

Registration number: 12278160

Barchester Finco 2019 Limited

Annual Report and Consolidated Financial Statements

for the Year Ended 31 December 2022

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Barchester Finco 2019 Limited

Company Information

| | |
|--------------------------|---|
| Directors | Mike O'Reilly Pete Calveley Mark Hazlewood |
| Company Secretary | Mike O'Reilly |
| Registered office | 3rd Floor, The Aspect 12 Finsbury Square London EC2A 1AS |
| Auditor | KPMG LLP Chartered Accountants Quayside House 110 Quayside Newcastle upon Tyne NE1 3DX |

Barchester Finco 2019 Limited

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Barchester Finco 2019 Limited

Strategic Report for the Year Ended 31 December 2022

The directors present their strategic report for the year ended 31 December 2022.

Principal activity

The principal activity of the Company is that of an investment holding company. The core principal activity of the Company's subsidiary undertakings is the operation and leasing of care homes within the Grove Limited group ("the Group").

Fair review of the business

Total revenue increased by £4.0m (7.3%) to £58.6m in the year (2021: £54.7m).

Revenue from bed fees increased by £3.4m (6.1%) to £58.0m largely as a result of fee rate inflation.

Rental income from investment property was £0.6m in the year (2021: nil). One home which was previously closed for refurbishment has now reopened and is being leased to another operating company within the Group.

Operating profit decreased by £3.6m to £1.2m (2021: operating profit of £4.8m). The movement in operating profit year on year can be explained as follows:

- a £3.4m increase in EBITDAR (which is explained further below);
- a £6.4m unfavourable swing in the property valuation adjustment taken to profit and loss;
- a £0.3m increase in the depreciation charge; and
- a £0.2m increase in rent.
- a £0.1m increase in the loss on disposal of fixed assets.

EBITDAR has increased to £21.0m (2021: £17.6m). This has been driven by fee rate inflation and gains in labour efficiency offset by increases to labour pay rates, agency usage and other home costs.

Government grant income of £3.2m has been recognised in the year. All of this came from the Infection Control Fund from central government, a financial package designed to assist the sector in preventing the spread of COVID-19 through various measures such as the promotion of single site working.

The larger COVID-19 related costs that the Group has incurred during the year include £1.6m across agency and recruitment to maintain the staff rotas, £0.3m of sick pay and £0.1m of PPE. Other additional costs incurred as a result of the pandemic include the purchase of additional cleaning materials, communication costs, training costs and the cost of additional staff hours for testing.

The Group's freehold land and buildings were revalued in the year. This has resulted in a reduction in valuation of £14.5m to £111.7m. Of the £14.5m net reduction in valuation, £1m has been recognised as a deficit on revaluation through the statement of comprehensive income. The balance of £13.5m has been debited to the profit and loss account. This debit has been included within operating costs and therefore results in a decrease to operating profit.

During the year, one residential care home was transferred from property, plant and equipment to investment properties as it is now leased to another operating company within the Group. The home was valued during the period, resulting in an increase in valuation of £5.0m to £13.3m. This increase has been credited to the profit and loss account. The credit has been included within operating costs and therefore results in an increase to operating profit.

Barchester Finco 2019 Limited

Strategic Report for the Year Ended 31 December 2022

Principal risks and uncertainties & key performance indicators

The Board analyse key risks to the business and monitor exposure to these risks through a series of Key Performance Indicators (KPIs). These KPIs are reviewed to ensure that the Group is achieving its principal objectives of providing the highest quality of care for residents and patients, at the same time ensuring that the infrastructure is as fully and efficiently utilised as possible to provide appropriate returns to shareholders.

The key risks identified are as follows:

Clinical quality risk

We are committed to the need to provide a consistent level of care. We have invested in a number of key areas to monitor care provision, including a specialist dementia team, clinical development nurses and a more rigorous programme of quality inspections. The business operates sophisticated levels of performance monitoring with regular reporting to senior management and the Board of any potential issues. In addition, a comprehensive programme of service audits is undertaken across all homes with reports and resulting action plans being the subject of comprehensive review. Perhaps most importantly, the Board encourages a culture of reporting any minor concerns from staff, residents and relatives, all of which are appropriately investigated. There is increased awareness of regulatory changes at Board level and regular briefing updates are being used to ensure appropriate knowledge transfer to staff throughout the business.

KPIs used:

regulatory compliance (both internal and external);
various indicators of clinical well-being; and
number of hours for staffing (employed and agency).

Health & Safety

We understand the need to provide a safe environment for our staff, residents, their guests or anyone else on our premises. Everyone in our business has accountability for health and safety, and they are given the necessary tools (including training, safety equipment and resources) to operate safely. Compliance is organised and monitored through a dedicated health and safety team across the business.

KPIs used:

notifiable accident frequency; and
accident statistics.

Barchester Finco 2019 Limited

Strategic Report for the Year Ended 31 December 2022

Public spending policy

Continued pressure is being exerted to reduce Government and Local Authority spending, which is manifesting itself increasingly in the fees being paid for the care of funded residents not keeping pace with the increase to our cost base. To mitigate this, we undertake robust fee negotiations with the public sector and also focus more on the provision of space to privately funded individuals.

KPIs used:
average fee rates; and
occupancy rates and mix.

Employment of staff

Our business thrives on the skills and expertise of the staff we employ. The shortage of appropriate labour is a potential risk to the business, this is particularly acutely felt with the national shortage of qualified nursing staff. In order to mitigate this risk, the business has a proactive Human Resources and Recruitment team.

Continuity of service and care provided to residents is vitally important to the business. In order to ensure high quality care is provided it is necessary for the business to employ well trained staff and to encourage strong staff retention. To ensure staff have appropriate skills, the business provides on-going statutory and mandatory training to all resident facing staff. Development opportunities are identified and promoted throughout the business to continue to develop staff and encourage staff retention.

In addition, the business has procedures in place to ensure continued compliance with UKBA regulations.

KPIs used:
staff turnover;
staff training statistics; and
number of hours for staffing (employed and agency).

Cost base inflation

The principal costs for the successful operation of the business include staff costs, energy and food. All of these areas are subject to on-going cost pressures in advance of inflation. In order to mitigate these areas, we have a well organised procurement process to source energy and food at the best possible rates. We have a well organised operational structure to ensure that labour is employed as effectively as possible.

KPIs used:
EBITDA and EBITDAR per bed;
labour hours per resident per day; and
costs per resident per day.

Occupancy

An inability to maintain and grow occupancy levels of both private and local authority funded residents is a potential risk to the business. In order to mitigate this risk, we have a proactive Sales and Marketing team who work alongside the operational team to monitor and review occupancy levels.

KPIs used:
occupancy rates and mix; and
enquiry conversion rates.

Barchester Finco 2019 Limited

Strategic Report for the Year Ended 31 December 2022

Future Prospects

The Grove Group has traded strongly throughout 2022, and, as at the balance sheet date, has a strong balance sheet and significant cash reserves.

Our commitment to pay our staff above the National Living Wage increased our cost base at the time, and will continue to do so as this increases in line with government promises. We also acknowledge that we will continue to experience inflationary increases across the rest of our cost base, particularly energy and food, in the short term. Notwithstanding these trading pressures, with our consistent quality care delivery, specific focus on the private pay market and strong balance sheet, we are confident in the Group's continued further success. This includes the continuation of investment in the maintenance and enhancement of our existing estate as well as growing the business further through the opening of new, purpose-built premium care facilities.

