

Kettlewell House Limited

Audited Financial Statements

For the year ended 31 December 2020

Company Number: 06432463

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Kettlewell House Limited
Audited Financial Statements
For the year ended 31 December 2020

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Kettlewell House Limited

Company Information

Directors

Zoe Amy Rizzuto
Helen Jayne Wetherall

Registered Office

8th Floor
1 Fleet Place
London
EC4M 7RA

Company Secretary

LHJ Secretaries Limited
3rd Floor, Liberation House
Castle Street
St. Helier
Jersey
JE1 2LH
Channel Islands

Independent Valuer

Knight Frank LLP
55 Baker Street
London
W1U 8EW

Solicitors

Pinsent Masons LLP
30 Crown Place
Earl Street
London
EC2A 4ES

Independent Auditor

BDO LLP
55 Baker Street
London
W1U 7EU

Administrator

Langham Hall Fund Management (Jersey) Limited
3rd Floor, Liberation House
Castle Street
St. Helier
Jersey
JE1 2LH
Channel Islands

Kettlewell House Limited

Directors' Report

For the year ended 31 December 2020

The Directors present their report and financial statements for the year ended 31 December 2020. The report has been prepared in accordance with the special provisions relating to small companies under Section 415A (1) and (2) of the Companies Act 2006.

Principal activity

The Company was incorporated on 20 November 2007. The principal activity of the Company is to own, and rent out on a long lease, a care home with the view to delivering rental income and achieving long term capital growth.

Strategic report

The Directors have taken advantage of the exemptions allowed under Section 414B of the Companies Act 2006 and have not prepared a Strategic Report.

Results and dividends

The profit for the year amounted to £778,273 (2019: £264,210). The Directors have not paid or declared dividends during the year (2019: £nil).

Directors

The following persons served as directors during the year to the date of signing:

Zoe Amy Rizzuto
Helen Jayne Wetherall

Directors fees of £4,000 (2019: £6,192) were paid during the year to Langham Hall Fund Management (Jersey) Ltd in respect of Zoe Amy Rizzuto and Helen Jane Wetherall.

Statement of Directors' responsibilities

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law, the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards 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 Statement of Comprehensive Income of the Company for that year.

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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume 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 also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.



Helen Jayne Wetherall
Director
Date: 29/06/2021

Kettlewell House Limited
Independent Auditors' Report
For the year ended 31 December 2020

Opinion on the financial statements

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2020 and of its profit 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.

We have audited the financial statements of Kettlewell House Limited ("the Company") for the year ended 31 December 2020 which comprise the Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity, and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report.

Other Information

The Directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic report and Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and Directors' report have been prepared in accordance with applicable legal requirements.

Kettlewell House Limited
Independent Auditors' Report
For the year ended 31 December 2020

Opinions on other matters prescribed by the Companies Act 2006 (continued)

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report and Director's report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion;

- adequate accounting records have not been kept by the Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the Directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Directors' report and from the requirement to prepare a Strategic report.

Responsibilities of Directors

As explained more fully in the Statement of Directors' Responsibilities, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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 an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a 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 the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Extent to which the audit was capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below

We gained an understanding of the legal and regulatory framework applicable to the Company and the industry in which it operates, and considered the risk of acts by the Company that were contrary to applicable laws and regulations, including fraud.

Our procedures included agreeing the financial statement disclosures to underlying supporting documentation where relevant, review of Board meeting minutes, enquiries with management as to the risks of non-compliance and any instances thereof. Challenging assumptions and judgements made by management in their significant accounting estimates, in particular in relation to investment properties. In response to the risk of management override of controls we identified and tested journal entries, in particular any journal entries posted with unusual account combinations including unusual or unexpected journal postings to the income statement.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Kettlewell House Limited
Independent Auditors' Report
For the year ended 31 December 2020

Extent to which the audit was capable of detecting irregularities, including fraud (continued)

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed noncompliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

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.

