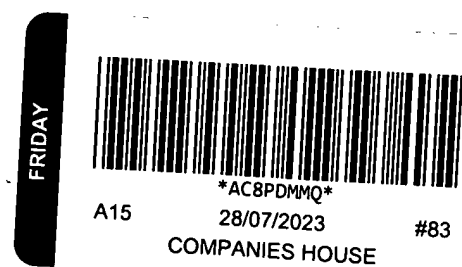


# **Fulford Grange Medical Centre Limited**

Directors' report and financial statements

Year ended 30 November 2022

Registered number 2804493



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## Directors' report

The directors present their annual report and the financial statements for the year ended 30 November 2022.

### Principal activities and business review

The company did not trade during the year.

### Dividends

The directors do not recommend the payment of a dividend (2021: *£nil*).

### Directors

The directors who held office during the year and up to the date of signing these financial statements and subsequently were as follows:

D J Hall  
M Harrison  
J Lee

Bupa Secretaries Limited are the Company Secretary

### Auditors

In accordance with section 480 of the Companies Act 2006 the company, being eligible, has resolved not to appoint an auditor.

By order of the board



**M Harrison**  
*Director*

1 Angel Court  
London  
EC2R 7HJ

20 June 2023

**Profit and loss account**  
*for the year ended 30 November 2022*

During the financial year and the preceding financial year, the company did not trade and received no income and incurred no expenditure. Consequently, during those years the company made neither a profit nor a loss.

**Balance sheet**  
*at 30 November 2022*

	<i>Note</i>	<b>2022</b> <b>£'000</b>	<b>2021</b> <b>£'000</b>
<b>Creditors:</b> amounts falling due within one year	4	(4,312)	(4,312)
<b>Net liabilities</b>		<u>(4,312)</u>	<u>(4,312)</u>
<b>Capital and reserves</b>			
Called up share capital	5	300	300
Profit and loss account		<u>(4,612)</u>	<u>(4,612)</u>
<b>Shareholders' deficit – equity</b>		<u>(4,312)</u>	<u>(4,312)</u>

The company has remained dormant throughout the year.

For the year ended 30 November 2022 the company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies.

Directors' responsibilities:

- The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476; and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

These financial statements were approved by the board of directors on 20 June 2023 and were signed on its behalf by:



**J Lee**  
*Director*

Registered number: 2804493

## Notes

*(forming part of the financial statements)*

### 1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

#### ***Basis of preparation***

The company is a private limited company, incorporated and domiciled in the United Kingdom.

The financial statements are presented in sterling, rounded to the nearest thousand. They are prepared on a going concern basis and under the historical cost convention. The principal accounting policies applied in the preparation of these financial statements are set out below, and, unless otherwise stated, these policies have been consistently applied to all the periods presented.

The company shareholders have confirmed that they will continue to provide financial support to the company for the foreseeable future and for at least 12 months from the date of approval of these financial statements. Accordingly the financial statements have been prepared on the going concern basis.

These financial statements have been prepared in accordance with United Kingdom Accounting Standards, in particular, Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (FRS 102) and, the Companies Act 2006 (the Act) as applicable to companies using FRS 102.

The principle disclosure exemptions adopted by the company in accordance with FRS 102 are as follows:

- Statement of cash flows;
- Certain financial instrument disclosures;
- Disclosure of key management personnel compensation;
- Disclosures in respect of related party transactions entered into between fellow group companies (the company has no other related party transactions); and
- Roll-forward reconciliations in respect of share capital.

The preparation of financial statements in conformity with FRS 102 requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates.

## Notes (continued)

### 2 Directors remuneration

No remuneration was paid to directors in the year (2021: £nil).

### 3 Taxation

There is no corporation tax payable in the current and preceding year.

### 4 Creditors: amounts falling due within one year

	2022 £000	2021 £000
Loan stock 2003 repayable other than by instalments	4,312	4,312

The loan stock was secured by debentures creating fixed and floating charges over the company's property, assets and undertakings which have been entered into by the company in favour of Bupa Care Homes (GL) Limited and Nottcor 6 Limited, the company's direct shareholders. The charge was released by the holders of the loan stock in July 2000 and the loan stock is now unsecured. No interest is payable on the loan stock.

The company is unable to repay the loan stock and the owners of the loan stock (the company's shareholders) have confirmed that they will not require repayment until such time as the company has sufficient funds available to meet such payment.

