months after the end of the reporting period. These are classified as non-current assets. The Company's loans and receivables comprise trade and other receivables.

##### Recognition and measurement

Regular way purchases and sales of financial assets are recognised on the trade date – the date on which the Company commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the profit and loss account. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the



## Notes to the financial statements (continued)

### 1. Accounting Policies (continued)

#### (n) Financial Assets (continued)

Company has transferred substantially all risks and rewards of ownership. Financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are subsequently carried at amortised cost.

Gains or losses arising from changes in the fair value of the financial assets at fair value through profit or loss' category are presented in the profit and loss account within interest income or expenses in the period in which they arise.

#### **Impairment of financial assets**

Under IFRS 9, impairment provisions for expected credit losses ('ECL') are recognised for financial assets measured at amortised cost. An allowance for either 12-month or lifetime ECL is required, depending on whether there has been a significant increase in credit risk since initial recognition. The measurement of ECL reflects a probability-weighted outcome, the time value of money and the best available forward-looking information. The Company measures the loss allowance for trade receivables at an amount equal to the lifetime ECL.

#### (o) Cash and Cash Equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. In the balance sheet, bank overdrafts are shown within borrowings in current liabilities.

#### (p) Share Capital

Ordinary and Special shares are classified as equity.

#### (q) Provisions

Provisions are recognised when:

- the Company has a present legal or constructive obligation as a result of past events;
- it is probable that an outflow of resources will be required to settle the obligation; and
- the amount has been reliably estimated.

Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

## Notes to the financial statements (continued)

### 2. Critical Accounting Estimates and Judgments

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

**(a) Property valuations**

The Company has a significant portfolio of care homes and fluctuations in the value of this portfolio can have significant impact on the profit and loss account and balance sheet of the Company.

**(b) Useful economic lives of tangible fixed assets**

The annual depreciation charge for tangible fixed assets is sensitive to changes in the estimated useful economic lives and residual values of the assets. The useful economic lives and residual values are re-assessed annually. They are amended when necessary to reflect current estimates, based on technological advancement, future investments, economic utilisation and the physical condition of the assets.

### 3. Immediate and Ultimate Parent Company

The immediate parent undertaking of the Company is Bupa Care Homes CFG plc, with its registered office at 1 Angel Court, London, EC2R 7HJ.

The ultimate parent undertaking of the Company, and the largest group into which these financial statements are consolidated, is Bupa, with its registered office at 1 Angel Court, London, EC2R 7HJ.. The smallest group into which these financial statements are consolidated is that headed by Bupa Finance plc, with its registered office at 1 Angel Court, London, EC2R 7HJ.

Copies of the accounts of all companies can be obtained from The Registrar of Companies, Cardiff, CF14 3UZ.

### 4. Turnover

Turnover comprises

	2019 £'000	2018 £'000
Care homes operations	102,030	96,105

## Notes to the financial statements (continued)

### 5. Staff Costs and Directors' Remuneration

#### (i) Staff costs

The average monthly number of persons employed by the Company during the year, analysed by category, was:

	2019	2018
Health care	2,407	2,431

The aggregate payroll costs of those persons were as follows:

	2019 £'000	2018 £'000
Wages and salaries	58,690	56,889
Social security costs	3,968	3,863
Other pension costs	110	96
	62,768	60,848

#### (ii) Directors' remuneration

The emoluments of the Directors are borne entirely by Bupa Group undertakings and are disclosed in the financial statements of those companies. Directors may also serve as Directors of other Bupa Group companies and part of their emoluments may be attributed to and disclosed in the financial statements of those companies. The total attributable value of Directors emoluments assigned to the Company for the year was £836,000 (2018: £851,000).