Section 172 (1) statement

The Board of Directors of Barchester Finco 2019 Limited consider, both individually and together, that they have acted in the way they consider, in good faith, would be most likely to promote the success of the Group for the benefit of its members as a whole during the current period.

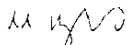
In doing so, the Directors have given regard to:

- The likely consequences of any decisions on the long-term;
- The interests of the Group's employees;
- The need to foster the Group's business relationships with suppliers, customers and others;
- The impact of the Group's operations on the community and the environment;
- The desirability of the Group maintaining a reputation for high standards of business conduct; and
- The need to act fairly as between members of the Group.

The Board considers and discusses information from across the organisation to help it understand the impact of the Group's operations, and the interests and views of our key stakeholders. It also reviews strategy, financial and operational performance as well as information covering areas such as key risks, and legal and regulatory compliance.

As a result of these activities, the Board has an overview of engagement with stakeholders, and other relevant factors, which enables the Directors to comply with their legal duty under section 172 of the Companies Act 2006.

Approved by the Board on 13 June 2023 and signed on its behalf by:



.....
Mark Hazlewood
Director

Barchester Finco 2019 Limited

Directors' Report for the Year Ended 31 December 2022

The directors present their report and the financial statements for the year ended 31 December 2022.

Directors of the group

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

Mike O'Reilly - Company secretary and director

Pete Calveley

Mark Hazlewood

Proposed dividend

The Directors do not recommend the payment of a dividend.

Going concern

The Directors have reasonable expectation that the Company has adequate resources to continue in operation for at least 12 months from the date of approval of these financial statements. The Directors therefore believe that it is appropriate to prepare the financial statements on a going concern basis. Further details are in note 2 to the financial statements.

Employment of disabled persons

It is Group policy to give fair consideration to the employment needs of disabled people and to comply with current legislation with regard to their employment. Wherever practicable, the Group continues to employ and promote the careers of existing employees who become disabled and to consider disabled persons for employment, subsequent training, career development and promotion on the basis of their aptitudes and abilities.

Employee involvement

The Directors recognise the importance of human resources. Practices to provide good communications and relations with employees include providing them with information on matters of concern to them as employees. Employees or their representatives are consulted on a regular basis so that their views can be taken into account in making decisions which are likely to affect their interests.

Barchester Finco 2019 Limited

Directors' Report for the Year Ended 31 December 2022

Greenhouse gas emissions, energy consumption and energy efficiency actions

Emissions and energy consumption

Summary of greenhouse gas emissions and energy consumption for the current and prior year:

| | | 2022 | 2021 |
|--------------------------|--------------------|--------------|--------------|
| Energy consumption | kWh | 14,502,970 | 15,670,975 |
| Greenhouse gas emissions | tCO ₂ e | <u>2,710</u> | <u>3,008</u> |

Summary of scope 1 (direct) greenhouse gas emissions for the current and prior year:

| | | | |
|--|--------------------|--------------|--------------|
| Emissions from combustion of gas | tCO ₂ e | 1,897 | 2,067 |
| Emissions from combustion of fuel for transport purposes | tCO ₂ e | <u>28</u> | <u>31</u> |
| | | <u>1,925</u> | <u>2,098</u> |

Summary of scope 2 (indirect) greenhouse gas emissions for the current and prior year:

| | | | |
|--------------------------------------|--------------------|------------|------------|
| Emissions from purchased electricity | tCO ₂ e | <u>732</u> | <u>871</u> |
|--------------------------------------|--------------------|------------|------------|

Summary of scope 3 (other indirect) greenhouse gas emissions for the current and prior year:

| | | | |
|---|--------------------|-----------|-----------|
| Emissions from business travel in rental cars or employee owned vehicles where company is responsible for purchasing the fuel | tCO ₂ e | <u>52</u> | <u>39</u> |
|---|--------------------|-----------|-----------|

Greenhouse gas emissions have been measured in accordance with the GHG Protocol Corporate Accounting and Reporting Standard.

Intensity ratio

tCO₂e per available bed

The intensity measurement calculated is tonnes of CO₂e per available bed. During the year ended 31 December 2022 this was 1.81% (2021 - 1.92%).

Barchester Finco 2019 Limited

Directors' Report for the Year Ended 31 December 2022

Energy efficiency actions

The following are actions delivered by the Grove Group in 2022:

- 130kWp increase in installed solar capacity with the completion of four new build systems. 26 care homes are now supplied with electricity which is generated through onsite solar panels. This brings the total installed solar capacity to 848kWp;
- Addition of four electric vehicle charging points bringing the total to 25 across the estate;
- LED lighting upgrades to a further 38 care homes offering estimated saving of 39 tCO₂ per annum. 188 care homes have now received LED lighting upgrades;
- Improved monitoring of water use through the installation of 20 data loggers on water meters bringing the total up to 191 care homes with this technology; and
- Completion of works to remove oil fuelled heating systems at two care homes offering estimated saving of 60 tCO₂ per annum.

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 13 June 2023 and signed on its behalf by:



.....
Mark Hazlewood
Director

Barchester Finco 2019 Limited

Statement of Directors' Responsibilities

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the Group and Parent Company 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 Group and Parent company and of their profit or loss for that period. In preparing each of the Group and Parent Company financial statements, the Directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and accounting 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; and
- assess the Group and Parent 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 Group or the Parent 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 Group and the Parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and the Parent 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 Group and to prevent and detect fraud and other irregularities.

Barchester Finco 2019 Limited

Independent Auditor's Report to the Members of Barchester Finco 2019 Limited

Opinion

We have audited the financial statements of Barchester Finco 2019 Limited (the 'company') for the year ended 31 December 2022, which comprise the Consolidated Profit and Loss Account, Consolidated Statement of Comprehensive Income, Consolidated Balance Sheet, Balance Sheet, Consolidated Statement of Changes in Equity, Statement of Changes in Equity, Consolidated Statement of Cash Flows 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 group's and of the parent company's affairs as at 31 December 2022 and of the group's loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; 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 group 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 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").

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 Company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Group or the Company's ability to continue as a going concern for the going concern period.

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 above conclusions are not a guarantee that the Group or the Company will continue in operation.

Barchester Finco 2019 Limited

Independent Auditor's Report to the Members of Barchester Finco 2019 Limited

Fraud and breaches of laws and regulations - ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of directors, the audit committee, internal audit and inspection of policy documentation as to the Group's high-level policies and procedures to prevent and detect fraud, including the internal audit function, and the Group's channel for "whistleblowing", as well as whether they have knowledge of any actual, suspected or alleged fraud.
- Reading Group Board minutes.
- Considering remuneration incentive schemes and performance targets for management and directors
- Using analytical procedures to identify any unusual or unexpected relationships.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.

As required by auditing standards, we perform procedures to address the risk of management override of controls and the risk of fraudulent revenue recognition, in particular the risk that bed fees are recorded in the wrong period.

We did not identify any additional fraud risks.

In determining the audit procedures we took into account the results of our evaluation and testing of the operating effectiveness of some of the Group-wide fraud risk management controls.

We also performed procedures including:

- Identifying journal entries and other adjustments to test based on risk criteria and comparing the identified entries to supporting documentation.
- Evaluated the business purpose of significant unusual transactions.
- Assessing significant accounting estimates for bias.

