

COMPANY REGISTRATION NUMBER: 04152700

Normanby Healthcare (Holdings) Limited
Unaudited Annual Report and Financial Statements
31 December 2022



Normanby Healthcare (Holdings) Limited

Annual Report and Financial Statements

Year ended 31 December 2022

Contents	Page
Officers and Professional Advisers	1
Directors' Report	2
Statement of Comprehensive Income	4
Statement of Financial Position	5
Statement of Changes in Equity	6
Notes to the Annual Report and Financial Statements	7

Normanby Healthcare (Holdings) Limited

Officers and Professional Advisers

The Board of Directors

John Cavill
Carl Dix

Company Secretary

Infrastructure Managers Limited

Registered Office

Cannon Place
78 Cannon Street
London
EC4N 6AF

Bankers

Royal Bank of Scotland Plc
Level 5
135 Bishopsgate
London
EC2M 3UR

Normanby Healthcare (Holdings) Limited

Directors' Report

Year ended 31 December 2022

The directors present their report and the unaudited Annual Report and Financial Statements of Normanby Healthcare (Holdings) Limited ("the Company") for the year ended 31 December 2022.

Principal Activities

The principal activity of the Company is that of a holding company to Normanby Healthcare (Projects) Limited which provides and operates a community hospital in Sedgefield.

Performance Review

The profit for the financial year, after taxation, amounted to £107,681 (2021: £70,842).

The profit for the financial year will be transferred to reserves.

The directors are satisfied with the overall performance of the Company and do not foresee any significant change in the Company's activities in the coming financial year.

Key Performance Indicators

In its role as a holding company there are no key performance indicators for the directors to monitor. However, from a group point of view the performance of the investment is assessed every six months by testing the cash resources against the bank lending covenants. The key indicator being the debt service cover ratio. The investment has been compliant with the covenants laid out in the Group loan agreement.

Climate Change

The directors recognise that it is important to disclose their view of the impact of climate change on the company. As a holding company, the company itself does not trade. The company's subsidiary holds key operational contracts which are long-term and with a small number of known counterparties. In most cases, the cash flows from these contracts can be predicted with reasonable certainty for at least the medium-term. Having considered the company's operations, including the operations of its subsidiary, its contracted rights and obligations and forecast cash flows, there is not expected to be a significant impact upon the company's operational or financial performance arising from climate change.

Going Concern

Cash flow forecasts are prepared for the underlying investment looking over the expected life of the asset and so including the 12 month period from the date the financial statements are signed. In drawing up these forecasts, the directors have made assumptions based upon their view of the current and future economic conditions that will prevail over the forecast period.

The Company's cash flows are dependent on the performance of its investment. After reviewing the performance of the investment, which is done on a regular basis, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

In light of this, the directors continue to adopt the going concern basis of accounting in preparing the Company's annual financial statements.

Normanby Healthcare (Holdings) Limited

Directors' Report *(continued)*

Year ended 31 December 2022

Directors

The directors who served the Company during the year and up to the date of this report was as follows:

John Cavill	(Appointed 16 March 2023)
Carl Dix	(Appointed 31 January 2023)
Bryan Acutt	(Resigned 16 March 2023)

Dividends

Particulars of dividends paid are detailed in note 9 to the financial statements.

Qualifying Third Party Indemnity Provisions

During the year, and at the date of this report, the Company has in place qualifying third party indemnity provisions for the benefit of its directors.

Small Company Provisions

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

This report was approved by the board of directors on 26 September 2023 and signed by order of the board by:



Mike Forrest on behalf of Infrastructure Managers Limited
Company Secretary

Normanby Healthcare (Holdings) Limited

Statement of Comprehensive Income

Year ended 31 December 2022

	Note	2022 £	2021 £
Income from shares in Group undertakings	5	107,681	70,842
Interest receivable and similar income	6	82,672	85,938
Interest payable and similar expenses	7	(82,672)	(85,938)
Profit Before Taxation		107,681	70,842
Tax on profit	8	<u>—</u>	<u>—</u>
Profit for the Financial Year and Total Comprehensive Income		<u>107,681</u>	<u>70,842</u>

All the activities of the Company are from continuing operations.

The notes on pages 7 to 12 form part of these Financial Statements.

