

**Avery Opco Lessee Limited**

**Annual report and financial statements**

**Registered number 10525132**

**31 March 2020**

MONDAY



\*AA2RDM2Z\*

A08

19/04/2021

#258

COMPANIES HOUSE

## **Contents**

Strategic Report	1
Directors' Report	5
Statement of Directors' responsibilities in respect of the Strategic Report, the Directors' Report and the financial statements	8
Independent Auditor's report to the members of Avery Opco Lessee Limited	9
Consolidated Profit and Loss Account and Other Comprehensive Income	12
Consolidated Balance Sheet	13
Company Balance Sheet	14
Consolidated Statement of Changes in Equity	15
Company Statement of Changes in Equity	16
Consolidated Cash Flow Statement	17
Notes	18

## Strategic Report

The Directors present their strategic report for the year ended 31 March 2020.

### Principal activities

The principal activity of Avery Opco Lessee Limited during the year was that of a holding company.

The Group is engaged in the development and operation of care homes together with the provision of specialist services for the elderly.

### Business review and results

Management operate and monitor the business on a pre-exceptional operating profitability and EBITDA basis, upon which the results for the year can be summarised as follows:

	2018/19 Pre- exceptionals £000	2019/20		
		Pre- exceptionals £000	Exceptional costs £000	Total £000
<b>Operating profitability:</b>				
Group turnover	20,155	23,054	-	23,054
Cost of sales	(9,753)	(11,179)	-	(11,179)
Gross profit	10,402	11,875	-	11,875
Administrative expenses	(11,811)	(14,792)	(155)	(14,947)
Exceptional accounting adjustment for future rent increases (non cash)	-	-	(1,281)	(1,281)
Profit on sale of fixed assets	1,879	14	-	14
<b>Operating (loss)/profit</b>	<b>470</b>	<b>(2,903)</b>	<b>(1,436)</b>	<b>(4,339)</b>
	2018/19 Pre- exceptionals £000	2019/20		
		Pre- exceptionals £000	Exceptional costs £000	Total £000
<b>EBITDA profitability:</b>				
Operating (loss)/profit	470	(2,903)	(1,436)	(4,339)
Addback depreciation (note 4)	305	510	-	510
Addback amortisation (note 4)	793	832	-	832
<b>EBITDA</b>	<b>1,568</b>	<b>(1,561)</b>	<b>(1,436)</b>	<b>(2,997)</b>

The Directors are pleased with the performance for the year, which is in line with expectations and reflects the maturing nature of the Group's care homes both from (i) previously acquired care homes; and (ii) facilities which have been or are in the process of being refurbished and repositioned. Turnover for the year was £23.1m (2019: £20.2m) with a gross margin of 51.5% (2019: 51.6%). The Group recorded an operating loss of £2.9m before exceptional costs (2019: £0.5m profit). Exceptional costs of £1.4m (2019: £0.6m) primarily relate to pre-opening costs, exceptional professional fees and the accounting treatment for guaranteed rental increases in future years of £1.3m (2019: £0.6m) (note 7). This latter accounting adjustment has no cash impact. UK Accounting Standards require a treatment of long term lease financing which the Directors consider presents the performance of the Company in a way which understates the underlying level of performance by overstating lease costs in the year. It is this non-cash additional rent cost which is shown in exceptional costs. Interest payable in the year was £16k (2019: £13k).

## **Strategic Report** *(continued)*

### **Business review and results** *(continued)*

On 9 July 2019 the Group acquired Avery Homes Downend Limited, and on 11 July 2019 the Group acquired the non-property trading assets of Avery Homes (Kingswood) Limited. This took the number of operational facilities to 8 at the year end (2019: 6).

The Group continues to focus on maturing recently opening care homes and growing the business organically and through selective acquisitions.

It is worth outlining our relationship with Welltower Inc who are one of the most respected and longest established Real Estate Investment Trusts (REITs) in the USA. Welltower always seeks to partner with best in class operators and this led to them selecting Avery Healthcare to work with as their principal partner in the UK.

The Directors of the Company are of the opinion that it has adequate facilities in place to meet its external liabilities as they fall due and to fund the planned ongoing investment and expansion in delivering high quality care accommodation for the foreseeable future.