Geraint Jones (Senior statutory auditor)
For and on behalf of BDO LLP, Statutory auditor,
London, United Kingdom
Date

Kettlewell House Limited
Statement of Comprehensive Income
For the year ended 31 December 2020

		Year ended 31 Dec 2020 Total £	Year ended 31 Dec 2019 Total £
	Note		
Revenue	4	496,443	483,975
Administrative and other expenses	5	<u>(25,253)</u>	<u>(30,071)</u>
Operating profit		471,190	453,094
Finance income	6	1,756	-
Finance costs	7	<u>(112,104)</u>	<u>(127,719)</u>
Profit for the year before tax		360,842	326,185
Taxation credit/(charge)	8	417,431	(61,975)
Profit and total comprehensive income for the year		<u>778,273</u>	<u>264,210</u>

The accompanying notes on pages 9 to 15 form part of the financial statements

Kettlewell House Limited

Company Number: 06432463

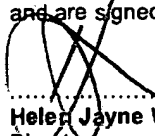
Statement of Financial Position

As at 31 December 2020

	Note	As at 31 Dec 2020 £	As at 31 Dec 2019 £
Assets			
Fixed assets			
Investment property	9	7,470,000	7,470,000
Total fixed assets		7,470,000	7,470,000
Current assets			
Trade and other receivables	10	784,309	484,490
Total current assets		784,309	484,490
Total assets		8,254,309	7,954,490
Liabilities			
Current liabilities			
Trade and other payables	11	462,840	403,413
Current tax liability	8	43,056	153,494
Bank borrowings	12	44,644	45,366
Total current liabilities		550,540	602,273
Non-current liabilities			
Bank borrowings	12	3,874,356	3,873,634
Deferred tax liability	8	99,117	526,560
Total non-current liabilities		3,973,473	4,400,194
Total liabilities		4,524,013	5,002,467
Total net assets		3,730,296	2,952,023
Equity			
Share capital	13	1,000	1,000
Retained earnings		3,729,296	2,951,023
Total equity		3,730,296	2,952,023

These financial statements have been prepared and delivered in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with FRS 102 'The Financial Reporting Standards applicable in the UK and Republic of Ireland'.

These financial statements were approved by the board of directors and authorised for issue on 29 June 2021 and are signed on behalf of the board by:


Helen Jayne Wetherall
Director

Company registration number: 06432463

The accompanying notes on pages 9 to 15 form part of the financial statements

Kettlewell House Limited
Statement of Changes in Equity
For the year ended 31 December 2020

	Share capital £	Retained earnings £	Total equity £
Balance as at 1 January 2019	1,000	2,686,813	2,687,813
Profit for the year	-	264,210	264,210
Balance as at 31 December 2019	<u>1,000</u>	<u>2,951,023</u>	<u>2,952,023</u>
Balance as at 1 January 2020	1,000	2,951,023	2,952,023
Profit for the year	-	778,273	778,273
Balance as at 31 December 2020	<u>1,000</u>	<u>3,729,296</u>	<u>3,730,296</u>

The accompanying notes on pages 9 to 15 form part of the financial statements

Kettlewell House Limited

Notes to the Financial Statements

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1.1 General information

The financial statements of Kettlewell House Limited (the "Company") for the year ended 31 December 2020 were authorised for issue by the Board of Directors on 29 June 2021.

The Company is a registered private company incorporated in the England and Wales with registration number 06432463. The address for the registered office is 8th Floor, 1 Fleet Place, London, England, EC4M 7RA. The Company's principal activity is to own, and rent out on a long lease, a care home with the view to delivering rental income and achieving long term capital growth.

The Company is a member of the EHP Partners I LP group which comprises of EHP Partners I LP and its subsidiaries (the "Group").

These financial statements represent the separate financial statements of the Company.

1.2 Basis of preparation

The financial statements have been prepared in accordance with Financial Reporting Standard 100 Application of Financial Reporting Requirements ("FRS 100") and Financial Reporting Standard 102, The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102"). The financial statements have been prepared under the historical cost convention, as modified by the revaluation of investment properties and derivative financial instruments, which have been measured at fair value and in accordance with the Companies Act 2006.

The Company has taken advantage of the small companies' exemption which is permissible under FRS 102 Section 1A and have not provided a Statement of Cash Flow.

