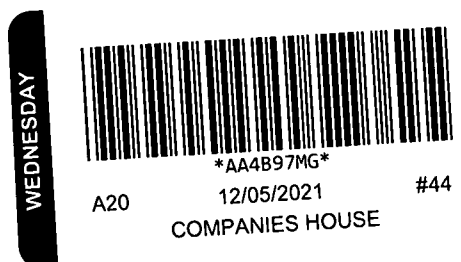


REGISTERED NUMBER: 02798607 (England and Wales)

NHP Limited

Directors' Report and

Audited Financial Statements for the Year Ended 30th September 2020



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Company Information
for the Year Ended 30th September 2020

DIRECTORS:

D A Smith
J W Tugendhat

REGISTERED OFFICE:

Southgate House
Archer Street
Darlington
County Durham
DL3 6AH

REGISTERED NUMBER:

02798607 (England and Wales)

INDEPENDENT AUDITORS :

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

BANKERS:

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

**Directors' Report
for the Year Ended 30th September 2020**

The directors present their report with the financial statements of the Company for the year ended 30th September 2020.

PRINCIPAL ACTIVITY

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

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

DIVIDENDS

No dividends will be distributed for the year ended 30th September 2020.

EVENTS SINCE THE END OF THE YEAR

Information relating to events since the end of the year is given in the notes to the financial statements.

DIRECTORS

D A Smith has held office during the whole of the period from 1st October 2019 to the date of this report.

Other changes in directors holding office are as follows:

J J Hutchens - resigned 5th February 2020
J W Tugendhat - appointed 14th September 2020

THIRD-PARTY INDEMNITY PROVISIONS

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

PRINCIPAL RISKS AND UNCERTAINTIES

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

There are no further risks specific to the Company.

GOING CONCERN

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

The Company is a subsidiary of FC Skyfall Holdco 3 Limited (the "Group"). The directors of FC Skyfall Holdco 3 Limited, the parent undertaking, manage the Group's strategy and risks on a consolidated basis, rather than at an individual entity level. Similarly, the financial and operating performance of the business is assessed at a Group level. For these reasons, the directors do not prepare cash flow forecasts at an individual entity level.

The Directors have reviewed the going concern of the Group and the Company carefully in the preparation of these financial statements. In order to prepare the financial statements on a going concern basis, the Directors have considered detailed financial projections for a period through 12 months from the date of signing the financial statements. These projections are based on the Group's detailed forecasts. By their very nature, forecasts and projections are inherently uncertain, however, the prepared forecasts show that the Group will operate well within its committed facilities for that period.

The Directors have prepared detailed cash flow forecasts for the Group for the period to 30th September 2025. Net debt levels, servicing costs and working capital requirements are closely monitored and managed in accordance to the Group's objectives, policies and processes, and these have each been considered as part of these forecasts.

**Directors' Report
for the Year Ended 30th September 2020**

GOING CONCERN (continued)

The Group has reviewed its working capital requirements including its current shareholders' funds position and maintains sufficient cash resources to meet its day to day working capital requirements. At 30th September 2020, the FC Skyfall Holdco 3 Limited Group was financed by £102.0m of cash, £461.2m of term loans and £134.3m of loan notes with related parties. On 27th April 2021, FC Skyfall (UK) Financeco Limited, the new intermediate parent company of the Company, entered into a new facility agreement for a total loan of £570.0m, which consisted of £540.0m to fully repay the existing debts of FC Skyfall Holdco 3 Limited Group and a further facility of £30.0m is available for drawdown to fund working capital and capital expenditure within the next two years. No financial covenants are tested within the first two years and there is no amortisation during the term of the loan.

Sensitivity analysis has been performed to model the impact of more adverse trends compared to those included in the financial projections. These sensitivities seek to model the impact of severe but plausible downside risks to the achievement of the financial projections. The sensitivities applied were a further fall in occupancy due to increased death rates and delay in recovery of admissions due to an increase of homes in outbreak (homes in outbreak are unable to accept admissions). When these downside sensitivities are applied to the financial projections, there are no indications of liquidity concerns, for a period through 12 months from the date of signing the financial statements, noting that the Group has no financial covenants that need to be complied with until the quarter ending 30th June 2023.