The remuneration of the highest paid Director was:

	2019 £'000	2018 £'000
Emoluments	253	805
Company contributions for defined contribution pension scheme	-	10
Amounts receivable under long-term incentive schemes	69	57
	322	872

### 6. Interest Receivable and Similar Income

	2019 £'000	2018 £'000
Bupa Group undertakings	2,496	2,550

### 7. Interest Payable and Similar Charges

	2019 £'000	2018 £'000
Bupa Group undertakings	4,229	3,623
Finance charges in respect of leases	6,181	-
	10,410	3,623

## Notes to the financial statements (continued)

### 8. Profit/(loss) on Ordinary Activities Before Taxation

Profit/(loss) on ordinary activities before taxation is stated after charging:

	2019 £'000	2018 £'000
Depreciation of tangible fixed assets	8,471	5,247
Amortisation of intangible assets	86	129
Impairment charge/(reversal) of tangible fixed assets:	8,186	(3,536)
Impairment of investments	14,000	6,300
Expenses relating to short-term leases	25	-
Operating lease rentals:		
- land and buildings	-	8,427
Fees payable to the Company's auditor for the audit of the Company's annual accounts	56	39

Fees for the audit of the Company represent the amount receivable by the Company's auditor. The amount is not borne by the Company.

### 9. Tax on Loss on Ordinary Activities

#### (i) Tax included in profit or loss

	2019 £'000	2018 £'000
UK corporation tax on profit/(loss) for the year	(3,158)	(90)
Adjustments in respect of prior periods	43	(388)
<b>Total current tax</b>	<b>(3,115)</b>	<b>(478)</b>
<b>Deferred tax</b>		
Origination and reversal of timing differences	1,726	1,604
Adjustments in respect of prior periods	27	(1,411)
<b>Total deferred tax</b>	<b>1,753</b>	<b>193</b>
<b>Total tax on loss on ordinary activities</b>	<b>(1,362)</b>	<b>(285)</b>

#### (ii) Current and deferred taxation recognised directly in other comprehensive income

	2019 £'000	2018 £'000
Deferred taxation charge in respect of:		
Unrealised gain on revaluation of property	616	(1,533)
<b>Total tax included in other comprehensive income</b>	<b>616</b>	<b>(1,533)</b>

## Notes to the financial statements (continued)

### 9. Tax on Loss on Ordinary Activities (continued)

#### (iii) Reconciliation of effective tax rate

	2019 £'000	2018 £'000
Loss on ordinary activities before taxation	(23,532)	(3,785)
Tax on loss on ordinary activities at standard UK corporation tax rate of 19% (2018: 19%)	(4,471)	(719)
Effects of:		
Expenses not deductible for tax purposes	2,685	1,206
Deferred tax on property movements	757	1,339
Adjustments in respect of current income tax of previous years	43	(388)
Adjustments in respect of deferred tax of previous years	27	(1,411)
Change in taxation rates	(203)	(189)
Non-assessable income	(200)	(123)
<b>Total tax on loss on ordinary activities</b>	<b>(1,362)</b>	<b>(285)</b>

A reduction in the UK corporation tax rate from 19% to 17% (effective from 1 April 2020) was substantively enacted on 6 September 2016, and the UK deferred tax liability as at 31 December 2019 has been calculated based on this rate. In the 11 March 2020 Budget it was announced that the UK tax rate will remain at the current 19% and not reduce to 17% from 1 April 2020. This will have a consequential effect on the company's future tax charge. If this rate change had been substantively enacted at the current balance sheet date the deferred tax liability would have increased by £285,000.

### 10. Intangible Assets

	IT Software £'000	Bed licenses £'000	Goodwill £'000	Total £'000
<b>Cost</b>				
At 1 January 2019 and 31 December 2019	155	4,955	4,225	9,335
<b>Amortisation</b>				
At 1 January 2019	20	3,643	4,225	7,888
Charge for the year	31	55	-	86
At 31 December 2019	51	3,698	4,225	7,974
<b>Net Book Value</b>				
At 31 December 2019	104	1,257	-	1,361
At 31 December 2018	135	1,312	-	1,447

Intangible assets amortisation is recorded in other operating expenses in the profit and loss account.