- **Going concern**

The main risk from Covid-19 for the Company is that the tenants of the properties do not pay their rent, leaving the Company unable to meet bank financing commitments. The bank facility is repayable in March 2023 (HSBC). There are quarterly covenant tests required on the facility, testing: Loan to Value, Debt Service Cover and Interest Service Cover with the ability to cure any failed test with additional equity at least once in any year.

Under the terms of the lease there is good visibility on the current trading of the tenant businesses and see increasing occupancy driven by; new residents seeking a safer environment in which to be cared for and increased demand for beds from NHS / Local authorities for patients that need to be discharged from hospitals to free up beds. With this increased occupancy the Company are seeing increasing profitability and the Company would therefore expect the tenant to remain in a strong position to continue to pay their rent on time, as they have done to date. There is significant headroom on loan to value covenants.

The Directors have formed a judgement at the time of approving the financial statements, that there is a reasonable expectation of the Company having adequate resources to continue in operational existence for the foreseeable future as they are currently in a net asset position and there is an expectation that finance will remain available to pay the current liabilities of £550,540 (2019: £602,273). The Directors have prepared the financial statements on a going concern basis.

2. PRINCIPAL ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of the financial statements are set out below.

- **Currency**

The Company financial information is presented in Sterling (£) which is also the Company's functional currency and values are rounded to the nearest £ except where indicated otherwise.

Kettlewell House Limited

Notes to the Financial Statements

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

- **Investment property**

Investment property, which is property held to earn rentals and/or for capital appreciation, is initially measured at cost, being the fair value of the consideration given, including expenditure that is directly attributable to the acquisition of the investment property. Subsequent to initial recognition, investment property is stated at its fair value at the balance sheet date. Gains or losses arising from changes in the fair value of investment property are included in Statement of Comprehensive Income for the year in which they arise.

Subsequent expenditure is capitalised only when it is probable that future economic benefits are associated with the expenditure. All other property expenditure such as ongoing repairs and maintenance are expensed as incurred.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in the Statement of Comprehensive Income in the year in which the property is derecognised.

Deferred acquisition costs represent costs incurred on investment properties which were acquired after the year and subsequently capitalised.

Significant accounting judgements, estimates and assumptions made in the valuation of investment properties are discussed in Note 3.

- **Rental income**

Rental income from investment property is recognised on a straight-line basis over the expected term of ongoing leases. Lease incentives and step rents with minimum uplifts are spread evenly over the expected lease term.

- **Taxation**

Taxation on the profit or loss for the year is comprised of current and deferred tax. Tax is recognised in the Statement of Comprehensive Income except to the extent that it relates to items recognised as direct movement in equity, in which case it is recognised as a direct movement in equity. Current tax is expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax that is provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

- **Trade and other receivables**

Trade and other receivables are amounts due in the ordinary course of business. If collection is expected in one year or less, they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are initially recognised at fair value, and subsequently where necessary re-measured at amortised cost less provision for impairment. A provision for impairment of trade receivables is established when there is objective evidence the Company will not be able to collect all amounts due in accordance with the original terms of the receivables. Balances are written off to the Statement of Comprehensive Income when the probability of recovery is assessed as being remote.

- **Trade and other payables**

Trade and other payables are classified as current liabilities if payment is due within one year or less from the end of the current accounting year. If not, they are presented as non-current liabilities. Trade and other payables are recognised initially at their fair value and subsequently measured at amortised cost until settled.

Kettlewell House Limited

Notes to the Financial Statements

3. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the financial statements requires the directors to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future years.

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial information:

- **Fair valuation of investment properties**

The Company's properties have been independently valued by Knight Frank LLP (the "Independent Valuer") in accordance with definitions published by the Royal Institution of Chartered Surveyors' ("RICS") Valuation – Professional Standards, July 2017, Global and UK Editions (commonly known as the "Red Book").

The Company uses the valuation carried out by its Independent Valuer as the fair value of its property portfolio. The valuation is based upon assumptions including future rental income and appropriate capitalisation rate. The Independent Valuer makes reference to market evidence of transaction prices for similar properties.

4. REVENUE

	Year ended 31 Dec 2020	Year ended 31 Dec 2019
	£	£
Rental income from investment property	496,443	483,975
	<u>496,443</u>	<u>483,975</u>

Rental income is derived from the investment property and is recognised on a straight line basis over the expected term of the relevant lease.

