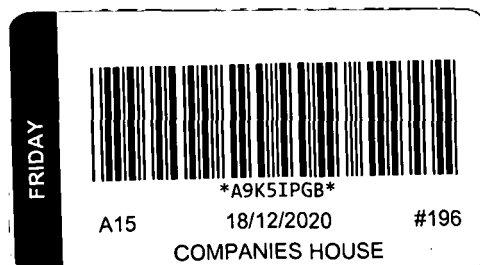


Registration number: 03425314

Barchester Assisted Living Properties (Southgate) Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2019



Barchester Assisted Living Properties (Southgate) Limited

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Barchester Assisted Living Properties (Southgate) Limited

Company Information

Directors	Pete Calveley
	Mark Hazlewood
	Michael O'Reilly
Company secretary	Michael O'Reilly
Registered office	3rd Floor, The Aspect 12 Finsbury Square London EC2A 1AS
Auditor	KPMG LLP Chartered Accountants Salt Quay House 6 North East Quay Plymouth PL4 0HP

Barchester Assisted Living Properties (Southgate) Limited

Directors' Report for the Year Ended 31 December 2019

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

Principal activity

The principal activity of Barchester Assisted Living Properties (Southgate) Limited ("the Company") is the sale of sheltered housing to the frail and elderly on long leases. The Company refer to the assets on long leases as Close Care Units (CCU). Care and property services are provided by other companies within the Grove group ("Group").

Business review

The results for the year are set out in the profit and loss account on page 8. The Directors are satisfied with the Company's results.

The Company operates under the Barchester group brand. Barchester commands a leading position in the UK long term care sector. The business provides in excess of 12,000 registered beds, spread across its portfolio of over 200 high quality services (including nursing homes and domiciliary care) and 6 hospitals with a national footprint across the UK, the largest proportion located within London and the South East and the remainder evenly spread through the UK. Barchester has a significant number of private pay residents.

The key performance measures that the Board use to monitor Barchester's progress against its objectives are:

- Quality of care, the health and well-being of our residents;
- Occupancy levels;
- Fee levels;
- EBITDA and EBITDA per bed;
- Margin; and
- Staff agency and cost.

Barchester's strategy is one of continued growth through extension of existing facilities, acquisitions of nursing homes of a suitable quality, and development of newly built care homes. Barchester is especially focused on the private pay market.

Barchester Assisted Living Properties (Southgate) Limited

Directors' Report for the Year Ended 31 December 2019 (continued)

Directors of the Company

The Directors who held office during the year were as follows:

Pete Calveley

Mark Hazlewood

Michael O'Reilly - Company secretary and director

Dividends

The Directors recommend no final dividend payment be made in respect of the financial year ended 31 December 2019 (2018: £nil).

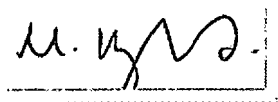
Going concern

The Directors have reasonable expectation that the Company has adequate resources to continue in operation for the foreseeable future. The Directors therefore believe that it is appropriate to prepare the financial statements on a going concern basis.

Disclosure of information to the auditor

Each Director has taken steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information. The Directors confirm that there is no relevant information that they know of and of which they know the auditor is unaware.

Approved by the Board on 15 September 2020 and signed on its behalf by:



Mark Hazlewood
Director

Barchester Assisted Living Properties (Southgate) Limited

Statement of Directors' Responsibilities in respect of the Directors' Report and the Financial Statements

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 the Directors 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 the 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 relating 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.

Barchester Assisted Living Properties (Southgate) Limited

Independent Auditor's Report to the Members of Barchester Assisted Living Properties (Southgate) Limited

Opinion

We have audited the financial statements of Barchester Assisted Living Properties (Southgate) Limited (the 'Company') for the year ended 31 December 2019, which comprise the Profit and Loss Account, Statement of Comprehensive Income, Balance Sheet, the 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 31 December 2019 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.

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.

Barchester Assisted Living Properties (Southgate) Limited

Independent Auditor's Report to the Members of Barchester Assisted Living Properties (Southgate) Limited (continued)

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.

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.

Directors' responsibilities

As explained more fully in their statement set out on page 4, 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.

Barchester Assisted Living Properties (Southgate) Limited

**Independent Auditor's Report to the Members of Barchester Assisted Living Properties
(Southgate) Limited (continued)**

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.