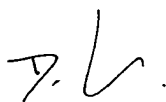
The going concern of the Company is dependent upon the overall going concern of the Skyfall Holdco 3 Limited Group. The Company and its Group undertakings are obligors to a £570m term loan facility agreement entered into by FC Skyfall (UK) Financeco Limited, the Company's intermediate parent undertaking. The facility is secured by a fixed and floating charge over the Group's assets and unlimited guarantee from its Group undertakings. FC Skyfall Holdco 3 Limited has indicated that it will make available such funds as are needed by the entity and that it does not intend to seek repayment of amounts due at the balance sheet date for a period of at least 12 months from the date of approval of these financial statements. As with any company placing reliance on other Group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue indefinitely although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Based on the Group's forecasts and projections and taking into account reasonable possible changes in trading performance as mentioned above, the Directors have a reasonable expectation that the Group and the Company will have adequate resources to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements. Thus, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the Company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

ON BEHALF OF THE BOARD:



D A Smith - Director

29th April 2021

**Directors' Responsibilities Statement
for the Year Ended 30th September 2020**

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

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

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

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

Independent Auditors' Report to the Members of NHP Limited

Opinion

We have audited the financial statements of NHP Limited ("the Company") for the year ended 30th September 2020 which comprise the Statement of Comprehensive Income, Balance sheet, Statement of Changes in Equity and related notes, including the accounting policies in note 2.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30th September 2020 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to going concern

The Directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Group or the Company or to cease their operations, and as they have concluded that the Group and 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 their 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 Group's business model and analysed how those risks might affect the Group and 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 Group or the Company will continue in operation.

Directors' Report

The Directors are responsible for the Directors' Report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read 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 Directors' Report;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report has been prepared in accordance with applicable legal requirements.

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; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

Responsibilities of directors

As explained more fully in their statement set out on page four, 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.

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 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 further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditors' Report.

Use of our report

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 Auditors' Report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.



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

29th April 2021

**Statement of Comprehensive Income
for the Year Ended 30th September 2020**

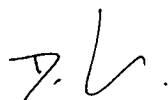
	Notes	2020 £'000	2019 £'000
TURNOVER		-	-
Administrative expenses		(15)	(34)
OPERATING LOSS		(15)	(34)
Interest receivable and similar income	4	14,606	14,634
PROFIT BEFORE TAXATION	5	14,591	14,600
Tax on profit	6	4	6
PROFIT FOR THE FINANCIAL YEAR		<u>14,595</u>	<u>14,606</u>

The notes on pages 10 to 20 form part of these financial statements

Balance Sheet
30th September 2020

	Notes	2020 £'000	2019 £'000
FIXED ASSETS			
Investments	7	68	173
CURRENT ASSETS			
Debtors: amounts falling due within one year	8	413,752	399,150
Debtors: amounts falling due after more than one year	8	113	-
		<u>413,865</u>	<u>399,150</u>
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	9	(673)	(658)
NET CURRENT ASSETS		<u>413,192</u>	<u>398,492</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>413,260</u>	<u>398,665</u>
CAPITAL AND RESERVES			
Called up share capital	10	2,166	2,166
Share premium		201,247	201,247
Retained earnings		<u>209,847</u>	<u>195,252</u>
SHAREHOLDERS' FUNDS		<u>413,260</u>	<u>398,665</u>

The financial statements were approved by the Board of Directors and authorised for issue on 29th April 2021 and were signed on its behalf by:



D A Smith - Director

**Statement of Changes in Equity
for the Year Ended 30th September 2020**

	Called up share capital £'000	Retained earnings £'000	Share premium £'000	Total equity £'000
Balance at 1st October 2018	2,166	180,646	201,247	384,059
Changes in equity				
Total comprehensive income	-	14,606	-	14,606
Balance at 30th September 2019	2,166	195,252	201,247	398,665
Changes in equity				
Total comprehensive income	-	14,595	-	14,595
Balance at 30th September 2020	2,166	209,847	201,247	413,260

The notes on pages 10 to 20 form part of these financial statements

**Notes to the Financial Statements
for the Year Ended 30th September 2020**

1. STATUTORY INFORMATION

NHP Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

The average monthly number of employees (excluding directors) was nil (2019: nil).