5. ADMINISTRATIVE AND OTHER EXPENSES

	Year ended 31 Dec 2020	Year ended 31 Dec 2019
	£	£
Legal and professional fees	10,646	9,073
Administration fees	8,254	13,445
Accounting fees	6,353	7,553
	<u>25,253</u>	<u>30,071</u>

6. FINANCE INCOME

	Year ended 31 Dec 2020	Year ended 31 Dec 2019
	£	£
Interest income from working capital facility	1,756	-
	<u>1,756</u>	<u>-</u>

7. FINANCE COSTS

	Year ended 31 Dec 2020	Year ended 31 Dec 2019
	£	£
Interest expense	112,104	127,719
	<u>112,104</u>	<u>127,719</u>

Kettlewell House Limited

Notes to the Financial Statements

8. TAXATION

	Year ended 31 Dec 2020 £	Year ended 31 Dec 2019 £
Current tax charge		
Corporation tax on profits for the year	10,012	61,975
Deferred tax charge		
Origination and reversal of timing differences	(427,443)	-
Total tax (credit)/charge	(417,431)	61,975

Reconciliation of the total tax charge

The reconciliation of profit before tax multiplied by the standard rate of corporation tax for the year of 19% to the total tax charge in the income statement is as follows:

	Year ended 31 Dec 2020 £	Year ended 31 Dec 2019 £
Profit on ordinary activities before tax	360,842	326,185
UK corporation tax at 19%	68,560	61,975
Effects of:		
REIT exempt income	(58,548)	-
Deferred tax movement on entry into the REIT regime	(427,443)	-
Total tax (credit)/charge	(417,431)	61,975
Deferred tax liability	As at 31 Dec 2020 £	As at 31 Dec 2019 £
Deferred tax liability brought forward	526,560	526,560
Origination and reversal of timing differences	(427,443)	-
Deferred tax liability carried forward	99,117	526,560

Taxation on the profit or loss for the period not exempt under UK REIT regulation comprises current and deferred tax. Current tax is expected tax payable or any non-REIT taxable income for the period, using tax rates enacted or substantively enacted at the period end date, and any adjustments to tax payable in respect of previous years.

9. INVESTMENT PROPERTY

	As at 31 Dec 2020 £	As at 31 Dec 2019 £
Opening balance	7,470,000	7,470,000
Change in fair value during the year	-	-
Closing balance	7,470,000	7,470,000

Knight Frank LLP, the Independent Valuer, has valued the property at £7,470,000 as at 31 December 2020. The historic cost of the property is £4,372,587 (2019: £4,372,587).

Kettlewell House Limited

Notes to the Financial Statements

10. TRADE AND OTHER RECEIVABLES

	As at 31 Dec 2020	As at 31 Dec 2019
	£	£
Trade receivables	41,849	41,028
Amounts due from group undertakings	624,721	443,462
Loan receivable from tenants	54,715	-
Interest receivable from tenant	1,756	-
Other debtors	61,268	-
	784,309	484,490

There is a loan agreement between the Company and the tenant for the amount of £123,085. The tenant is liable to pay interest at an interest rate of 3.1% per annum. The loan matures on 1 April 2021.

All trade and other receivables are considered due within one year.

11. TRADE AND OTHER PAYABLES

	As at 31 Dec 2020	As at 31 Dec 2019
	£	£
Amounts owed to group undertakings	420,991	362,385
Accruals and deferred income	41,849	41,028
	462,840	403,413

All trade and other payables are considered payable within one year.

12. BANK BORROWINGS

	As at 31 Dec 2020	As at 31 Dec 2019
	£	£
Opening balance	3,919,000	3,919,000
Drawdowns	-	-
Capital outstanding	3,919,000	3,919,000
Less: unamortised loan arrangement fees	-	-
Carrying value	3,919,000	3,919,000

	As at 31 Dec 2020	As at 31 Dec 2019
	£	£
Maturity of bank borrowings drawn		
Repayable in less than 1 year	44,644	45,366
Repayable between 1 and 2 years	44,644	45,366
Repayable between 2 and 5 years	3,829,712	3,828,268
	3,919,000	3,919,000

Alium BidCo II Limited novated an amount of £3,919,000 to the Company under the HSBC Bank plc facility agreement dated 29 March 2018. The loan has a 5 year term from the date of the facility agreement with a fixed rate of 2.45% plus a 3 month LIBOR interest rate. The loan is due to mature on 29 March 2023.