Barchester Finco 2019 Limited

Independent Auditor's Report to the Members of Barchester Finco 2019 Limited

Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience, and through discussion with the directors and other management (as required by auditing standards), and from inspection of the Company's regulatory and legal correspondence and discussed with the directors and other management the policies and procedures regarding compliance with laws and regulations.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

Firstly, the Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation, and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the Company is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation. We identified the following areas as those most likely to have such an effect: anti-bribery law, certain aspects of company legislation and Care Quality Commission regulation, recognising the financial and regulated nature of the Company's activities. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the directors and other management and inspection of regulatory and legal correspondence, if any. Therefore if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

Barchester Finco 2019 Limited

Independent Auditor's Report to the Members of Barchester Finco 2019 Limited

Strategic report and directors' report

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

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

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

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

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 8, 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 group and parent 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 group or the parent 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 Finco 2019 Limited

Independent Auditor's Report to the Members of Barchester Finco 2019 Limited

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

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



.....
Clare Partridge (Senior Statutory Auditor)
For and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants
Quayside House
110 Quayside
Newcastle upon Tyne
NE1 3DX

28 June 2023

Barchester Finco 2019 Limited

Consolidated Profit and Loss Account for the Year Ended 31 December 2022

| | Note | 2022 £ 000 | 2021 £ 000 |
|--|-------------|-----------------------|-----------------------|
| Turnover | 3 | 58,628 | 54,651 |
| Cost of sales | | <u>(51,218)</u> | <u>(48,146)</u> |
| Gross profit | | 7,410 | 6,505 |
| Administrative expenses | | (9,464) | (2,947) |
| Other operating income | 4 | <u>3,206</u> | <u>1,225</u> |
| Operating profit | 5 | <u>1,152</u> | <u>4,783</u> |
| Other interest receivable and similar income | | - | 5 |
| Interest payable and similar expenses | 7 | <u>(3,488)</u> | <u>(3,468)</u> |
| | | <u>(3,488)</u> | <u>(3,463)</u> |
| (Loss)/profit before tax | | (2,336) | 1,320 |
| Tax on (loss)/profit | 11 | <u>143</u> | <u>(3,573)</u> |
| Loss for the financial year | | <u><u>(2,193)</u></u> | <u><u>(2,253)</u></u> |
| Profit/(loss) attributable to: | | | |
| Owners of the company | | <u><u>(2,193)</u></u> | <u><u>(2,253)</u></u> |

The above results were derived from continuing operations.

Barchester Finco 2019 Limited

**Consolidated Statement of Comprehensive Income for the Year Ended 31 December
2022**


| | 2022 £ 000 | 2021 £ 000 |
|--|-----------------------------|-----------------------------|
| Loss for the year | (2,193) | (2,253) |
| Surplus on tangible assets revaluation | (959) | 393 |
| Deferred tax on tangible assets revaluation | 458 | (1,214) |
| | (501) | (821) |
| Total comprehensive income for the year | (2,694) | (3,074) |
| Total comprehensive income attributable to: | | |
| Owners of the company | (2,694) | (3,074) |

The notes on pages 21 to 41 form an integral part of these financial statements.

Barchester Finco 2019 Limited
(Registration number: 12278160)
Consolidated Balance Sheet as at 31 December 2022

| | Note | 2022 £ 000 | 2021 £ 000 |
|--|------|-----------------|-----------------|
| Fixed assets | | | |
| Intangible assets | 12 | 6,967 | 7,377 |
| Tangible assets | 13 | 135,023 | 148,951 |
| Investment property | 14 | 13,290 | - |
| | | <u>155,280</u> | <u>156,328</u> |
| Current assets | | | |
| Stocks | 16 | 91 | 94 |
| Debtors | 17 | 16,917 | 5,019 |
| Cash at bank and in hand | | 395 | 11,673 |
| | | <u>17,403</u> | <u>16,786</u> |
| Creditors: Amounts falling due within one year | 18 | <u>(98,994)</u> | <u>(96,132)</u> |
| Net current liabilities | | <u>(81,591)</u> | <u>(79,346)</u> |
| Total assets less current liabilities | | 73,689 | 76,982 |
| Creditors: Amounts falling due after more than one year | 18 | (69,300) | (69,300) |
| Provisions for liabilities | | <u>(15,858)</u> | <u>(16,457)</u> |
| Net liabilities | | <u>(11,469)</u> | <u>(8,775)</u> |
| Capital and reserves | | | |
| Revaluation reserve | | 3,625 | 3,786 |
| Retained earnings | | <u>(15,094)</u> | <u>(12,561)</u> |
| Equity attributable to owners of the company | | <u>(11,469)</u> | <u>(8,775)</u> |
| Shareholders' deficit | | <u>(11,469)</u> | <u>(8,775)</u> |

Approved and authorised by the Board on 13 June 2023 and signed on its behalf by:

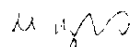

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Mark Hazlewood
Director

Barchester Finco 2019 Limited
(Registration number: 12278160)
Balance Sheet as at 31 December 2022

| | Note | 2022 £ 000 | 2021 £ 000 |
|--|------|------------------|-----------------|
| Fixed assets | | | |
| Investments | 15 | 107,747 | 107,747 |
| Current assets | | | |
| Debtors | 17 | 52,673 | 52,673 |
| Cash at bank and in hand | | 1 | 2 |
| | | <u>52,674</u> | <u>52,675</u> |
| Creditors: Amounts falling due within one year | 18 | <u>(101,375)</u> | <u>(97,836)</u> |
| Net current liabilities | | <u>(48,701)</u> | <u>(45,161)</u> |
| Total assets less current liabilities | | 59,046 | 62,586 |
| Creditors: Amounts falling due after more than one year | 18 | <u>(69,300)</u> | <u>(69,300)</u> |
| Net liabilities | | <u>(10,254)</u> | <u>(6,714)</u> |
| Capital and reserves | | | |
| Retained earnings | | <u>(10,254)</u> | <u>(6,714)</u> |
| Shareholders' deficit | | <u>(10,254)</u> | <u>(6,714)</u> |

The company made a loss after tax for the financial year of £3,540,000 (2021 - loss of £3,515,000).

Approved and authorised by the Board on 13 June 2023 and signed on its behalf by:



.....
Mark Hazlewood
Director

Barchester Finco 2019 Limited

Consolidated Statement of Changes in Equity for the Year Ended 31 December 2022
Equity attributable to the parent company

| | Share capital £ 000 | Revaluation reserve £ 000 | Profit and loss account £ 000 | Total equity £ 000 |
|----------------------------|--------------------------------|--|--|-------------------------------|
| At 1 January 2022 | - | 3,786 | (12,561) | (8,775) |
| Loss for the year | - | - | (2,193) | (2,193) |
| Other comprehensive income | - | (501) | - | (501) |
| Total comprehensive income | - | (501) | (2,193) | (2,694) |
| Transfers | - | 340 | (340) | - |
| At 31 December 2022 | - | 3,625 | (15,094) | (11,469) |

| | Share capital £ 000 | Revaluation reserve £ 000 | Profit and loss account £ 000 | Total equity £ 000 |
|----------------------------|--------------------------------|--|--|-------------------------------|
| At 1 January 2021 | - | 4,666 | (10,367) | (5,701) |
| Loss for the year | - | - | (2,253) | (2,253) |
| Other comprehensive income | - | (821) | - | (821) |
| Total comprehensive income | - | (821) | (2,253) | (3,074) |
| Transfers | - | (59) | 59 | - |
| At 31 December 2021 | - | 3,786 | (12,561) | (8,775) |

The notes on pages 21 to 41 form an integral part of these financial statements.