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

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of paragraphs 12.26, 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirement of paragraph 33.7.

Preparation of consolidated financial statements

The financial statements contain information about NHP Limited as an individual Company and do not contain consolidated financial information as the parent of a group. The Company is exempt under Section 400 of the Companies Act 2006 from the requirements to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its parent, FC Skyfall Upper Midco Limited, Southgate House, Archer Street, Darlington, County Durham, England DL3 6AH.

Related party exemption

The Company has taken advantage of the exemption, under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned subsidiaries within the group.

Going concern

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

The Company is a subsidiary of FC Skyfall Holdco 3 Limited (the "Group"). The directors of FC Skyfall Holdco 3 Limited, the parent undertaking, manage the Group's strategy and risks on a consolidated basis, rather than at an individual entity level. Similarly, the financial and operating performance of the business is assessed at a Group level. For these reasons, the directors do not prepare cash flow forecasts at an individual entity level.

The Directors have reviewed the going concern of the Group and the Company carefully in the preparation of these financial statements. In order to prepare the financial statements on a going concern basis, the Directors have considered detailed financial projections for a period through 12 months from the date of signing the financial statements. These projections are based on the Group's detailed forecasts. By their very nature, forecasts and projections are inherently uncertain, however, the prepared forecasts show that the Group will operate well within its committed facilities for that period.

**Notes to the Financial Statements - continued
for the Year Ended 30th September 2020**

**2. ACCOUNTING POLICIES - continued
Going concern (continued)**

The Directors have prepared detailed cash flow forecasts for the Group for the period to 30th September 2025. Net debt levels, servicing costs and working capital requirements are closely monitored and managed in accordance to the Group's objectives, policies and processes, and these have each been considered as part of these forecasts.

The Group has reviewed its working capital requirements including its current shareholders' funds position and maintains sufficient cash resources to meet its day to day working capital requirements. At 30th September 2020, the FC Skyfall Holdco 3 Limited Group was financed by £102.0m of cash, £461.2m of term loans and £134.3m of loan notes with related parties. On 27th April 2021, FC Skyfall (UK) Financeco Limited, the new intermediate parent company of the Company, entered into a new facility agreement for a total loan of £570.0m, which consisted of £540.0m to fully repay the existing debts of FC Skyfall Holdco 3 Limited Group and a further facility of £30.0m is available for drawdown to fund working capital and capital expenditure within the next two years. No financial covenants are tested within the first two years and there is no amortisation during the term of the loan.

Sensitivity analysis has been performed to model the impact of more adverse trends compared to those included in the financial projections. These sensitivities seek to model the impact of severe but plausible downside risks to the achievement of the financial projections. The sensitivities applied were a further fall in occupancy due to increased death rates and delay in recovery of admissions due to an increase of homes in outbreak (homes in outbreak are unable to accept admissions). When these downside sensitivities are applied to the financial projections, there are no indications of liquidity concerns, for a period through 12 months from the date of signing the financial statements, noting that the Group has no financial covenants that need to be complied with until the quarter ending 30th June 2023.

The going concern of the Company is dependent upon the overall going concern of the Skyfall Holdco 3 Limited Group. The Company and its Group undertakings are obligors to a £570m term loan facility agreement entered into by FC Skyfall (UK) Financeco Limited, the Company's intermediate parent undertaking. The facility is secured by a fixed and floating charge over the Group's assets and unlimited guarantee from its Group undertakings. FC Skyfall Holdco 3 Limited has indicated that it will make available such funds as are needed by the entity and that it does not intend to seek repayment of amounts due at the balance sheet date for a period of at least 12 months from the date of approval of these financial statements. As with any company placing reliance on other Group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue indefinitely although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Based on the Group's forecasts and projections and taking into account reasonable possible changes in trading performance as mentioned above, the Directors have a reasonable expectation that the Group and the Company will have adequate resources to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements. Thus, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Investments in subsidiaries

Investments in subsidiary undertakings are recognised at cost less provision for impairment.

