

Keys CWCH Limited

Annual report and unaudited financial statements

Year ended 31 March 2023

Company registration number: 06306982



Keys CWCH Limited

Annual report and financial statements

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Keys CWCH Limited

Directors and other information

Directors

D L Manson
C J Anderton

Registered office

Maybrook House
Second Floor
Queensway
Halesowen
B63 4AH

Company registration number

06306982

Keys CWCH Limited

Directors' report

The directors present their directors' report and financial statements for the year ended 31 March 2023.

Principal activity

The principal activity of the company is that of a holding company. The directors confirm their intention to continue these operations in the coming financial year.

Results and dividends

The results for the year are set out in the profit and loss account on page 5 and in the related notes. The company did not receive an income or incur any expenditure during the current or preceding year.

Dividends paid during the year were £Nil (2022: £Nil).

Directors

The following directors held office during the year:

D L Manson
C J Anderton

Group restructure

The company previously named Keys Group Limited (now renamed Keys Accomplish Group Limited) was the ultimate parent to this company. On 1 July 2022, the Keys Group headed by the company previously known as Keys Group Limited (now renamed Keys Accomplish Group Limited), merged with the Accomplish Group, a group of companies headed by Accomplish Mipco Limited. The Accomplish group provides specialist care and support for people with autism, mental health needs, learning disabilities and acquired brain injuries.

The Keys and Accomplish groups were both owned by G Square Capital (GP) CV LLP at the point of the restructure and continue to be after that date with the ultimate controlling party for both being G Square Capital (GP) CV LLP. Both now have a new ultimate parent company of Keys Group Limited (formerly Union Mipco Limited), and are now known together as the "group".

As a result of this merger the existing banking facilities were replaced with a combined facility for the group. This consists of a £270m unitranche facility expiring on 1 July 2029, with access to a committed capex/acquisition unitranche facility of £50m expiring on 1 July 2029 and a revolving credit facility of £15m expiring on 1 January 2029. The Keys group still retains the £15m of £12% preference shares, however as part of the merger, the preference shares are now redeemable on the 10th anniversary of the adoption date or on an exit.

Going concern

The financial statements have been prepared on a going concern basis. The directors consider this to be appropriate for the reasons set out in note 1.

Political donations

The company made no political donations or incurred any political expenditure during the year (2022: £Nil).

Keys CWCH Limited

Directors' report

Small companies exemption

In preparing the directors' report, the directors have taken the small companies exemption under Section 414 (B) of the Companies Act 2006 (strategic report and directors' report) Regulations 2013, not to prepare a strategic report for presentation with these financial statements.

Qualifying third party indemnity provisions

The Company purchased and maintained throughout the financial year Directors' and Officers' liability insurance in respect of itself and its Directors.

Future outlook

The directors consider the results for the year to be satisfactory. It is the director's intention to continue the present activities of the company.

On behalf of the board



C J Anderton
Director

13 September 2023

Maybrook House
Second Floor
Queensway
Halesowen
B63 4AH

Keys CWCH Limited

Statement of directors' responsibilities in respect of the directors' report and the financial statements

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', and applicable law).

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

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the company's ability to continue as a going concern, disclosing as applicable, matters relating to going concern; and
- use the going concern basis of accounting unless it is inappropriate to presume that the company will continue in business.

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

Keys CWCH Limited

Profit and loss account

for the year ended 31 March 2023

The company has not traded during the year or the preceding financial year. During these years, the company received no income and incurred no expenditure and therefore made neither profit or loss.

The company had no other comprehensive income and accordingly, a statement of other comprehensive income has not been presented.

The accompanying notes are an integral part of the financial statements.

Keys CWCH Limited

Balance sheet

as at 31 March 2023

	<i>Note</i>	2023 £'000	2022 £'000
Fixed assets			
Investments	3	387	387
		<hr/>	<hr/>
Net assets		387	387
		<hr/>	<hr/>
Capital and reserves			
Called up share capital	4	-	-
Share premium		145	145
Profit and loss account		242	242
		<hr/>	<hr/>
Shareholders' funds		387	387
		<hr/>	<hr/>

For the year ending 31 March 2023 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies. The members have not required the company to obtain an audit of its accounts 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 accounts.

These financial statements were approved by the board of directors on 13 September 2023 and signed on its behalf by:



C J Anderton
Director

Company registration number: 06306982

The accompanying notes are an integral part of the financial statements.

Keys CWCH Limited

Statement of changes in equity as at 31 March 2023

	Profit and loss account £000	Share capital £000	Share premium £000	Total equity £000
Balance at 1 April 2021	242	-	145	387
Total comprehensive income for the year				
Result	-	-	-	-
	<hr/>	<hr/>	<hr/>	<hr/>
Total comprehensive income for the year	-	-	-	-
	<hr/>	<hr/>	<hr/>	<hr/>
Balance at 31 March 2022	242	-	145	387
	<hr/>	<hr/>	<hr/>	<hr/>

	Profit and loss account £000	Share capital £000	Share premium £000	Total equity £000
Balance at 1 April 2022	242	-	145	387
Total comprehensive income for the year				
Result	-	-	-	-
	<hr/>	<hr/>	<hr/>	<hr/>
Total comprehensive income for the year	-	-	-	-
	<hr/>	<hr/>	<hr/>	<hr/>
Balance at 31 March 2023	242	-	145	387
	<hr/>	<hr/>	<hr/>	<hr/>

The accompanying notes are an integral part of the financial statements.

Keys CWCH Limited

Notes

(forming part of the financial statements)

1 Accounting policies

Keys CWCH Limited (company registration number: 06306982) (the “company”) is a private company limited by shares, incorporated and domiciled in England in the United Kingdom. The address of its registered office is: Maybrook House, Second Floor, Queensway, Halesowen, B63 4AH.