Barchester Finco 2019 Limited

Statement of Changes in Equity for the Year Ended 31 December 2022

| | Share capital £ 000 | Profit and loss account £ 000 | Total £ 000 |
|----------------------------|--------------------------------|--|------------------------|
| At 1 January 2022 | - | (6,714) | (6,714) |
| Loss for the year | - | (3,540) | (3,540) |
| Total comprehensive income | - | (3,540) | (3,540) |
| At 31 December 2022 | - | (10,254) | (10,254) |

| | Share capital £ 000 | Profit and loss account £ 000 | Total £ 000 |
|----------------------------|--------------------------------|--|------------------------|
| At 1 January 2021 | - | (3,199) | (3,199) |
| Loss for the year | - | (3,515) | (3,515) |
| Total comprehensive income | - | (3,515) | (3,515) |
| At 31 December 2021 | - | (6,714) | (6,714) |

The notes on pages 21 to 41 form an integral part of these financial statements.

Barchester Finco 2019 Limited

Consolidated Statement of Cash Flows for the Year Ended 31 December 2022

| | Note | 2022 £ 000 | 2021 £ 000 |
|--|------|-------------------|----------------------|
| Cash flows from operating activities | | | |
| Loss for the year | | (2,193) | (2,253) |
| Adjustments to cash flows from non-cash items: | | | |
| Depreciation and amortisation | 5 | 6,106 | 5,782 |
| Impairment loss on tangible fixed assets | | 13,508 | 2,104 |
| Changes in fair value of investment property | 14 | (4,998) | - |
| Loss/(profit) on disposal of tangible assets | | 92 | (4) |
| Finance income | | - | (5) |
| Finance costs | 7 | 3,488 | 3,468 |
| Income tax expense | 11 | (143) | 3,573 |
| | | <u>15,860</u> | <u>12,665</u> |
| Working capital adjustments | | | |
| Decrease in stocks | 16 | 3 | 5 |
| (Increase)/decrease in trade debtors | 17 | (11,898) | 1,965 |
| Increase in trade creditors | 18 | <u>3,099</u> | <u>2,868</u> |
| Cash generated from operations | | 7,064 | 17,503 |
| Income taxes (paid)/received | | <u>(236)</u> | <u>513</u> |
| Net cash flow from operating activities | | <u>6,828</u> | <u>18,016</u> |
| Cash flows from investing activities | | | |
| Interest received | | - | 5 |
| Acquisition of tangible assets | | (15,030) | (9,391) |
| Proceeds from sale of tangible assets | | <u>412</u> | <u>1,644</u> |
| Net cash flows from investing activities | | (14,618) | (7,742) |
| Cash flows from financing activities | | | |
| Interest paid | | <u>(3,488)</u> | <u>(3,468)</u> |
| Net (decrease)/increase in cash and cash equivalents | | (11,278) | 6,806 |
| Cash and cash equivalents at 1 January | | <u>11,673</u> | <u>4,867</u> |
| Cash and cash equivalents at 31 December | | <u><u>395</u></u> | <u><u>11,673</u></u> |

The notes on pages 21 to 41 form an integral part of these financial statements.
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Barchester Finco 2019 Limited

Notes to the Financial Statements for the Year Ended 31 December 2022

1 General information

The company is a private company limited by share capital, incorporated in the United Kingdom.

These financial statements were authorised for issue by the Board on 13 June 2023.

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.

The Parent Company is included in the consolidated financial statements, and is considered to be a qualifying entity under FRS 102 paragraphs 1.8 to 1.12. The following exemptions available under FRS 102 in respect of certain disclosures for the parent company financial statements have been applied:

- The reconciliation of the number of shares outstanding from the beginning to the end of the period has not been included a second time; and
- No separate parent company Cash Flow Statement with related notes is included.

Summary of disclosure exemptions

As the Company is a wholly owned subsidiary of Grove Limited, by virtue of FRS 102 Section 33.1A the Company has not disclosed transactions with wholly owned entities which form part of the Group.

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of comprehensive income in these financial statements. The profit after tax of the parent Company for the year was £3,540,000 (2021 - loss of £3,515,000).

Basis of consolidation

The consolidated financial statements consolidate the financial statements of the company and its subsidiary undertakings drawn up to 31 December 2022.

Barchester Finco 2019 Limited

Notes to the Financial Statements for the Year Ended 31 December 2022

A subsidiary is an entity controlled by the company. Control is achieved where the company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed of during the year are included in the Profit and Loss Account from the effective date of acquisition or up to the effective date of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by the group.

The purchase method of accounting is used to account for business combinations that result in the acquisition of subsidiaries by the group. The cost of a business combination is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the business combination. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Any excess of the cost of the business combination over the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised is recorded as goodwill.

Inter-company transactions, balances and unrealised gains on transactions between the company and its subsidiaries, which are related parties, are eliminated in full.

Intra-group losses are also eliminated but may indicate an impairment that requires recognition in the consolidated financial statements.

Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group. Non-controlling interests in the net assets of consolidated subsidiaries are identified separately from the group's equity therein. Non-controlling interests consist of the amount of those interests at the date of the original business combination and the non-controlling shareholder's share of changes in equity since the date of the combination.

Barchester Finco 2019 Limited

Notes to the Financial Statements for the Year Ended 31 December 2022

Going concern

Notwithstanding net current liabilities of £81,591,000 as at 31 December 2022, 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 "Grove Board"), the Company's ultimate parent undertaking, have prepared cash flow forecasts for Grove Limited and its subsidiaries (the "Grove Group"), of which the Group is a member, for a period of 30 months from the date of approval of these financial statements.

The Grove Group meets its day to day working capital requirements through its cash reserves, bank loans and shareholder loans. The Grove Board has prepared cash forecasts for the remainder of 2023, the twelve months ended 31 December 2024 and the twelve months ended 31 December 2025. These forecasts take into account expectations in relation to occupancy, fee rates, resident mix, labour hours and costs (including agency), other costs and a full programme of capital expenditure and new developments. The Grove Board has also modelled several forecasts inclusive of downside sensitivities.

All forecasts, including the downside sensitivities indicate that the Grove Group will have sufficient cash resources for the forecast period through to December 2025. In addition to the forecast cash surplus, the Group has a £20 million revolving credit facility available from NatWest. This is forecast not to be required at any time throughout the forecast period, even in the downside sensitised cases. In addition, there are a number of areas of discretionary expenditure which could be reduced if necessary and sufficient assets on the balance sheet that could be used to raise additional debt if required.

Furthermore, the Company is dependent on the Company's ultimate parent company (Grove Limited) and the Company's fellow subsidiaries not seeking repayment of the amounts currently due to the Group which at 31 December 2022 amounted to £158,479,000. Grove Limited and the Company's fellow subsidiaries have indicated that they do not intend to seek repayment of these amounts during the next 12 months. As with any company placing reliance on other group entities for financial support, the Directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

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

Barchester Finco 2019 Limited

Notes to the Financial Statements for the Year Ended 31 December 2022

Key sources of estimation uncertainty

Freehold land and buildings are stated at valuation. Where a full Red Book valuation is not performed in a given year on a specific property, the Directors are required to value the property using professional judgement. In such cases, the Directors instruct an external valuer with relevant experience in the sector to perform a desktop valuation on which the Directors' valuation is based.