**Notes to the Financial Statements - continued
for the Year Ended 30th September 2020**

2. ACCOUNTING POLICIES - continued

Financial instruments

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

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

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

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

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

Taxation

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

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

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

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

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

**Notes to the Financial Statements - continued
for the Year Ended 30th September 2020**

2. ACCOUNTING POLICIES - continued

Taxation (continued)

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

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

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

Interest receivable

Interest receivable is recognised in the financial statements on an accruals basis.

Impairment of assets

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

Non-financial assets

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

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

Financial assets

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

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

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

**Notes to the Financial Statements - continued
for the Year Ended 30th September 2020**

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 2, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. There are no critical accounting judgements in the preparation of the financial statements.

Key sources of estimation uncertainty

Determining whether the investment in subsidiary undertakings should be impaired based on the financial position and future prospect of the investment requires judgement. See note 7.

4. INTEREST RECEIVABLE AND SIMILAR INCOME

	2020	2019
	£'000	£'000
Interest receivable on loan notes to group undertakings	14,606	14,634

5. PROFIT BEFORE TAXATION

The profit is stated after charging:

	2020	2019
	£'000	£'000
Fees payable to the Company's auditor for the audit of the annual financial statements	10	10
Tax compliance services	-	5
Group management fees charged by NHP Management Limited, a group undertaking	-	19

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

No Directors' remuneration has been charged to the profit and loss account of the Company during the current or preceding year. Directors' emoluments have been borne by HC-One Limited, a group undertaking during the current and preceding year, and are not recharged.

6. TAXATION

Analysis of the tax credit

The tax credit on the profit for the year was as follows:

	2020	2019
	£'000	£'000
Deferred tax	(4)	(6)
Tax on profit	(4)	(6)

UK corporation tax has been charged at 19% (2019 - 19%).

Notes to the Financial Statements - continued
for the Year Ended 30th September 2020

6. TAXATION - continued

Reconciliation of total tax credit included in profit and loss

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below:

	2020	2019
	£'000	£'000
Profit before tax	14,591	14,600
Profit multiplied by the standard rate of corporation tax in the UK of 19% (2019 - 19%)	2,772	2,774
Effects of:		
Adjustments to tax charge in respect of previous periods	-	(6)
Group relief for £Nil consideration	(2,772)	(2,774)
Tax rate changes	(4)	-
Total tax credit	(4)	(6)

Finance Act No.2 2015, which was substantively enacted on 26th October 2015, includes provisions to reduce the corporation tax to 19% with effect from 1st April 2017 and 18% with effect from 1st April 2020. In addition, the Finance Act 2016 which was substantively enacted on 6th September 2016 introduced a further reduction in the main rate of corporation tax from 18% to 17% from 1st April 2020. Accordingly these rates have been applied when calculating deferred tax assets and liabilities as at 30th September 2019.

A UK corporation rate of 19% (effective 1st April 2020) was substantively enacted on 17th March 2020, reversing the previously enacted reduction in the rate from 19% to 17%. This will increase the Company's future current tax charge accordingly. The deferred tax asset at 30th September 2020 has been calculated at 19% (2019: 17%).