### *Group's objectives*

- To establish a group of care homes, all of which will be of the highest quality from both an environmental and care delivery perspective, where the resident is at the centre of all our activities;
- To recruit and provide training to staff of a similarly high calibre;
- Continue to evolve and use our quality assurance system to assist in delivering our aim of providing high quality care to the elderly;
- Continuous expenditure on the environment and fabric of the buildings. Continued recognition of the importance of this to the residents of our facilities;
- To achieve above industry average outcomes from reviews and inspections undertaken by sector regulators; and
- To achieve a financial performance in line with budget and in excess of sector norms.

### *How we will achieve this*

- Providing better care which offers good value for the high quality services provided compared with our competitors;
- Building care homes in the correct locations, to standards well in excess of the required minimum;
- Providing a career path for all our staff;
- Providing the training and support to teach staff the art of caring and the responsibilities it entails;
- Complying with all regulatory requirements; and
- Providing a quality of care which achieves or exceeds the highest regulatory standards.

## **Strategic Report** *(continued)*

### **Business review and results** *(continued)*

#### *How we will assess our performance*

- Close supervision and support of our care home managers by high calibre and experienced regional staff;
- Achievable operational budgets; and
- Weekly reporting to care home managers on key performance indicators.

#### *Assessment of uncertainties and risks*

- Continued assessment of the long term care sector and the potential changes on the horizon;
- Monitor government policy and the impact on the care sector of proposed changes in either social economic terms or direct government focus. Respond to potential changes in the general political climate of the privately provided care sector;
- Monitor the housing market and pensions, enabling an assessment of service user's ability to pay for care services; and
- Managing the financial risk resulting from fluctuations in interest rates through appropriate hedging arrangements.

### **Key performance indicators**

The Group monitors the performance of the business using the following measures:

- Earnings before interest, tax, depreciation, amortisation and exceptional costs – EBITDA (pre-exceptionals)  
- 2020 loss £1.6m (2019: £1.6m profit)
- Operating cash flow  
- 2020 cash inflow £1.9m (2019: £35k inflow)

Other indicators are occupancy levels, average weekly fee rates and the proportion of turnover contributed by self-funding clients who are attracted to homes of a high standard – the Group is one of the few which has predominately 100% single rooms with ensuite facilities. This accounts for above average fee levels.

### **Principal risks and uncertainties**

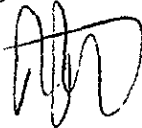
The principal strategic and operational risks are included in the Assessment of uncertainties and risks section above, , and the impact of COVID-19 section in the Directors' report. The Group seeks to reduce financial risk to a commercially acceptable level through the application of stringent financial management controls and reporting. Notes 14, 15, 16 and 19 include further details of financial instruments. The Company and Group's financial instruments comprised cash, debtors, creditors, and share capital.

## **Strategic Report** *(continued)*

### **Future developments and post balance sheet events**

The group continues to focus on the expansion of the business through the development of new care homes and has a number of potential sites under active review.

Signed on behalf of the Board



**R Clements**  
*Director*

3 Cygnet Drive  
Swan Valley  
Northampton  
NN4 9BS

29 March 2021

## Directors' Report

The Directors present their directors' report for the year ended 31 March 2020.

### Paid or proposed dividends

The Directors do not recommend the payment of a dividend (2019: £nil).

### Directors

The Directors who held office during the year and in the period to the date of this report were as follows:

R Clements	(appointed 24 September 2019)
M Danis	
S Stark	(resigned 30 May 2019)
S Winfield	
M Wolfinger	

### Employees

#### *Disabled employees*

The Group gives full consideration to applications for employment from disabled persons where the requirements of the job can be adequately fulfilled by a disabled person. Where existing employees become disabled, it is the Group's policy wherever practicable to provide continuing employment under normal terms and conditions and to provide training and career development and promotion to disabled employees wherever appropriate.

#### *Involvement of employees*

The Group has a well-established policy of providing employees with information about the Group through internal media methods in which employees have also been encouraged to present their suggestions and views on the Group's performance. Regular meetings are held between local management and employees to allow a free flow of information and ideas.

### Political contributions

Neither the Company nor any of its subsidiaries made any political donations or incurred any political expenditure during the current or preceding financial year.