Normanby Healthcare (Holdings) Limited

Statement of Financial Position

As at 31 December 2022

	Note	2022 £	2021 £
Fixed Assets			
Investments	10	1	1
Current Assets			
Debtors: amounts falling due within one year	11	99,317	89,674
Debtors: amounts falling due after more than one year	11	489,926	564,741
Cash at bank and in hand		640	640
		<u>589,883</u>	<u>655,055</u>
Creditors: amounts falling due within one year	12	<u>(98,894)</u>	<u>(89,251)</u>
Net Current Assets		<u>490,989</u>	<u>565,804</u>
Total Assets Less Current Liabilities		<u>490,990</u>	<u>565,805</u>
Creditors: amounts falling due after more than one year	13	<u>(489,926)</u>	<u>(564,741)</u>
Net Assets		<u>1,064</u>	<u>1,064</u>
Capital and Reserves			
Called up share capital	14	1,000	1,000
Retained earnings	15	64	64
Total Shareholders' Funds		<u>1,064</u>	<u>1,064</u>

For the year ending 31 December 2022 the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

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

The Financial Statements were approved by the board of directors and authorised for issue on 26 September 2023, and are signed on behalf of the board by:



Carl Dix
Director

Company registration number: 04152700

The notes on pages 7 to 12 form part of these Financial Statements.

Normanby Healthcare (Holdings) Limited

Statement of Changes in Equity

Year ended 31 December 2022

		Called up share capital £	Retained earnings £	Total £
At 1 January 2021		1,000	64	1,064
Profit for the financial year		—	70,842	70,842
Total Comprehensive Income for the Year		—	70,842	70,842
Dividends paid and payable	9	—	(70,842)	(70,842)
Total Investments by and Distributions to Owners		—	(70,842)	(70,842)
At 31 December 2021		1,000	64	1,064
Profit for the financial year		—	107,681	107,681
Total Comprehensive Income for the Year		—	107,681	107,681
Dividends paid and payable	9	—	(107,681)	(107,681)
Total Investments by and Distributions to Owners		—	(107,681)	(107,681)
At 31 December 2022		<u>1,000</u>	<u>64</u>	<u>1,064</u>

The notes on pages 7 to 12 form part of these Financial Statements.

Normanby Healthcare (Holdings) Limited

Notes to the Annual Report and Financial Statements

Year ended 31 December 2022

1. General Information

Normanby Healthcare (Holdings) Limited ("the Company") is a private company limited by shares and is incorporated and domiciled in England and Wales. The address of its registered office is Cannon Place, 78 Cannon Street, London, EC4N 6AF.

The principal activity of the Company is that of a holding company to Normanby Healthcare (Projects) Limited which provides and operates a community hospital in Sedgfield.

The Company's functional and presentation currency is the pound sterling.

2. Statement of Compliance

The individual financial statements of Normanby Healthcare (Holdings) Limited have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland ("FRS 102") and the Companies Act 2006.

3. Accounting Policies

(a) Basis of preparation

These financial statements are prepared on a going concern basis, under the historical cost convention, as modified by the revaluation of certain financial assets and liabilities.

The preparation of financial statements in conformity with FRS 102 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 further in the accounting policies.

The accounting policies stated below have been consistently applied to the years presented, unless otherwise stated.

(b) Going concern

Cash flow forecasts are prepared for the underlying investment looking over the expected life of the asset and so including the 12 month period from the date the financial statements are signed. In drawing up these forecasts, the directors have made assumptions based upon their view of the current and future economic conditions that will prevail over the forecast period.

The Company's cash flows are dependent on the performance of its investment. After reviewing the performance of the investment, which is done on a regular basis, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

In light of this, the directors continue to adopt the going concern basis of accounting in preparing the Company's annual financial statements.

Normanby Healthcare (Holdings) Limited

Notes to the Annual Report and Financial Statements *(continued)*

Year ended 31 December 2022

3. Accounting Policies *(continued)*

(c) Disclosure exemptions

The entity satisfies the criteria of being a qualifying entity as defined in FRS 102. Its financial statements are consolidated into the financial statements of BIIF Holdco Limited which can be obtained from the Company Secretary at Cannon Place, 78 Cannon Street, London, EC4N 6AF. As such, advantage has been taken of the following disclosure exemptions available under FRS 102:

- (a) No cash flow statement has been presented for the Company.
- (b) The disclosures required by Sections 11 and 12 of FRS 102 (Basic Financial Instruments and Other Financial Instruments Issues respectively).