## Notes to the financial statements (continued)

### 11. Tangible Fixed Assets

	Property Right of Use Assets £'000	Land and buildings £'000	Fixtures, fittings and equipment £'000	Total £'000
<b>Cost or valuation</b>				
At 1 January 2019	-	177,021	43,063	220,084
Adoption of IFRS 16 leases	62,295	-	-	62,295
Remeasurement	117	-	-	117
Reclassification	-	(2,723)	3,531	808
Additions	-	90	4,283	4,373
Revaluations	-	3,465	-	3,465
Reversal of depreciation on revaluation	-	(2,086)	-	(2,086)
Impairment (charge)/reversal	(12,438)	4,252	-	(8,186)
<b>At 31 December 2019</b>	<b>49,974</b>	<b>180,019</b>	<b>50,877</b>	<b>280,870</b>
<b>Depreciation</b>				
At 1 January 2019	-	-	20,367	20,367
Charge for the year	2,905	2,159	3,407	8,471
Impairment charge	96	-	-	96
Reversal of depreciation on revaluation	-	(2,086)	-	(2,086)
Reclassification	-	13	795	808
<b>At 31 December 2019</b>	<b>3,001</b>	<b>86</b>	<b>24,569</b>	<b>27,656</b>
<b>Net Book Value</b>				
<b>At 31 December 2019</b>	<b>46,973</b>	<b>179,933</b>	<b>26,308</b>	<b>253,214</b>
<b>At 31 December 2018</b>	<b>-</b>	<b>177,021</b>	<b>22,696</b>	<b>199,717</b>

The Company's freehold land and buildings were valued by Knight Frank, Chartered Surveyors at 30 November 2019 on the basis of existing use. The valuation was made in accordance with the RICS Statement of Asset Valuation Practice and Guidance Notes. These valuations were incorporated into the balance sheet at 31 December 2019. Other tangible assets are stated at cost.

During the year a review of the fixed asset register was performed which resulted in the reclassification of some assets between categories.

#### Analysis of cost or valuation of land and buildings

	2019 £'000	2018 £'000
At open market value	219,041	215,576
At cost	42,371	45,017
Aggregate depreciation thereon	(12,307)	(10,148)
Impairment losses	(46,570)	(50,822)
Disposal	(22,602)	(22,602)
	<b>179,933</b>	<b>177,021</b>

## Notes to the financial statements (continued)

### 11. Tangible Fixed Assets (continued)

If land and buildings had not been revalued they would have been included at the following amounts:

	2019 £'000	2018 £'000
Historical cost of revalued assets	163,125	161,506
Depreciation based on historical cost	(30,299)	(27,593)
<b>Historical cost net book value</b>	<b>132,826</b>	<b>133,913</b>

### 12. Investments

	Shares in group undertakings £'000	Loans to group undertakings £'000	Total £'000
<b>Cost</b>			
At 1 January 2019	237,058	81,610	318,668
Addition	5,000	-	5,000
Disposals	-	(10,111)	(10,111)
<b>At 31 December 2019</b>	<b>242,058</b>	<b>71,499</b>	<b>313,557</b>
<b>Amortisation and impairment</b>			
At 1 January 2019	22,300	-	22,300
Impairment	14,000	-	14,000
<b>At 31 December 2019</b>	<b>36,300</b>	<b>-</b>	<b>36,300</b>
<b>Net Book Value</b>			
At 31 December 2019	205,758	71,499	277,257
<b>At 31 December 2018</b>	<b>214,758</b>	<b>81,610</b>	<b>296,368</b>

In the opinion of the Directors the investments in the Company's subsidiaries are worth at least the amounts at which they are stated in the balance sheet.