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

7. FIXED ASSET INVESTMENTS

	2020	2019
	£'000	£'000
Shares in group undertakings	68	68
Loans to group undertakings	-	105
	68	173

Additional information is as follows:

	Shares in group undertakings £'000
COST	
At 1st October 2019	
and 30th September 2020	68
NET BOOK VALUE	
At 30th September 2020	68
At 30th September 2019	68

Notes to the Financial Statements - continued
for the Year Ended 30th September 2020

7. FIXED ASSET INVESTMENTS - continued

The Company's investments at the Balance Sheet date in the share capital of companies include the following:

NHP Securities No.1 Limited*

Registered office: Southgate House, Archer Street, Darlington, County Durham, DL3 6AH

Nature of business: Investment in care home properties

	%
Class of shares:	holding
ordinary	100.00

NHP Securities No.2 Limited*

Registered office: Southgate House, Archer Street, Darlington, County Durham, DL3 6AH

Nature of business: Investment in care home properties

	%
Class of shares:	holding
ordinary	100.00

NHP Securities No.3 Limited*

Registered office: Southgate House, Archer Street, Darlington, County Durham, DL3 6AH

Nature of business: Investment in care home properties

	%
Class of shares:	holding
ordinary	100.00

NHP Securities No.4 Limited*

Registered office: Southgate House, Archer Street, Darlington, County Durham, DL3 6AH

Nature of business: Dormant company

	%
Class of shares:	holding
ordinary	100.00

NHP Securities No.9 Limited

Registered office: 47 Esplanade, St Helier, Jersey, Channel Islands, JE1 0BD

Nature of business: Dormant company

	%
Class of shares:	holding
ordinary	100.00

NHP Securities No.11 Limited*

Registered office: 47 Esplanade, St Helier, Jersey, Channel Islands, JE1 0BD

Nature of business: Parent company of NHP Securities No.9 Limited

	%
Class of shares:	holding
ordinary	100.00

NHP Management Limited*

Registered office: Southgate House, Archer Street, Darlington, County Durham, DL3 6AH

Nature of business: Management of care home property portfolios

	%
Class of shares:	holding
ordinary	100.00

Notes to the Financial Statements - continued
for the Year Ended 30th September 2020

7. FIXED ASSET INVESTMENTS - continued

NHP Operations (York) Limited*

Registered office: Southgate House, Archer Street, Darlington, County Durham, DL3 6AH

Nature of business: Investment in care homes properties

	%
Class of shares:	holding
ordinary	100.00

LLNH Limited*

Registered office: Southgate House, Archer Street, Darlington, County Durham, DL3 6AH

Nature of business: Dormant company

	%
Class of shares:	holding
ordinary	100.00

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

Care Homes No. 1 Limited

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

Nature of business: Investment in care home properties

	%
Class of shares:	holding
ordinary	100.00

	Loans to group undertakings £'000
At 1st October 2019	105
Reclassification to debtors	(105)
	<u> </u>
At 30th September 2020	<u> </u>

Loan note investments in subsidiary undertakings are reclassified as "Debtors: amounts falling due after more than one year" in the current year.

8. DEBTORS

	2020 £'000	2019 £'000
Amounts falling due within one year:		
Amounts owed by group undertakings	413,714	399,116
Deferred tax asset	38	34
	<u>413,752</u>	<u>399,150</u>
Amounts falling due after more than one year:		
Amounts owed by group undertakings	<u>113</u>	<u>-</u>
Aggregate amounts	<u>413,865</u>	<u>399,150</u>

**Notes to the Financial Statements - continued
for the Year Ended 30th September 2020**

8. DEBTORS - continued

Debtors: amounts falling due within one year

Amounts owed by group undertakings

Loan notes owed by group undertakings

Loan notes of £11,144,000 were invested in NHP Securities No.1 Limited to enable the Company to acquire the assets transferred from its group undertakings. The loan notes have no fixed repayment dates and bear interest at 8.5% per annum (2019: £11,144,000).

Loan notes of £4,201,000 were invested in NHP Securities No.2 Limited to enable the Company to acquire the assets transferred from its group undertakings. The loan notes have no fixed repayment dates and bear interest at 8.5% per annum (2019: £4,201,000).

Loan notes of £140,290,000 were invested in NHP Securities No.3 Limited to enable the Company to finance the asset acquisitions, have no fixed repayment dates and bear interest at 8.5% per annum. A further loan note of £32,255,000 was invested in NHP Securities No.3 Limited, from the proceeds of the rights issue issued by the Company in July 2002, to enable a repayment of the bank debts. The loan notes have no fixed repayment dates and bear interest at 6.0% per annum. On 28th January 2008 a repayment amount of £9,460,000 was received. (2019: £163,085,000).