Ian Brokenshire

Ian Brokenshire (Senior Statutory Auditor)
For and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants

Salt Quay House
6 North East Quay
Plymouth
PL4 0HP

Date: 21 September 2020

Barchester Assisted Living Properties (Southgate) Limited

Profit and Loss Account for the Year Ended 31 December 2019

	Note	2019 £ 000	2018 £ 000
Turnover		590	1,125
Cost of sales		<u>(571)</u>	<u>(1,054)</u>
Operating profit		<u>19</u>	<u>71</u>
Profit before tax		19	71
Taxation	5	<u>-</u>	<u>-</u>
Profit for the financial year		<u><u>19</u></u>	<u><u>71</u></u>

The above results were derived from continuing operations.

Barchester Assisted Living Properties (Southgate) Limited

Statement of Comprehensive Income for the Year Ended 31 December 2019

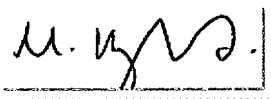
	2019	2018
	£ 000	£ 000
Profit for the year	<u>19</u>	<u>71</u>
Total comprehensive income for the year	<u><u>19</u></u>	<u><u>71</u></u>

Barchester Assisted Living Properties (Southgate) Limited

(Registration number: 03425314)
Balance Sheet as at 31 December 2019

	Note	2019 £ 000	2018 £ 000
Fixed assets			
Tangible assets	6	10	10
Current assets			
Debtors	7	944	933
Creditors: Amounts falling due within one year	8	<u>(1)</u>	<u>(94)</u>
Net current assets		<u>943</u>	<u>839</u>
Net assets		<u>953</u>	<u>849</u>
Capital and reserves			
Called up share capital	9	-	-
Profit and loss account		<u>953</u>	<u>849</u>
Total equity		<u>953</u>	<u>849</u>

Approved and authorised by the Board on 15 September 2020 and signed on its behalf by:



Mark Hazlewood
Director

Barchester Assisted Living Properties (Southgate) Limited

Statement of Changes in Equity for the Year Ended 31 December 2019

	Share capital £ 000	Profit and loss account £ 000	Total £ 000
At 1 January 2019	-	849	849
Profit for the year	-	19	19
Total comprehensive income	-	19	19
Capital contribution	-	85	85
At 31 December 2019	-	953	953

	Share capital £ 000	Profit and loss account £ 000	Total £ 000
At 1 January 2018	-	778	778
Profit for the year	-	71	71
Total comprehensive income	-	71	71
At 31 December 2018	-	849	849

The notes on pages 12 to 17 form an integral part of these financial statements.

Barchester Assisted Living Properties (Southgate) Limited

Notes to the Financial Statements for the Year Ended 31 December 2019

1 General information

The Company is a private company limited by share capital, incorporated in England and Wales.

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

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.

Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. The functional and presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £'000.

Basis of preparation

These financial statements have been prepared using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value.

There were no judgements or material estimation uncertainties affecting the reported financial performance in the current or prior year.

Summary of disclosure exemptions

As the Company is a wholly owned subsidiary of Grove Limited the Company has taken advantage of the disclosure exemptions contained in FRS 102 Section 1.12. By virtue of FRS 102 Section 33.1A the Company has not disclosed transactions or balances with wholly owned entities which form part of the Group.

Name of parent of group

These financial statements are consolidated in the financial statements of Grove Limited.

The financial statements of Grove Limited may be obtained from www.jerseyfsc.org.

Barchester Assisted Living Properties (Southgate) Limited

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

2 Accounting policies (continued)

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 Directors of Grove Limited (the Company's ultimate parent undertaking) have prepared cash flow forecasts for Grove Limited and its subsidiaries (the Group) for a period of 15 months from the date of approval of these financial statements. These forecasts indicate that, taking account of reasonably possible downsides and the anticipated impact of COVID-19 on the operations and its financial resources, the Group, including its subsidiaries, will have sufficient funds to meet liabilities as they fall due for that period.

A base case forecast has been prepared which takes into account the impact of COVID-19 to date and includes updated assumptions and expectations in relation to occupancy of the Group's care homes that are owned, leased and operated. Occupancy levels within homes are the primary driver for the Group's income generation. The base case forecasts a steady but prudent on-going rise in occupancy based on historic and current post-Covid data and appropriate assumptions for future fee increases. The base case is predicated on homes being in a significantly more prepared state for any second spikes.

A separate forecast reflecting a severe but plausible downside scenario has been prepared. This scenario assumes no increases in occupancy over the forecast period to December 2021 and also more prudent assumptions on any future fee increases. Both forecasts demonstrate that the Group will continue to have sufficient available cash resources for the forecast period up to the year ending 31 December 2021. In addition to the forecast cash resources available, the Group also has access to a £20m banking facility which is not expected to be drawn down during the period to 31 December 2021 under either the base case or severe but plausible downside scenario. There are also a number of further mitigating options available to management, such as a reduction in discretionary capital expenditure, should they be needed.