## Notes to the financial statements (continued)

### 12. Investments (continued)

#### Related undertakings

In accordance with Section 409 of the Companies Act 2006, a full list of related undertakings of the Company as at 31 December 2017, all of which have their registered office at 1 Angel Court, London, EC2R 7HJ and are wholly owned, unless stated otherwise, are disclosed below:

#### Directly Held Related Undertakings

	Class of shares
Bupa Care Homes (AKW) Limited	Ordinary
Bupa Care Homes (Bedfordshire) Limited	Ordinary
Bupa Care Homes (BNH) Limited	Ordinary
Bupa Care Homes (Carrick) Limited*	Ordinary
Bupa Care Homes (CFCHomes) Limited	Ordinary
Bupa care Homes (CFHCare) Limited	Ordinary, Redeemable Preference
Bupa Care Homes (GL) Limited	Ordinary
Bupa Care Homes (HH) Limited	Ordinary
Bupa Care Homes (Partnerships) Limited	Ordinary
Bupa Care Homes (PT) Limited	Ordinary

#### Indirectly Held Related Undertakings

	Class of shares
Bupa Care Homes (BNHP) Limited	Ordinary
Bupa Care Homes (Developments) Limited	Ordinary
Bupa Care Homes (HH Bradford) Limited	Ordinary
Bupa Care Homes (HH Hull) Limited	Ordinary
Bupa Care Homes (HH Leeds) Limited	Ordinary
Bupa Care Homes (HH Northumberland) Limited	Ordinary
Bupa Care Homes (HH Scunthorpe) Limited	Ordinary
Bupa Care Homes (PT Lindsay Prop) Limited	Ordinary
Bupa Care Homes (PT Lindsay) Limited	Ordinary
Bupa Care Homes (PT Links Prop) Limited	Ordinary
Bupa Care Homes (PT Links) Limited	Ordinary
Fulford Grange Medical Centre Limited**	A Ordinary
Watertight Investments Limited	Ordinary

\* Registered office: 39 Victoria Road, Glasgow, G78 1NQ

\*\* Ultimate ownership by the Company is 50%. B Ordinary shares held 100% externally.

On 19 December 2019 the Company subscribed, in full, to the newly issued share capital of Bupa Care Homes (GL) Limited for £5,000,000.



## Notes to the financial statements (continued)

### 12. Investments (continued)

#### Loans to group undertakings

Loans to Bupa Group undertakings are repayable after five years as follows.

	Date issued	Repayment date	Interest rate	2019 £'000	2018 £'000
Bupa Care Homes (AKW) Limited	September 2015	September 2025	Six months LIBOR plus 110 basis points	106	104
Bupa Care Homes (Carrick) Limited	September 2015	September 2025	Six months LIBOR plus 110 basis points	7,383	7,239
Richmond Villages Operations Limited	December 2015	December 2025	Six months LIBOR plus 500 basis points	25,240	23,789
Bupa Care Homes (HH Leeds) Limited	December 2015	December 2025	Six months LIBOR plus 110 basis points	4,105	4,023
Bupa Care Homes (HH Northumberland) Limited	December 2015	December 2025	Six months LIBOR plus 110 basis points	2,444	2,395
Bupa Care Homes (HH Scunthorpe) Limited	December 2015	December 2025	Six months LIBOR plus 110 basis points	2,768	2,712
Bupa Care Homes (HH Hull) Limited	December 2015	December 2025	Six months LIBOR plus 110 basis points	4,505	4,415
Bupa Care Homes (HH Bradford) Limited	December 2015	December 2025	Six months LIBOR plus 110 basis points	2,966	2,906
Bupa Care Homes (CFG) plc	July 2016	December 2026	Six months LIBOR plus 110 basis points	4,700	17,088
Bupa Care Homes (PT) Limited	October 2016	December 2026	Six months LIBOR plus 110 basis points	5	5
Bupa Care Homes (PT Lindsay Prop) Limited	October 2016	December 2026	Six months LIBOR plus 110 basis points	7,303	7,158
Bupa Care Homes (PT Lindsay) Limited	October 2016	December 2026	Six months LIBOR plus 110 basis points	138	136
Bupa Care Homes (PT Links Prop) Limited	October 2016	December 2026	Six months LIBOR plus 110 basis points	8,702	8,529
Bupa Care Homes (PT Links) Limited	October 2016	December 2026	Six months LIBOR plus 110 basis points	1,134	1,111
				<b>71,499</b>	<b>81,610</b>

The disposal of loans to group undertakings reflects the reduction in the value of the loan during the year at no gain or loss.