The Company is wholly owned by BIIF Holdco Limited and has taken advantage of the exemption in section 33 of FRS 102 'Related Party Disclosures', that allows it not to disclose transactions with wholly owned members of a group.

(d) Consolidation

The company is a wholly-owned subsidiary of BIIF Holdco Limited, a company incorporated in England and Wales. In accordance with Section 400 of the Companies Act 2006, is not required to produce, and has not published, consolidated financial statements.

(e) Judgments and key sources of estimation uncertainty

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

Key sources of estimation uncertainty

Accounting estimates and assumptions are made concerning the future and, by their nature, will rarely equal the related actual outcome. The key assumptions and other sources of estimation uncertainty are as follows:

i) Impairment of assets

The carrying value of those assets recorded in the Company's Statement of Financial Position, at amortised cost less any impairment losses, could be materially reduced where circumstances exist which might indicate that an asset has been impaired and an impairment review is performed. Impairment reviews consider the fair value and/or value in use of the potentially impaired asset or assets and compare that with the carrying value of the asset or assets in the Statement of Financial Position. Any reduction in value arising from such a review would be recorded in the Statement of Comprehensive Income. Impairment reviews involve the significant use of assumptions. Consideration has to be given as to the price that could be obtained for the asset or assets, or in relation to a consideration of value in use, estimates of the future cash flows that could be generated by the potentially impaired asset or assets, together with a consideration of an appropriate discount rate to apply to those cash flows.

Normanby Healthcare (Holdings) Limited

Notes to the Annual Report and Financial Statements *(continued)*

Year ended 31 December 2022

3. Accounting Policies *(continued)*

(f) Income tax

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the statement of comprehensive income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively.

Current or deferred taxation assets and liabilities are not discounted.

i) Current Tax

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(g) Investments

Fixed asset investments are initially recorded at cost, and subsequently stated at cost less any accumulated impairment losses.

(h) Impairment of fixed assets

A review for indicators of impairment is carried out at each reporting date, with the recoverable amount being estimated where such indicators exist. Where the carrying value exceeds the recoverable amount, the asset is impaired accordingly. Prior impairments are also reviewed for possible reversal at each reporting date.

For the purposes of impairment testing, when it is not possible to estimate the recoverable amount of an individual asset, an estimate is made of the recoverable amount of the cash-generating unit to which the asset belongs. The cash-generating unit is the smallest identifiable group of assets that includes the asset and generates cash inflows that largely independent of the cash inflows from other assets or groups of assets.

4. Particulars of Employees and Directors

The average number of persons employed by the Company during the financial year amounted to nil (2021: nil). The directors are not employed by the Company and did not receive any remuneration from the Company during the year (2021: £nil).

5. Income from Shares in Group Undertakings

	2022	2021
	£	£
Dividends from Group undertakings	<u>107,681</u>	<u>70,842</u>

Normanby Healthcare (Holdings) Limited

Notes to the Annual Report and Financial Statements *(continued)*

Year ended 31 December 2022

6. Interest Receivable and Similar Income

	2022 £	2021 £
Interest from Group undertakings	<u>82,672</u>	<u>85,938</u>

7. Interest Payable and Similar Expenses

	2022 £	2021 £
Interest due to Group undertakings	<u>82,672</u>	<u>85,938</u>

8. Tax on Profit

Reconciliation of tax income

The tax assessed on the profit for the year is lower than (2021: lower than) the standard rate of corporation tax in the UK of 19% (2021: 19%).