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.

Revenue recognition

Turnover relates to the income received from the sale of close care units, and arises entirely in the United Kingdom.

Where a lease is granted in respect of property, revenue is recognised where the risks and rewards of ownership are transferred to the lessee and where recovery is reasonably certain.

Tax

The tax expense for the period comprises current tax. Tax is recognised in profit or loss, except that a charge attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company operates and generates taxable income.

Barchester Assisted Living Properties (Southgate) Limited

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

2 Accounting policies (continued)

Tangible assets

Tangible assets is stated in the statement of financial position at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of tangible assets includes directly attributable incremental costs incurred in their acquisition and installation.

Depreciation

Depreciation is provided to write off the cost less the estimated residual value of tangible fixed assets by equal instalments over their estimate useful economic lives.

Asset class

Depreciation method and rate

Land

No depreciation is provided on freehold land

Freehold Buildings

Straight line over 50 years

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

3 Directors' remuneration

The Company had no employees other than Directors (2018: Nil). The Directors received remuneration for services to Barchester Healthcare Homes Limited of which Barchester Assisted Living Properties (Southgate) Limited is a subsidiary undertaking, however the proportion attributable to their services to Barchester Assisted Living Properties (Southgate) Limited is not separately identifiable.

4 Auditor's remuneration

The remuneration of the auditor in the current year was borne by another Group company. The estimate for the current year is £4,000 (2018: £4,000).

Barchester Assisted Living Properties (Southgate) Limited

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

5 Taxation

The tax charge for the year in the profit and loss account is £Nil (2018: £Nil).

The tax on profit before tax for the year is lower than the standard rate of corporation tax in the UK (2018 - lower than the standard rate of corporation tax in the UK) of 19% (2018 - 19%).

The differences are reconciled below:

	2019 £ 000	2018 £ 000
Profit before tax	19	71
Corporation tax at standard rate	4	13
Tax decrease arising from group relief	(20)	(50)
Tax increase from transfer pricing adjustments	16	37
Total tax charge/(credit)	-	-

6 Tangible assets

	Land and buildings £ 000	Total £ 000
Cost or valuation		
At 1 January 2019	10	10
At 31 December 2019	10	10
Depreciation		
At 1 January 2019	-	-
At 31 December 2019	-	-
Carrying amount		
At 31 December 2019	10	10
At 31 December 2018	10	10

Included within the net book value of land and buildings above is £10,000 (2018 - £10,000) in respect of freehold land and buildings.

Barchester Assisted Living Properties (Southgate) Limited

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

7 Debtors

	2019 £ 000	2018 £ 000
Amounts owed by related parties	944	933
	<u>944</u>	<u>933</u>

Amounts due from related parties stated above are legally due on demand and are thus recoverable within one year. It is not expected that a demand for these amounts will be made within the next year.

8 Creditors

	2019 £ 000	2018 £ 000
Due within one year		
Amounts due to related parties	-	86
Other payables	1	1
Accrued expenses	-	7
	<u>1</u>	<u>94</u>

Amounts due to related parties are legally due on demand and are thus due within one year. It is not expected that a demand for these amounts will be made within the next year.

9 Share capital

Allotted, called up and fully paid shares

	2019		2018	
	No.	£	No.	£
Ordinary shares of £1 each	<u>2</u>	<u>2</u>	<u>2</u>	<u>2</u>

10 Commitments

Close care units

The Company has committed to repurchase some close care units. The Directors do not envisage any impairment of the recoverable value of the underlying properties and are consequently of the opinion that no loss should be recognised by the Company in relation to these commitments.

The total of these commitments not provided in the financial statements was £495,000 (2018 - £256,500).

Barchester Assisted Living Properties (Southgate) Limited

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

11 Parent and ultimate parent undertaking

The Company's immediate parent is Barchester Healthcare Homes Limited, incorporated in England and Wales.

The ultimate parent is Grove Limited, incorporated in Jersey.

The most senior parent entity producing publicly available financial statements is Grove Limited. Its financial statements are available upon request from www.jerseyfsc.org.

Relationship between entity and parents

The parent of the largest group in which these financial statements are consolidated is Grove Limited, incorporated in Jersey.

The address of Grove Limited is:

13 Castle Street
St Helier
Jersey
JE1 1ES

The parent of the smallest group in which these financial statements are consolidated is Barchester Healthcare Limited, incorporated in England and Wales.

The address of Barchester Healthcare Limited is:

3rd Floor, The Aspect
12 Finsbury Square
London
EC2A 1AS