The Group establishes a reliable estimate of the useful life of goodwill and intangible assets arising on business combinations. This estimate is based on a variety of factors such as the expected use of the acquired business, the expected useful life of the cash generating units to which the goodwill is attributed, any legal, regulatory or contractual provisions that can limit useful life and assumptions that market participants would consider in respect of similar businesses.

The Group makes an estimate of the recoverable value of amounts owed by debtors. When assessing impairment of debtors, management considers factors including the ageing profile of debtors and historical experience.

Revenue recognition

Turnover comprises the fair value of the consideration received or receivable for the sale of goods and provision of services in the ordinary course of the group's activities. Turnover is shown net of sales/value added tax, returns, rebates and discounts and after eliminating sales within the Group.

The group recognises revenue when:

- the amount of revenue can be reliably measured;
- it is probable that future economic benefits will flow to the entity; and
- specific criteria have been met for each of the group's activities.

Government grants

Government grants are recognised when it is reasonable to expect that the grants will be received and that all related conditions will be met.

Government grants in respect of capital expenditure are credited to a deferred income account and are released to profit over the expected useful lives of the relevant assets by equal annual instalments. Grants of a revenue nature are credited to income so as to match them with the expenditure to which they relate.

Tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a change 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 Group operates and generates taxable income.

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements and on unused tax losses or tax credits in the Group. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

The carrying amount of deferred tax assets are reviewed at each reporting date and a valuation allowance is set up against deferred tax assets so that the net carrying amount equals the highest amount that is more likely than not to be recovered based on current or future taxable profit.

Barchester Finco 2019 Limited

Notes to the Financial Statements for the Year Ended 31 December 2022

Tangible assets

The Directors consider it appropriate for land and buildings to be revalued rather than being accounted for under the historic cost method.

Land and buildings are shown at fair value, based on periodic valuations by external independent valuers, less subsequent depreciation and impairment losses. Valuations are performed with sufficient regularity to ensure that the carrying value does not differ significantly from the fair value at the balance sheet date. Valuations of care homes are calculated on an existing use basis.

Impairment reviews are undertaken where there are indications that the carrying value may not be recoverable. An impairment loss on assets carried at cost is recognised in the profit and loss account to reduce the carrying value to the recoverable amount. An impairment loss on assets carried at revalued amount is recognised in the revaluation reserve, except where an asset is revalued below historical cost, in which case the deficit is recognised in the profit and loss account.

Increases in the carrying amount of land and buildings arising on revaluation are recognised in the revaluation reserve or in the profit and loss account if reversing a previous profit and loss impairment. Decreases in the carrying amount are recognised in the revaluation reserve where they reverse previous increases of the same asset; all other decreases are recognised in the profit and loss account.

All other tangible assets are stated in the balance sheet 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 charged so as to write off the historical cost, valuation or acquired fair value of assets less their estimated residual value, other than land and properties under construction, over their estimated useful lives, as follows:

| Asset class | Depreciation method and rate |
|-----------------------------------|-------------------------------------|
| Freehold land and buildings | straight line over 50 years |
| Long leasehold land and buildings | straight line over the lease term |
| Plant and equipment | straight line over 4 - 10 years |

Intangible assets

Goodwill arising on the acquisition of a business represents the excess of the cost of acquisition over the group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the business recognised at the date of acquisition. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is held in the currency of the acquired business and revalued to the closing rate at each reporting period date.

Negative goodwill arising on an acquisition is recognised on the face of the balance sheet on the acquisition date and subsequently the excess up to the fair value of non-monetary assets acquired is recognised in profit or loss in the periods in which the non-monetary assets are recovered.

Amortisation

Amortisation is provided on intangible assets so as to write off the cost, less any estimated residual value, over their useful life as follows:

| Asset class | Amortisation method and rate |
|--------------------|-------------------------------------|
| Goodwill | straight line over 20 years |

Barchester Finco 2019 Limited

Notes to the Financial Statements for the Year Ended 31 December 2022

Investments

Investments in equity shares which are publicly traded or where the fair value can be measured reliably are initially measured at fair value, with changes in fair value recognised in profit or loss. Investments in equity shares which are not publicly traded and where fair value cannot be measured reliably are measured at cost less impairment.

Interest income on debt securities, where applicable, is recognised in income using the effective interest method. Dividends on equity securities are recognised in income when receivable.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

Trade debtors

Trade debtors are amounts due from customers for merchandise sold or services performed in the ordinary course of business.

Trade debtors are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade debtors is established when there is objective evidence that the group will not be able to collect all amounts due according to the original terms of the receivables.

Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost is determined using the first in, first out (FIFO) method.

Trade creditors

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if the group does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

Trade creditors are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Borrowings

Interest-bearing borrowings are initially recorded at fair value, net of transaction costs. Interest-bearing borrowings are subsequently carried at amortised cost, with the difference between the proceeds, net of transaction costs, and the amount due on redemption being recognised as a charge to the Profit and Loss Account over the period of the relevant borrowing.

Interest expense is recognised on the basis of the effective interest method and is included in interest payable and similar charges.

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

Provisions

Provisions are recognised when the Group has an obligation at the reporting date as a result of a past event, it is probable that the Group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

Barchester Finco 2019 Limited

Notes to the Financial Statements for the Year Ended 31 December 2022

Leases

Leases in which substantially all the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease.

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee.

Assets held under finance leases are recognised at the lower of their fair value at inception of the lease and the present value of the minimum lease payments. These assets are depreciated on a straight-line basis over the shorter of the useful life of the asset and the lease term. The corresponding liability to the lessor is included in the Balance Sheet as a finance lease obligation.

Lease payments are apportioned between finance costs in the Profit and Loss Account and reduction of the lease obligation so as to achieve a constant periodic rate of interest on the remaining balance of the liability.

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.

Defined contribution pension obligation

A defined contribution plan is a pension plan under which fixed contributions are paid into a pension fund and the group has no legal or constructive obligation to pay further contributions even if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

Contributions to defined contribution plans are recognised as employee benefit expense when they are due. If contribution payments exceed the contribution due for service, the excess is recognised as a prepayment.

3 Turnover

The analysis of the group's revenue for the year from continuing operations is as follows:

| | 2022 | 2021 |
|--|---------------|---------------|
| | £ 000 | £ 000 |
| Rendering of services | 57,985 | 54,651 |
| Rental income from investment property | 643 | - |
| | <u>58,628</u> | <u>54,651</u> |

4 Other operating income

The analysis of the Group's other operating income for the year is as follows:

| | 2022 | 2021 |
|-------------------|--------------|--------------|
| | £ 000 | £ 000 |
| Government grants | <u>3,206</u> | <u>1,225</u> |

Barchester Finco 2019 Limited

Notes to the Financial Statements for the Year Ended 31 December 2022

5 Operating profit

Arrived at after charging/(crediting)

| | 2022 | 2021 |
|--|--------|-------|
| | £ 000 | £ 000 |
| Depreciation expense | 5,696 | 5,373 |
| Amortisation expense | 410 | 409 |
| Impairment loss | 13,508 | 2,104 |
| Operating lease expense - property | 5,109 | 4,924 |
| Loss/(gain) on disposal of tangible fixed assets | 92 | (4) |

6 Government grants

Grants received relate to funding provided by both central and local government to the sector to assist during the COVID-19 pandemic.

The amount of grants recognised in the financial statements was £3,206,000 (2021 - £1,225,000). All of this (2021: £861,000) came from the Infection Control Fund from central government, a financial package designed to assist the sector in preventing the spread of COVID-19 through various measures such as the promotion of single site working.