The guarantors of the loan are members of the Group which consists of the Company, EHP BottomCo Limited, 55 Plus Limited, EHP PropCo 1 Limited, Hailsham House (New Road) Limited, EHP (Liss) Limited, EHP (Buckingham) Limited and Berkley Care (Warwick) Limited.

Kettlewell House Limited

Notes to the Financial Statements

13. SHARE CAPITAL

	As at 31 Dec 2020 £	As at 31 Dec 2019 £
Authorised:		
1,000 Ordinary Shares of £1.00 each	<u>1,000</u>	<u>1,000</u>
Issued and fully paid:		
1,000 Ordinary Shares of £1.00 each	<u>1,000</u>	<u>1,000</u>

Share capital represents the nominal value of share capital subscribed for.

14. OPERATING LEASES - THE COMPANY AS LESSOR

The future minimum lease receivable by the Company under operating leases as at 31 December 2020 are as follows:

31 December 2020	< 1 year £	2 - 5 years £	> 5 years £	Total £
Lease receivables	<u>501,508</u>	<u>2,109,804</u>	<u>4,484,262</u>	<u>7,095,574</u>
31 December 2019	< 1 year £	2 - 5 years £	> 5 years £	Total £
Lease receivables	<u>493,010</u>	<u>2,068,464</u>	<u>5,027,110</u>	<u>7,588,584</u>

The Company's lease is provided for fixed rents which are reviewed on an upward only annual basis. The rent reviews are directly linked to inflation or on a fixed basis.

15. CONTINGENT LIABILITIES

There were no contingent liabilities as at 31 December 2020.

16. RELATED PARTY TRANSACTIONS

As at 31 December 2020, included in trade and other receivables is an interest free loan amount of £624,721 (2019: £443,462) owed to the Company by EHP BottomCo Limited, a company registered in Jersey. The immediate parent of the Company, Alium BidCo II Limited is wholly owned by EHP BottomCo Limited. The interest free loan amount is repayable on demand.

As at 31 December 2020, included in trade and other payables is an interest free loan amount of £335,166 (2019: £335,166) owed by the Company to Alium BidCo II Limited, a company registered in England and Wales. The Company is wholly owned by Alium BidCo II Limited. The interest free loan amount is repayable on demand.

As at 31 December 2020, included in trade and other payables is an interest free loan amount of £27,219 (2019: £27,219) owed by the Company to Hailsham House (New Road) Limited, a company registered in England and Wales. The Company and Hailsham House (New Road) Limited share the same immediate parent Alium BidCo II Limited. The interest free loan amount is repayable on demand.

As at 31 December 2020, included in trade and other payables is an interest free loan amount of £54,715 for the working capital loan granted to the tenant (2019: £nil) owed by the Company to EHP BottomCo Limited, a company registered in Jersey. The Company is wholly owned by Alium BidCo II Limited. The interest free loan amount is repayable on demand.

As at 31 December 2020, included in trade and other payables is an interest free loan amount of £3,891 (2019: £nil) owed by the Company to EHP MidCo Limited, a company registered in Jersey. EHP BottomCo Limited is wholly owned by EHP MidCo Limited. The interest free loan amount is repayable on demand.

Directors fees of £4,000 (2019: £6,192) were paid during the year to Langham Hall Fund Management (Jersey) Ltd in respect of Zoe Amy Rizzuto and Helen Jane Wetherall.

17. POST BALANCE SHEET EVENTS

No significant events have occurred after 31 December 2020 to the date the Directors approved the Financial Statements.

Kettlewell House Limited

Notes to the Financial Statements

18. ULTIMATE CONTROLLING PARTY

The Company is wholly owned by its immediate parent Alium Bidco II Limited a company incorporated in England and Wales. There is no ultimate controlling party.