### Impact of COVID-19

As at the date of the signing of these financial statements, the UK and world remain in the grip of the COVID-19 pandemic. It is not yet possible to predict the longer term impact of COVID-19 on the Avery Healthcare group, however, the directors, management team and staff have been, and remain, committed to providing safe working environments in our care homes, retirement facilities and support offices for all our residents and staff, and we have worked tirelessly to reassure and care for our residents. We are confident that our strong team are up to the challenges posed by this pandemic.

At the onset of the pandemic, the Business established, and continues to maintain a specific working party, with appropriate management personnel from operations, clinical, estates, procurement and finance departments to closely monitor the impact of the virus within the Group and to work with food, medical, PPE, staff agencies and other suppliers to minimise and mitigate any supply issues, and to ensure the Group operates efficiently and the cost base is closely aligned to fluctuations in occupancy. The Group's occupancy is monitored daily.

On a positive note, the continued roll out of COVID-19 vaccines within the UK, and particularly across the care home sector where the levels of vaccination of residents within the Group is almost 100%, is a significant step forward for the sector to return to more normal operating levels. There is no doubt that adverse publicity directed at the care home sector during the pandemic has had a negative impact, however with more positive reporting, the widespread vaccination programme and the resultant re-opening of care homes to visiting by relatives, provides a positive outlook for both the Group and the care sector.

## **Directors' Report** *(continued)*

### **Section 172 Statement**

Section 172 of the Companies Act 2006 requires a director of a company to act in the way he or she considers, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to: –

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

In discharging these duties, the Director's undertake and encourage regular engagement with stakeholders including our residents, colleagues, property owners and investors.

With regard to our residents and staff, an example of some of the initiatives the directors have put in place are as follows:

- Encourage Home Managers and Regional Managers to have open dialogue with staff, residents and residents' families;
- Provision of resident feedback cards in our homes, reviewed and followed up by Regional Managers on home review visits;
- Provision of a confidential concerns hotline for staff, residents and their families;
- Annual staff and resident surveys; and
- Annual performance reviews for all staff.

For our property owners and investors, the directors circulate financial data on a monthly basis and hold regular meetings to discuss the performance of the business.

### **Going concern**

The financial statements have been prepared on a going concern basis which the directors believe to be appropriate for the following reasons.

The directors have prepared cash flow forecasts for the period to 31 March 2022. In preparing these forecasts they have considered the impacts of Covid-19. Specifically, they have considered a severe but plausible downside scenario in which the reduced level of revenues earned through the lockdown period continue until 31 March 2022. The forecasts do not include any cost saving measures and costs continue at the same level as in the period before Covid-19.

The directors have, at the time of approving the financial statements, a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future and will have sufficient liquidity to meet its commitments as and when the liabilities fall due for the next 12 months from the date of approval of these financial statements.



## **Directors' Report** *(continued)*

### **Disclosure of information to auditor**

The Directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

### **Auditor**

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the board



**R Clements**  
*Director*

3 Cygnet Drive  
Swan Valley  
Northampton  
NN4 9BS

29 March 2021

## **Statement of Directors' responsibilities in respect of the Strategic Report, the Directors' Report and the financial statements**

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 they 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 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 group and parent company's ability to continue as a going concern, disclosing, as applicable, matters related 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 parent company's transactions and disclose with reasonable accuracy at any time the financial position of the parent company and enable them to ensure that its financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine 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.



## KPMG LLP

Quayside House  
110 Quayside  
Newcastle upon Tyne  
NE1 3DX  
United Kingdom

### **Independent Auditor's report to the members of Avery Opco Lessee Limited**

#### **Opinion**

We have audited the financial statements of Avery Opco Lessee Limited ("the company") for the year ended 31 March 2020 which comprise the Consolidated Profit and Loss Account and Other Comprehensive Income, Consolidated Balance Sheet, Company Balance Sheet, Consolidated Statement of Changes in Equity, Company Statement of Changes in Equity, Consolidated Cash Flow Statement and related notes, including the accounting policies in note 1.

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 March 2020 and of the group's loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the 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").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the 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. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the group or the company will continue in operation.