The larger COVID-19 related costs that the Group has incurred during the year include £1,599,000 across agency and recruitment to maintain the staff rotas, £321,000 of sick pay and £144,000 of PPE. Other additional costs incurred as a result of the pandemic include the purchase of additional cleaning materials, communication costs, training costs and the cost of additional staff hours for testing.

There are no unfulfilled conditions or other contingencies attaching to grants that have been recognised in income.

7 Interest payable and similar charges

| | 2022 | 2021 |
|---|-------|-------|
| | £ 000 | £ 000 |
| Interest on bank overdrafts and borrowings | - | (18) |
| Other finance costs | 14 | 12 |
| Interest payable on loans from group undertakings | 3,474 | 3,474 |
| | 3,488 | 3,468 |

Barchester Finco 2019 Limited

Notes to the Financial Statements for the Year Ended 31 December 2022

8 Staff costs

The aggregate payroll costs (including directors' remuneration) were as follows:

| | 2022 | 2021 |
|--|---------------|---------------|
| | £ 000 | £ 000 |
| Wages and salaries | 26,603 | 27,087 |
| Social security costs | 2,146 | 1,950 |
| Pension costs, defined contribution scheme | 512 | 497 |
| | <u>29,261</u> | <u>29,534</u> |

The average number of persons employed by the group (including directors) during the year, analysed by category was as follows:

| | 2022 | 2021 |
|----------------------------|--------------|--------------|
| | No. | No. |
| Directors | 3 | 3 |
| Administration and support | 57 | 59 |
| Care | 1,258 | 1,291 |
| | <u>1,318</u> | <u>1,353</u> |

9 Directors' remuneration

The directors' remuneration for the year was as follows:

| | 2022 | 2021 |
|--------------|--------------|--------------|
| | £ 000 | £ 000 |
| Remuneration | <u>334</u> | <u>238</u> |

In respect of the highest paid director:

| | 2022 | 2021 |
|--------------|--------------|--------------|
| | £ 000 | £ 000 |
| Remuneration | <u>210</u> | <u>123</u> |

The Directors were employed by another company within the Grove Limited Group in both the current year and the prior year. The proportion of their remuneration attributable to their services to Barchester Finco 2019 Limited is shown in the table above.

10 Auditor's remuneration

| | 2022 | 2021 |
|---|--------------|--------------|
| | £ 000 | £ 000 |
| Audit of these financial statements | 50 | 50 |
| Audit of the financial statements of subsidiaries | - | - |
| | <u>50</u> | <u>50</u> |

Barchester Finco 2019 Limited

Notes to the Financial Statements for the Year Ended 31 December 2022

11 Taxation

Tax charged/(credited) in the consolidated profit and loss account

| | 2022 £ 000 | 2021 £ 000 |
|--|---------------|---------------|
| Current taxation | | |
| UK corporation tax | - | 603 |
| UK corporation tax adjustment to prior periods | (2) | - |
| | <u>(2)</u> | <u>603</u> |
| Deferred taxation | | |
| Arising from origination and reversal of timing differences | (90) | 475 |
| Arising from changes in tax rates and laws | (75) | 2,495 |
| Arising from previously unrecognised tax loss, tax credit or temporary difference of prior periods | 24 | - |
| | <u>(141)</u> | <u>2,970</u> |
| Total deferred taxation | (141) | 2,970 |
| Tax (receipt)/expense in the income statement | <u>(143)</u> | <u>3,573</u> |

Tax relating to items recognised in other comprehensive income or equity - group

| | 2022 £ 000 | 2021 £ 000 |
|---|---------------|---------------|
| Deferred tax related to items recognised as items of other comprehensive income | (458) | 1,214 |

Barchester Finco 2019 Limited

Notes to the Financial Statements for the Year Ended 31 December 2022

The tax on profit before tax for the year is higher than the standard rate of corporation tax in the UK (2021 - higher than the standard rate of corporation tax in the UK) of 19% (2021 - 19%).

The differences are reconciled below:

| | 2022 | 2021 |
|---|----------------|--------------|
| | £ 000 | £ 000 |
| (Loss)/profit before tax | <u>(2,336)</u> | <u>1,320</u> |
| Corporation tax at standard rate | (444) | 251 |
| Effect of expense not deductible in determining taxable profit (tax loss) | 1,360 | 856 |
| UK deferred tax (credit)/expense relating to changes in tax rates or laws | (76) | 2,495 |
| Deferred tax expense from unrecognised temporary difference from a prior period | 24 | - |
| Decrease in UK and foreign current tax from adjustment for prior periods | (2) | - |
| Tax increase arising from group relief | 1,729 | 1,558 |
| Tax decrease from transfer pricing adjustments | (1,812) | (1,408) |
| Other tax effects for reconciliation between accounting profit and tax expense (income) | <u>(922)</u> | <u>(179)</u> |
| Total tax (credit)/charge | <u>(143)</u> | <u>3,573</u> |

An increase in the UK corporation tax rate from 19% to 25% (effective 1 April 2023) was substantively enacted on 24 May 2021. Deferred tax balances have been calculated at a rate of 25% as this is the rate at which the majority of the timing differences are expected to reverse.

Deferred tax

Group

Deferred tax assets and liabilities

| | Asset | Liability |
|------------------------------------|--------------|------------------|
| | £ 000 | £ 000 |
| 2022 | | |
| Revaluation of land and buildings | - | 10,834 |
| Fixed asset timing differences | - | 3,098 |
| Revaluation of investment property | - | 1,926 |
| | <u>-</u> | <u>15,858</u> |
| | | |
| | Asset | Liability |
| | £ 000 | £ 000 |
| 2021 | | |
| Revaluation of land and buildings | - | 14,405 |
| Fixed asset timing differences | - | 2,052 |
| | <u>-</u> | <u>16,457</u> |

Barchester Finco 2019 Limited

Notes to the Financial Statements for the Year Ended 31 December 2022

12 Intangible assets

Group

| | Goodwill £ 000 | Total £ 000 |
|--------------------------|-------------------|----------------|
| Cost or valuation | | |
| At 1 January 2022 | 9,939 | 9,939 |
| Reclassification | <u>(1,751)</u> | <u>(1,751)</u> |
| At 31 December 2022 | <u>8,188</u> | <u>8,188</u> |
| Amortisation | | |
| At 1 January 2022 | 2,562 | 2,562 |
| Amortisation charge | 410 | 410 |
| Reclassification | <u>(1,751)</u> | <u>(1,751)</u> |
| At 31 December 2022 | <u>1,221</u> | <u>1,221</u> |
| Carrying amount | | |
| At 31 December 2022 | <u>6,967</u> | <u>6,967</u> |
| At 31 December 2021 | <u>7,377</u> | <u>7,377</u> |

The amortisation charge is included within administrative expenses.