	2022 £	2021 £
Profit before taxation	<u>107,681</u>	<u>70,842</u>
Profit before taxation by rate of tax	<u>20,459</u>	<u>13,460</u>
Tax exempt income	<u>(20,459)</u>	<u>(13,460)</u>
Total tax credit	<u>—</u>	<u>—</u>

9. Dividends

Dividends paid during the year (excluding those for which a liability existed at the end of the prior year):

	2022 £	2021 £
Dividends on equity shares £107.68 per share (2021: £70.84)	<u>107,681</u>	<u>70,842</u>

10. Investments

	Shares in group undertakings £
Cost	
At 1 January 2022 and 31 December 2022	<u>1</u>
Impairment	
At 1 January 2022 and 31 December 2022	<u>—</u>
Carrying amount	
At 31 December 2022	<u>1</u>
At 31 December 2021	<u>1</u>

Normanby Healthcare (Holdings) Limited

Notes to the Annual Report and Financial Statements *(continued)*

Year ended 31 December 2022

10. Investments *(continued)*

The company owns 100% of the issued share capital of Normanby Healthcare (Projects) Limited which is registered at Cannon Place, 78 Cannon Street, London, EC4N 6AF.

	2022	2021
	£	£
Aggregate capital and reserves	1,457,547	1,009,992
Profit for the year	197,344	110,820

The carrying value of the investment is supported by the net assets of the subsidiary.

11. Debtors

Debtors amounts falling due within one year are as follows:

	2022	2021
	£	£
Amounts owed by Group undertakings	<u>99,317</u>	<u>89,674</u>

Debtors amounts falling due after more than one year are as follows:

	2022	2021
	£	£
Amounts owed by Group undertakings	<u>489,926</u>	<u>564,741</u>

Amounts owed by Group undertakings comprise of loan stock and accrued interest.

£1,040,000 Unlisted Unsecured Subordinated Loan Stock 2028 was acquired by the Company on 21 December 2006. Of the total acquired, £686,140 bears interest at a rate of 15.5% and £353,860 bears interest at 10%. The loan is repayable under an instalment scheme over the term of the project, ceasing in July 2031. At the year-end £564,741 (2021: £630,561) was outstanding, with £74,815 (2021: £65,820) being due within one year. The loan stock is unsecured and in the event of the Company winding up, it would rank alongside ordinary debtors.

The interest on the principal amount accrues daily and is payable in cash on 30 September and 31 March each year. At the year end £24,002 (2021: £23,354) of interest was outstanding, all due within one year.

12. Creditors: amounts falling due within one year

	2022	2021
	£	£
Amounts owed to Group undertakings	<u>98,894</u>	<u>89,251</u>

The amounts owed to Group undertakings include loan stock £74,815 (2021: £65,820), loan stock accrued interest of £24,002 (2021: £23,354) and group tax relief £77 (2021: £77). The loan stock interest and group tax relief are not interest bearing and are repayable on demand. The loan stock is repayable under an instalment scheme over the term of the project, which ceases on 19 July 2031. The loan stock is unsecured and in the event of the company winding up it would rank alongside ordinary creditors.

Normanby Healthcare (Holdings) Limited

Notes to the Annual Report and Financial Statements *(continued)*

Year ended 31 December 2022

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

	2022	2021
	£	£
Amounts owed to Group undertakings	<u>489,926</u>	<u>564,741</u>

In December 2006, the Company issued £1,040,000 Unlisted Unsecured Subordinated Loan Stock 2028, being £686,140 at an interest rate 15.5% and £353,860 at an interest rate of 10%. The interest on the principal amount accrues daily and is payable in cash on 30 September and 31 March each year. Interest is charged to the profit and loss account as interest payable. The loan is repayable under the instalment scheme over the term of the project commencing 30 September 2006 and ceasing on 19 July 2031. In the event of the Company winding up the Loan Stock would rank alongside ordinary creditors. The balance of the loans as at 31 December 2022 was £489,926 (2021: £564,741).

14. Called Up Share Capital

Issued, called up and fully paid

	2022		2021	
	No.	£	No.	£
Ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>

There is a single class of ordinary share. There are no restrictions on the distribution of dividends and the repayment of capital.

15. Reserves

Retained earnings records retained earnings and accumulated losses.

16. Controlling Party

The immediate parent undertaking is Normanby Healthcare Group (Holdings) Limited.

The intermediate parent undertaking is BIIF Holdco Limited, which is the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of BIIF Holdco Limited consolidated financial statements can be obtained from the Company Secretary at Cannon Place, 78 Cannon Street, London, EC4N 6AF.

The ultimate parent and controlling party is BIIF L.P. BIIF L.P. is owned by a number of investors with no one investor having individual control.