### 5 Called up share capital

	2022 £000	2021 £000
<b>Authorised</b>		
Equity: 250,000 'A' ordinary shares of £1 each	250	250
Equity: 250,000 'B' ordinary shares of £1 each	250	250
	<u>500</u>	<u>500</u>
<b>Allotted, called up and fully paid</b>		
Equity: 150,050 'A' ordinary shares of £1 each	150	150
Equity: 150,050 'B' ordinary shares of £1 each	150	150
	<u>300</u>	<u>300</u>

There is no difference in the rights and obligations attaching to the 'A' and 'B' ordinary shares.

## **Notes** *(continued)*

### **6 Ultimate parent undertakings**

The company's share capital and loan stock 2003 is held in equal proportions by Bupa Care Homes (GL) Limited and Nottcor 6 Limited, the company's direct shareholders. Both companies are registered in England and Wales. The accounts for these two companies are available from the Registrar of Companies, Companies House, Crown Way, Cardiff, CF14 3UZ.

The ultimate holding company for Bupa Care Homes (GL) Limited is The British United Provident Association Limited. Both companies have their registered office at 1 Angel Court, London, EC2R 7HJ.

The ultimate holding company for Nottcor 6 Limited is Rehab and Mental Healthcare Group B.V., incorporated in the Netherlands. The ultimate controlling party is considered to be Waterland Private Equity by virtue of the company's ultimate parent company being majority owned by funds under the ownership and control of Waterland Private Equity. The registered office of Nottcor 6 Limited is 80 Hammersmith Road, London, W14 8UD.

**FULFORD GRANGE MEDICAL CENTRE LIMITED**  
(the "Company")

Written Resolution of the Board of Directors of the Company

We, the undersigned, being all the Directors of the Company RESOLVE under Chapter 2 of Part 13 of the Companies Act 2006 and the articles of association of the Company that:

**1. Director Interests**

- 1.1 The Directors confirmed that they did not have any interest in the business to declare in accordance with section 177 Companies Act 2006 (the "**Act**") or the Company's articles of association.

**2. Financial Statements for the year ended 30 November 2022**

- 2.1 A copy of the Company's Financial Statements for the year ended 30 November 2022 ('2022 Financial Statements') had been circulated to the Board of the Company for review and consideration.
- 2.2 It was noted the Company is a dormant company within the meaning of section 480 of the Companies Act 2006. In accordance with the aforesaid section, the Company has not appointed auditors.
- 2.3 The Board is asked to approve the Company's 2022 Financial Statements

**3. Resolutions**

- 3.1 After due and careful consideration IT WAS RESOLVED THAT the 2022 Financial Statements are approved and that Michael Harrison is authorised to sign the 2022 Accounts.



**Signatures of the Directors of the Company:**



.....  
Michael Harrison  
Date: 20 June 2023



.....  
David Hall  
Date: 20 June 2023



.....  
James Lee  
Date: 20 June 2023

**Private and confidential**

The Directors  
Fulford Grange Medical Centre Limited  
1 Angel Court  
London  
EC2R 7HJ

20 June 2023

Dear Sirs

I am writing on behalf of the board of Nottcor 6 Limited to confirm that it is our intention not to call for payment of debts due from Fulford Grange Medical Centre Limited until such time as that company has sufficient funds available to meet such payment.

Yours faithfully



**J Lee**  
**Director**  
**For and on behalf of Nottcor 6 Limited**

**PRIORY GROUP UK 1 LIMITED**  
FIFTH FLOOR  
80 HAMMERSMITH ROAD  
LONDON  
W14 8UD

**Private and confidential**

The Directors  
Fulford Grange Medical Centre Limited  
1 Angel Court  
London  
EC2R 7HJ

20 June 2023

Dear Sirs

I am writing on behalf of the board of Priory Group UK 1 Limited to confirm that it is our intention to continue to provide financial support to Fulford Grange Medical Centre Limited to allow it to meet its liabilities, as they fall due, for a period of at least 12 months from the date of this letter.

Yours faithfully



**J Lee**  
**Director**  
**For and on behalf of the board of Priory Group UK 1 Limited**

**PRIORY GROUP UK 1 LIMITED**  
FIFTH FLOOR  
80 HAMMERSMITH ROAD  
LONDON  
W14 8UD