Barchester Finco 2019 Limited

Notes to the Financial Statements for the Year Ended 31 December 2022

13 Tangible assets

Group

Cost or valuation

| | | | | | |
|----------------------------------|----------|--------|------|----------|----------|
| At 1 January 2022 | 137,885 | 30,936 | 156 | 6,147 | 175,124 |
| Additions | - | 1,639 | - | 3,391 | 15,030 |
| Disposals | (71) | (927) | (21) | (404) | (1,423) |
| Revaluations and impairments | (16,327) | - | - | - | (16,327) |
| Transfers to investment property | (10,434) | - | - | - | (10,434) |
| Transfers between classes | 4,473 | 8,573 | - | (13,046) | - |
| At 31 December 2022 | 115,526 | 40,221 | 135 | 6,088 | 161,970 |

Depreciation

| | | | | | |
|----------------------------------|---------|---------|------|---|---------|
| At 1 January 2022 | 2,117 | 23,922 | 133 | - | 26,172 |
| Charge for the period | 2,800 | 2,889 | 7 | - | 5,696 |
| Eliminated on disposal | (32) | (865) | (21) | - | (918) |
| Revaluation and impairments | (1,861) | - | - | - | (1,861) |
| Transfers to investment property | (1,055) | (1,087) | - | - | (2,142) |

At 31 December 2022

| | | | | | |
|--|-------|--------|-----|---|--------|
| | 1,969 | 24,859 | 119 | - | 26,947 |
|--|-------|--------|-----|---|--------|

Carrying amount

| | | | | | |
|---------------------|---------|--------|----|-------|---------|
| At 31 December 2022 | 113,557 | 15,362 | 16 | 6,088 | 135,023 |
|---------------------|---------|--------|----|-------|---------|

Barchester Finco 2019 Limited

Notes to the Financial Statements for the Year Ended 31 December 2022

| | Land and buildings £ 000 | Plant and equipment £ 000 | Motor vehicles £ 000 | Properties under construction £ 000 | Total £ 000 |
|---------------------|--------------------------------|---------------------------------|-------------------------|--|----------------|
| At 31 December 2021 | 135,768 | 7,014 | 23 | 5,147 | 148,952 |

Included within the net book value of land and buildings above is £91,285,000 (2021 - £118,053,000) in respect of freehold land and buildings and £22,272,000 (2021 - £17,713,000) in respect of long leasehold land and buildings.

Barchester Finco 2019 Limited

Notes to the Financial Statements for the Year Ended 31 December 2022

Revaluation

The Group's freehold land and buildings comprise nursing and residential homes. The year end valuation is based on a valuation performed by Knight Frank on 31 December 2022. The valuation represents fair value, as fully equipped and operational businesses having regard to trading potential as at the date of valuation. The valuation was undertaken in accordance with the current edition of the RICS Valuation - Global Standards, which incorporates the International Valuation Standards and the RICS UK National Supplement. Knight Frank are members of the Royal Institute of Chartered Surveyors and have appropriate qualifications and recent experience in the locations and categories of asset being valued.

Had this class of asset been measured on a historical cost basis, its carrying amount would have been £123,328,000 (2021 - £130,454,000).

Impairment

Freehold land and buildings

The amount of impairment loss included in profit or loss is £14,049,000 (2021 - £5,593,000). The amount of impairment loss included in other comprehensive income is £959,000 (2021 - £1,269,000). The impairment loss is included in administrative expenses. The amount of reversal of impairment recognised in profit or loss is £541,000 (2021 - £3,489,000). The amount of reversal of impairment recognised in other comprehensive income is £Nil (2021 - £Nil). The reversal of impairment is included in administrative expenses.

14 Investment properties

Group

| | 2022 |
|---|---------------|
| | £ 000 |
| Transfer from property, plant and equipment | 8,292 |
| Fair value adjustments | 4,998 |
| At 31 December 2022 | <u>13,290</u> |

During the year, one residential care home was transferred from property, plant and equipment to investment properties. The home was valued by Knight Frank as at 31 December 2022. The valuation was prepared on the basis of fair value subject to the existing lease in place, and was carried out using the Investment Method. The valuation was undertaken in accordance with the current edition of the RICS Valuation - Global Standards, which incorporates the International Valuation Standards and the RICS UK National Supplement. Knight Frank are members of the Royal Institute of Chartered Surveyors and have appropriate qualifications and recent experience in the location and category of asset being valued.

15 Investments

Company

Subsidiaries

£ 000

Cost or valuation

| | |
|-------------------|----------------|
| At 1 January 2022 | <u>107,747</u> |
|-------------------|----------------|

Carrying amount

| | |
|---------------------|----------------|
| At 31 December 2022 | <u>107,747</u> |
| At 31 December 2021 | <u>107,747</u> |

Barchester Finco 2019 Limited

Notes to the Financial Statements for the Year Ended 31 December 2022

Details of undertakings

Details of the investments in which the company holds any class of share capital are as follows:

| Undertaking | Country of incorporation | Holding | Proportion of voting rights and shares held | |
|--------------------------------------|-----------------------------|----------|--|------|
| | | | 2022 | 2021 |
| Subsidiary undertakings | | | | |
| Barchester (CB) Limited | United Kingdom | Ordinary | 100% | 100% |
| Barchester (MW) Limited | United Kingdom | Ordinary | 100% | 100% |
| Barchester Limited | United Kingdom | Ordinary | 100% | 100% |
| Optimum Debtco Limited | United Kingdom | Ordinary | 100% | 100% |
| Cedars Health Care Limited | United Kingdom | Ordinary | 100% | 100% |
| Crabwall Claremont Limited | United Kingdom | Ordinary | 100% | 100% |
| Alphacare Holdings Limited | United Kingdom | Ordinary | 100% | 100% |
| Optimum FS Care Developments Limited | United Kingdom | Ordinary | 100% | 100% |
| Spen Court Healthcare Limited | United Kingdom | Ordinary | 100% | 100% |
| Beacon Place Limited | United Kingdom | Ordinary | 100% | 100% |
| Broadway Halls Care Services Limited | United Kingdom | Ordinary | 100% | 100% |
| Elm Bank Healthcare Limited | United Kingdom | Ordinary | 100% | 100% |
| Barchester (Botley) Limited | United Kingdom | Ordinary | 100% | 100% |
| Optimum FS Care Services Limited | United Kingdom | Ordinary | 100% | 100% |
| Optimum FS Homes Skipton Limited | United Kingdom | Ordinary | 100% | 100% |
| Bamfield Lodge Limited | United Kingdom | Ordinary | 100% | 100% |
| Hall Park Healthcare Limited | United Kingdom | Ordinary | 100% | 100% |
| Cepen Lodge Limited | United Kingdom | Ordinary | 100% | 100% |
| Brampton View Limited | United Kingdom | Ordinary | 100% | 100% |
| Hampton Grove Healthcare Limited | United Kingdom | Ordinary | 100% | 100% |
| Optimum Leaseco Limited | United Kingdom | Ordinary | 100% | 100% |
| Boroughbridge Manor Limited | United Kingdom | Ordinary | 100% | 100% |
| Cookridge Court Limited | United Kingdom | Ordinary | 100% | 100% |
| Leeming Bar Limited | United Kingdom | Ordinary | 100% | 100% |
| Scarborough Hall Limited | United Kingdom | Ordinary | 100% | 100% |
| Lawton Group Holdings Limited | United Kingdom | Ordinary | 100% | 100% |
| Lawton Group Limited | United Kingdom | Ordinary | 100% | 100% |
| Tewkesbury Fields Holdings Limited | United Kingdom | Ordinary | 100% | 100% |
| Tewkesbury Care Home Limited | United Kingdom | Ordinary | 100% | 100% |

Barchester Finco 2019 Limited

Notes to the Financial Statements for the Year Ended 31 December 2022

| | | | | |
|--|----------------|----------|------|------|
| Lawton Rise Holdings Limited | United Kingdom | Ordinary | 100% | 100% |
| Lawton Rise Care Home Limited | United Kingdom | Ordinary | 100% | 100% |
| Lawton Manor Holdings Limited | United Kingdom | Ordinary | 100% | 100% |
| Lawton Manor Care Home Limited | United Kingdom | Ordinary | 100% | 100% |
| Highfields Care Home Limited | United Kingdom | Ordinary | 100% | 100% |
| Barchester (AM) Limited | United Kingdom | Ordinary | 100% | 100% |
| Barchester Finco 2019 (Properties) Limited | United Kingdom | Ordinary | 100% | 100% |

The principal activity of Alphacare Holdings Limited, Hampton Grove Healthcare Limited, Beacon Place Limited, Spen Court Healthcare Limited, Bamfield Lodge Limited, Barchester Limited, Boroughbridge Manor Limited, Brampton View Limited, Broadway Halls Care Services Limited, Cedars Health Care Limited, Cepen Lodge Limited, Cookridge Court Limited, Crabwall Claremont Limited, Elm Bank Healthcare Limited, Hall Park Healthcare Limited, Highfields Care Home Limited, Lawton Group Limited, Lawton Manor Care Home Limited, Lawton Rise Care Home Limited, Leeming Bar Limited and Scarborough Hall Limited is the operation of care homes.