## Notes to the financial statements (continued)

### 13. Debtors

	2019 £'000	2018 £'000
Amounts owed by Bupa Group undertakings	5,585	-
Other debtors	79	-
	<b>5,664</b>	<b>-</b>

Amounts owed by Bupa Group undertakings are unsecured, have no fixed date of repayment and are repayable on demand.

### 14. Creditors – Amounts Falling Due Within One Year

	2019 £'000	2018 £'000
Amounts owed to Bupa Group undertakings	-	5,063
Lease liability (note 18)	2,898	-
Other creditors	-	10
	<b>2,898</b>	<b>5,073</b>

Amounts owed to Bupa Group undertakings are unsecured, have no fixed date of repayment and are repayable on demand.

Trade debtors and creditors arising from the care home operations are collected and settled by other Bupa group undertakings. The working capital movements associated with the payments are settled through its intercompany current accounts with other Bupa group undertakings.

### 15. Creditors – Amounts Falling Due After More Than One Year

	2019 £'000	2018 £'000
Loans from Bupa Group undertakings	208,884	204,656
Lease liability (note 18)	103,139	-
	<b>312,023</b>	<b>204,656</b>

Loans from Bupa Group undertakings are repayable after five years as follows.

	Date issued	Repayment date	Interest rate	2019 £'000	2018 £'000
Bupa Finance plc	December 2013	December 2023	Six months LIBOR plus 110 basis points	208,884	204,656

## Notes to the financial statements (continued)

### 16. Provisions for Liabilities and Charges

The Company had the following provisions during the year:

	2019 £'000	2018 £'000
Deferred tax	(2,425)	(10,372)
	<b>(1,881)</b>	<b>(10,372)</b>

#### Deferred tax

Deferred taxation is analysed as follows

	2019 Assets £'000	2019 Liabilities £'000	2019 Total £'000	2018 Assets £'000	2018 Liabilities £'000	2018 Total £'000
Accelerated capital allowances	-	(1,320)	(1,320)	-	(897)	(897)
Revaluation of properties to fair value	-	(10,898)	(10,898)	-	(9,605)	(9,605)
Tax value of losses carried forward	463	-	463	463	-	463
Other	9,330	-	9,330	-	(333)	(333)
	<b>9,794</b>	<b>(12,281)</b>	<b>(2,425)</b>	<b>463</b>	<b>(10,835)</b>	<b>(10,372)</b>

The movement in deferred taxation is as follows

	At 1 January 2019 £'000	Adoption of IFRS 16 Leases £'000	Recognised in profit and loss account £'000	Recognised in other comprehensive income £'000	At 31 December 2019 £'000
Accelerated capital allowances	(897)	-	(423)	-	(1,320)
Revaluation of properties to fair value	(9,605)	-	(677)	(616)	(10,898)
Tax value of losses carried forward	463	-	-	-	463
Other	(333)	10,316	(653)	-	9,330
	<b>(10,372)</b>	<b>10,316</b>	<b>(1,753)</b>	<b>(616)</b>	<b>(2,425)</b>

	At 1 January 2018 £'000	Recognised in profit and loss account £'000	Recognised in other comprehensive income £'000	At 31 December 2018 £'000
Accelerated capital allowances	(1,901)	1,004	-	(897)
Revaluation of properties to fair value	(9,941)	(1,197)	1,533	(9,605)
Tax value of losses carried forward	463	-	-	463
Other	(333)	-	-	(333)
	<b>(11,712)</b>	<b>(193)</b>	<b>1,533</b>	<b>(10,372)</b>

As at 31 December 2019, the Company had deductible temporary differences relating to capital losses of £5,561,000 (2018: £5,561,000) for which no deferred taxation asset was recognised due to uncertainty of utilisation of those temporary differences.