Loan notes of £10,000 were invested in NHP Securities No.11 Limited, have no fixed repayment dates and bear interest at 8.7% per annum (2019: £10,000).

Other amounts owed by group undertakings

Other amounts owed by group undertakings of £235,274,000 (2019: £220,676,000) are due on demand, with no repayment date and bear no interest.

Deferred tax asset

	£'000
Balance at 1st October 2019	34
Credit to Statement of Comprehensive Income during year	4
Balance at 30th September 2020	38
	2020
	£'000
Fixed asset timing differences	38
	2019
	£'000
	34

Debtors: amounts falling due after more than one year

Amounts owed by group undertakings

Loan notes owed by group undertakings

The loan notes due from Care Homes No.2 (Cayman) Limited of £45,000 (2019: £41,000) are repayable on 2nd January 2026 and bear interest at 8.446% per annum.

The loan notes due from Care Homes No.3 Limited of £68,000 (2019: £64,000) are repayable on 2nd January 2031 and bear interest at 6.6% per annum.

**Notes to the Financial Statements - continued
for the Year Ended 30th September 2020**

9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2020	2019
	£'000	£'000
Amounts owed to group undertakings	658	644
Accruals and deferred income	15	14
	<u>673</u>	<u>658</u>

Amounts owed to group undertakings

All amounts owed to group undertakings are payable on demand, with no repayment date and bear no interest.

10. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2020	2019
			£'000	£'000
216,614,127	Ordinary	0.01	<u>2,166</u>	<u>2,166</u>

Retained earnings represents cumulative profits or losses, net of dividends paid.

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

11. ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

Skyfall LP (formerly FC Skyfall LP) (incorporated in Cayman Islands) is regarded by the directors as being the Company's ultimate parent company.

The ultimate controlling party, beyond Skyfall LP, is Skyfall GP Limited (formerly FC Skyfall GP Limited), a company incorporated in Cayman Islands.

The immediate parent undertaking is Libra CareCo Limited, a company incorporated in the United Kingdom and registered in England and Wales.

The largest group into which these financial statements are consolidated is FC Skyfall Holdco 3 Limited with registered office at c/o Trident Trust Company (Cayman) Limited, One Capital Place, Shedder Road, PO Box 847, George Town, Grand Cayman KY1-1103.

The smallest group in which the results of the Company are consolidated is that headed by FC Skyfall Upper Midco Limited, a company incorporated in England and Wales. The registered address of FC Skyfall Upper Midco Limited is Southgate House, Archer Street, Darlington, County Durham, England, DL3 6AH.

12. CONTINGENT LIABILITIES AND GUARANTEES

On 27th April 2021, FC Skyfall (UK) Financeco Limited, the new intermediate parent company of the Company entered into a five-year £570.0m term loan facility agreement, with a maturity date on 26th April 2026. The loan is secured with unlimited guarantee and by fixed and floating charges over the group assets of FC Skyfall Holdco 3 Limited and its subsidiary undertakings. As at the date of signing the financial statements, the drawn down term loan of £540.0m remains outstanding.

**Notes to the Financial Statements - continued
for the Year Ended 30th September 2020**

13. RELATED PARTY DISCLOSURES

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

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

14. POST BALANCE SHEET EVENTS

Refinancing

On 27th April 2021, FC Skyfall (UK) Financeco Limited, the new intermediate parent company of the Company entered into a five year £570.0m term loan facility agreement, with a maturity date on 26th April 2026. The total facility includes a £540.0m tranche 1 loan, which was utilised to repay the existing debts of FC Skyfall Holdco 3 Limited Group and a tranche 2 loan facility of £30.0m is available for working capital and capital expenditure investment within the next two years. No financial covenants are tested during the first two years and there is no amortisation during the term of the loan.