The principal activity of Barchester (CB) Limited, Barchester (MW) Limited, Lawton Group Holdings Limited, Lawton Manor Holdings Limited, Lawton Rise Holdings Limited, Optimum Debtco Limited, Optimum Leasco Limited, Optimum FS Care Developments Limited and Tewkesbury Fields Holdings Limited is that of an intermediate holding company.

The principal activity of Tewkesbury Care Home Limited is the leasing of a care home to another Group company. The principal activity of Barchester (AM) Limited is the holding of land for potential future development. Optimum FS Care Services Limited, Optimum FS Homes Skipton Limited, Barchester (Botley) Limited and Barchester Finco 2019 (Properties) Limited are currently non trading.

The registered office of all companies is: The Aspect, Finsbury Square, London, EC2A 1AS.

For the year ending 31 December 2022 the following subsidiaries were entitled to exemption from audit under section 479A of the Companies Act relating to subsidiary companies:

Alphacare Holdings Limited; Hampton Grove Healthcare Limited; Beacon Place Limited; Spen Court Healthcare Limited; Bamfield Lodge Limited; Barchester Limited; Barchester (MW) Limited; Boroughbridge Manor Limited; Brampton View Limited; Broadway Halls Care Services Limited; Cedars Health Care Limited; Cepen Lodge Limited; Cookridge Court Limited; Crabwall Claremont Limited; Elm Bank Healthcare Limited; Hall Park Healthcare Limited; Highfields Care Home Limited; Lawton Group Holdings Limited; Lawton Group Limited; Lawton Manor Care Home Limited; Lawton Manor Holdings Limited; Lawton Rise Care Home Limited; Lawton Rise Holdings Limited; Leeming Bar Limited; Optimum Debtco Limited; Optimum FS Care Developments Limited; Optimum FS Care Services Limited; Barchester (Botley) Limited; Optimum FS Homes Skipton Limited; Optimum Leasco Limited; Scarborough Hall Limited; Tewkesbury Care Home Limited; Tewkesbury Fields Holdings Limited; Barchester (AM) Limited, Barchester (CB) Limited and Barchester Finco 2019 (Properties) Limited.

Barchester Finco 2019 Limited

Notes to the Financial Statements for the Year Ended 31 December 2022

16 Stocks

Group

| | 2022 | 2021 |
|-------------|-----------|-----------|
| | £ 000 | £ 000 |
| Consumables | <u>91</u> | <u>94</u> |

17 Debtors

| | Group | | Company | |
|---------------------------------|---------------|--------------|---------------|---------------|
| | 2022 | 2021 | 2022 | 2021 |
| Note | £ 000 | £ 000 | £ 000 | £ 000 |
| Trade debtors | 2,623 | 2,872 | - | - |
| Amounts owed by related parties | 12,945 | 814 | 52,673 | 52,673 |
| Other debtors | 7 | 9 | - | - |
| Prepayments | <u>1,342</u> | <u>1,324</u> | <u>-</u> | <u>-</u> |
| | <u>16,917</u> | <u>5,019</u> | <u>52,673</u> | <u>52,673</u> |

Group and Company

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.

Barchester Finco 2019 Limited

Notes to the Financial Statements for the Year Ended 31 December 2022

18 Creditors

| | Note | Group | | Company | |
|--|------|---------------|---------------|----------------|---------------|
| | | 2022 £ 000 | 2021 £ 000 | 2022 £ 000 | 2021 £ 000 |
| Due within one year | | | | | |
| Trade creditors | | 1,683 | 1,910 | - | - |
| Amounts due to related parties | | 89,179 | 83,646 | 101,375 | 97,836 |
| Social security and other taxes | | 405 | 377 | - | - |
| Outstanding defined contribution pension costs | | 2 | 69 | - | - |
| Other payables | | 437 | 2,402 | - | - |
| Accrued expenses and deferred income | | 6,687 | 6,889 | - | - |
| Income tax liability | 11 | 601 | 839 | - | - |
| | | <u>98,994</u> | <u>96,132</u> | <u>101,375</u> | <u>97,836</u> |
| Due after one year | | | | | |
| Amounts due to related parties | | 69,300 | 69,300 | 69,300 | 69,300 |

Group and Company

Amounts due to related parties within one year 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.

Amounts due to related parties after one year include £69,300,000 of loan notes issued to Barchester Holdco (Jersey) Limited. The loan notes are subject to interest payable at 5.0134% per annum and are due for repayment on 8 January 2024. The loan notes are listed on the Channel Islands Securities Exchange.

Barchester Finco 2019 Limited

Notes to the Financial Statements for the Year Ended 31 December 2022

19 Pension and other schemes

Defined contribution pension scheme

Certain group companies operate defined contribution pension schemes. The assets of the schemes are held separately from those of the group in an independently administered fund. The pension charge for the year represents contributions payable by the group to the scheme and amounted to £512,000 (2021 - £497,000).

Contributions totalling £2,000 (2021 - £69,000) were payable to the scheme at the end of the year and are included in creditors. The amounts due were paid in full post year-end.

20 Share capital

Allotted, called-up and fully paid shares

| | 2022 | | 2021 | |
|-----------------|----------|----------|----------|----------|
| | No. | £ 000 | No. | £ 000 |
| Ordinary shares | <u>1</u> | <u>-</u> | <u>1</u> | <u>-</u> |

21 Obligations under leases and hire purchase contracts

Group

Operating leases

The total of future minimum lease payments is as follows:

| | 2022 £ 000 | 2021 £ 000 |
|---|----------------|----------------|
| Not later than one year | 5,551 | 5,182 |
| Later than one year and not later than five years | 22,971 | 21,468 |
| Later than five years | <u>97,369</u> | <u>98,325</u> |
| | <u>125,891</u> | <u>124,975</u> |

The amount of non-cancellable operating lease payments recognised as an expense during the year was £5,109,000 (2021 - £4,924,000).

22 Commitments

Group

Capital commitments

At several of its homes, the Group was progressing with refurbishment works which were in progress as at the year end.

The total amount contracted for but not provided in the financial statements was £1,032,000 (2021 - £Nil).

Barchester Finco 2019 Limited

Notes to the Financial Statements for the Year Ended 31 December 2022

23 Parent and ultimate parent undertaking

The company's immediate parent is Barchester Holdco (Jersey) Limited, incorporated in Jersey.

The ultimate parent is Grove Limited, incorporated in Jersey.