The financial statements 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. The presentation currency of these financial statements is sterling. Monetary amounts in these financial statements are rounded to the nearest £’000.

The company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements. These financial statements are the company’s separate financial statements. The company’s ultimate parent undertaking, Keys Group Limited (formerly Union Mipco Limited) includes the company in its consolidated financial statements. The consolidated financial statements of Keys Group Limited (formerly Union Mipco Limited) are prepared in accordance with FRS102 and are available to the public as stated in note 7. In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the period;
- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

As the consolidated financial statements of Keys Group Limited (formerly Union Mipco Limited) include the disclosures equivalent to those required by FRS 102, the company has also taken the exemptions available in respect of the following disclosures:

- Certain disclosures required by FRS 102.11 Basic Financial Instruments and FRS 102.12 Other Financial Instrument Issues in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets and liabilities, income and expense. Actual results may differ from these estimates.

Management have assessed that there are no estimates or judgements that have a significant risk of causing a material adjustments to the carrying amounts of assets and liabilities recognised in the financial statements

Measurement convention

The financial statements are prepared on the historical cost basis.

Keys CWCH Limited

Notes (continued)

1 Accounting policies (continued)

Going concern

The financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the reasons set out below.

The Group, of which the Company is a member, is funded through a combination of Shareholders' Funds, Unsecured Shareholders Loans, Senior Secured loans, and cash generated through operating profits. This consists of £386m of 12% preference shares, a £270m Unitranche Facility expiring on 1 July 2029, with access to a Committed Capex / Acquisition Unitranche Facility of £50m expiring on 1 July 2029 and a Revolving Credit Facility of £15m expiring on 1 January 2029.

Management have prepared cash flow forecasts and accompanying covenant compliance calculations for the Combined Group for the period of 12 months from the signing of these financial statements, including what they consider to be a reasonably possible downside scenario. The cash outflows associated with the Combined Group's debt in this period are limited only to bank interest payments, limiting the size of required cash outflows on the Combined Group's financing. These cash flow forecasts indicate that the Combined Group will have sufficient funds to meet its liabilities as they fall due for that period and comply with all debt covenants.

The nature of the Keys Group operations means there is extensive intercompany trading and intercompany balances. Keys Group Limited (formerly Union Mipco Limited) has indicated its intention to continue to make available such funds as are needed by the company, and that it does not intend to seek repayment of the amounts due between group companies at the balance sheet date, during the going concern assessment period. 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.

Contingencies

Contingent liabilities arise as a result of past events when (i) it is not probable that there will be an outflow of resources or that the amount cannot be reliably measured at the reporting date or (ii) when the existence will be confirmed by the occurrence or non-occurrence of uncertain future events not wholly within the company's control. Contingent liabilities are disclosed in the financial statements unless the probability of an outflow of resources is remote.

The company is part of a VAT group and therefore they have joint and several liability for any VAT due. This has been borne by Keys PCE Limited and fully paid since the year end.

Contingent assets are not recognised. Contingent assets are disclosed in the financial statements when an inflow of economic benefits is probable.

Keys CWCH Limited

Notes (continued)

1 Accounting policies (continued)

Basic financial instruments

Investments in subsidiaries

These are separate financial statements of the company. Investments in subsidiaries are carried at cost less impairment.

2 Directors' and auditor remuneration

The directors did not receive any emoluments for qualifying services provided to the company during the year (2022: £nil).

3 Investments

	<i>Shares in subsidiary undertakings £'000</i>
<i>Cost and net book value</i>	
At 1 April 2022 and 31 March 2023	387

The company has the following investments in subsidiaries at 31 March 2023 and 31 March 2022:

<i>Subsidiary undertaking</i>	<i>Country of registration or incorporation</i>	<i>Nature of business</i>	<i>Class and percentage of shares held</i>
Keys CWC Limited	England and Wales*	Care provider	100% of ordinary share capital

*registered office: Maybrook House, Second Floor, Queensway, Halesowen B63 4AH.

None of the shares of the above subsidiary undertakings are listed.

In the opinion of the directors the shares in the company's subsidiary undertakings are worth at least the amount at which they are stated in the balance sheet.

Keys CWCH Limited

Notes (continued)

4 Capital and reserves

Share capital

	2023 £'000	2022 £'000
<i>Allotted, called up and fully paid</i>		
34 ordinary shares of £0.10 each	-	-
	<hr/>	<hr/>
Shares classified in shareholders' funds	-	-
	<hr/>	<hr/>

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the company.

5 Related party transactions

The company is ultimately a wholly owned subsidiary of Keys Group Limited (formerly Union Mipco Limited) and as such has taken advantage of the exemption in FRS 102 33.1A not to disclose transactions or balances with wholly owned subsidiaries which form part of the group.

6 Contingent liabilities

The company had no contingent liabilities at the year end (2022: £Nil).

7 Ultimate parent undertaking and controlling party

The company is a subsidiary undertaking of Keys Group Holdings Limited. The ultimate parent company is Keys Group Limited (formerly Union Mipco Limited), and the ultimate controlling party is G Square Capital (GP) CV LLP.

The largest group in which the results of the Company are consolidated is that headed by Keys Group Limited (formerly Union Mipco Limited), Maybrook House, Second Floor, Queensway, Halesowen B63 4AH. The smallest group in which they are consolidated is that headed by Union Midco Limited, Maybrook House, Second Floor, Queensway, Halesowen B63 4AH.

8 Subsequent events

There were no events after the balance sheet date that would require adjustment or disclosure in the financial statements.