## Notes to the financial statements (continued)

### 17. Called up Share Capital

	2019 £'000	2018 £'000
<b>Allotted, called up and fully paid</b>		
<b>Equity interest</b>		
140,000,107 (2018: 140,000,107) ordinary shares of £ 1 each	140,000	140,000
1 (2018: 1) special share of £1 each	-	-

The special shares have no voting rights other than the right to appoint and remove the majority of Directors. The special shares have no rights to dividends or distributions other than the repayment of the nominal value on windup of the Company after distributions to ordinary shareholders. The special share may be redeemed by the Company at the nominal value and are not transferrable without written consent of the Directors.

### 18. Lease Liability

	2019 £'000
At 1 January 2019	-
Adoption of IFRS 16 leases (note 1)	108,643
Remeasurements	118
Interest on lease liabilities	6,181
Payments	(8,905)
<b>At 31 December 2019</b>	<b>106,037</b>

The maturity of the undiscounted contractual cashflows are as follows:

	2019 £'000
Less than one year	8,936
Two to five years	37,600
Greater than five years	127,429
	<b>173,965</b>

The property leases in the Company do contain extension or termination options.

The company is not committed to any leases that have not yet commenced.

Additional lease disclosures are included in notes 7, 8 and 11.

## Notes to the financial statements (continued)

### 19. Contingent Liabilities, Guarantees and Other Financial Commitments

#### (i) Contingent Liabilities

Under a group registration the Company is jointly and severally liable for Value Added Tax due by certain other Bupa Group companies.

#### (ii) Financial Commitments

The Company had no financial commitments at the end of the year.

#### (iii) Capital Commitments

The Company has £6,469,000 (2018: £5,296,000) outstanding capital commitments at the end of the year.

#### (iv) Guarantees

The Company has provided an indemnity of £184,000 to Richmond Care Villages Holdings Limited, a fellow Bupa Group undertaking, in respect of its registration with the National House-Building Council.

The Company has guaranteed the obligations of Bupa Care Homes (CFCHomes) Limited under its lease of the Hatfield Peverel Lodge care home which expires in 2031.

The Company has guaranteed the obligations of Richmond Care Villages Holdings Limited under the building contract for a new care village at Aston on Trent.

### 20. Related Party Transaction

The Company has applied the disclosure exemptions available under FRS 101 in respect of transactions with wholly owned subsidiaries within the consolidated group.

See note 5 for disclosure of the Directors' remuneration.

### 21. Post Balance Sheet Event

On March 11, 2020, the World Health Organization declared Coronavirus COVID-19 a pandemic, due to its rapid spread throughout the world. Most governments are taking restrictive measures to contain the spread and the situation is significantly affecting the global economy, due to the interruption or slowdown of supply chains and the significant increase in economic uncertainty, evidenced by an increase in the volatility of asset prices, exchange rates and a decrease in long-term interest rates.

As the implications of COVID-19 are indicative of conditions that arose after the end of the reporting period end, it is a subsequent event that does not require any adjustments to the annual accounts for the financial year 2019. Whilst it is not possible, at this stage, to accurately estimate the financial impacts of this crisis, the Directors note, as at the date of approval of these financial statements, occupancy in the care homes has reduced from the year end and some costs have increased in particular personal protective equipment, staff and agency costs. However, as at the date of approval of these financial statements, it is not currently considered that there are any significant doubts over the Company's ability to continue as a going concern for at least a year from the date of approval of these financial statements. We continue to monitor our business for potential impacts and to manage the associated risks.