## **Independent auditor's report to the members of Avery Opco Lessee Limited** *(continued)*

### **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](http://www.frc.org.uk/auditorsresponsibilities).

## **Independent auditor's report to the members of Avery Opco Lessee Limited** *(continued)*

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

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



**Nick Plumb (Senior Statutory Auditor)**  
**for and on behalf of KPMG LLP, Statutory Auditor**  
*Chartered Accountants*  
Quayside House  
110 Quayside  
Newcastle upon Tyne  
NE1 3DX

30 March 2021

**Consolidated Profit and Loss Account and Other Comprehensive Income**  
*for the year ended 31 March 2020*

	<i>Note</i>	<b>2020</b> <b>£000</b>	<b>2019</b> <b>£000</b>
<b>Turnover</b>	<b>2</b>	<b>23,054</b>	<b>20,155</b>
Cost of sales		(11,179)	(9,753)
<b>Gross profit</b>		<b>11,875</b>	<b>10,402</b>
Administrative expenses - exceptional	<b>7</b>	(1,436)	(638)
- other		(14,778)	(11,811)
Profit on sale of fixed assets		-	1,879
<b>Operating loss</b>		<b>(4,339)</b>	<b>(168)</b>
Interest payable and similar charges	<b>8</b>	(16)	(13)
<b>Loss on ordinary activities before taxation</b>	<b>2-8</b>	<b>(4,355)</b>	<b>(181)</b>
Tax on loss on ordinary activities	<b>9</b>	409	-
<b>Loss for the financial year</b>		<b>(3,946)</b>	<b>(181)</b>
<b>Other comprehensive income</b>			
Other comprehensive income for the year, net of income tax		-	-
<b>Total comprehensive income for the year</b>		<b>(3,946)</b>	<b>(181)</b>

**Consolidated Balance Sheet**  
*as at 31 March 2020*

	Notes	2020 £000	2019 £000
<b>Fixed assets</b>			
Intangible assets	10	18,669	15,856
Tangible assets	11	1,549	1,035
		<u>20,218</u>	<u>16,891</u>
<b>Current assets</b>			
Stocks	13	45	34
Debtors	14	9,097	8,983
Cash at bank and in hand		1,390	2,630
		<u>10,532</u>	<u>11,647</u>
<b>Creditors: amounts falling due within one year</b>	15	<u>(13,903)</u>	<u>(9,529)</u>
<b>Net current (liabilities)/assets</b>		<u>(3,371)</u>	<u>2,118</u>
<b>Total assets less current liabilities</b>		<u>16,847</u>	<u>19,009</u>
<b>Creditors: amounts falling due after more than one year</b>	16	<u>(20,232)</u>	<u>(18,448)</u>
<b>Net (liabilities)/assets</b>		<u>(3,385)</u>	<u>561</u>
<b>Capital and reserves</b>			
Called up share capital	18	-	-
Profit and loss account		(3,385)	561
<b>Total shareholders' (deficit)/funds</b>		<u>(3,385)</u>	<u>561</u>

These financial statements were approved by the board of directors on 29 March 2021 and were signed on its behalf by:



**R Clements**  
Director

Company registration number: 10525132

**Company Balance Sheet**  
*as at 31 March 2020*

	<i>Notes</i>	<b>2020</b> <b>£000</b>	<b>£000</b>	<b>2019</b> <b>£000</b>	<b>£000</b>
<b>Fixed assets</b>					
Investments	12		2,701		551
<b>Current assets</b>					
Debtors	14	9,738		5,984	
Cash at bank and in hand		1,061		2,234	
		<u>10,799</u>		<u>8,218</u>	
<b>Creditors: amounts falling due within one year</b>	15	<u>(11,065)</u>		<u>(6,262)</u>	
<b>Net current (liabilities)/assets</b>			<b>(266)</b>		<b>1,956</b>
<b>Net assets</b>			<u><b>2,435</b></u>		<u><b>2,507</b></u>
<b>Capital and reserves</b>					
Called up share capital	18	-		-	
Profit and loss account		2,435		2,507	
<b>Shareholders' funds</b>			<u><b>2,435</b></u>		<u><b>2,507</b></u>

These financial statements were approved by the board of directors on 2<sup>9</sup> March 2021 and were signed on its behalf by:



**R Clements**  
*Director*

*Company registration number: 10525132*



## Consolidated Statement of Changes in Equity

	Called up share capital £000	Profit and loss account £000	Total equity £000
Balance at 1 April 2018	-	742	742
<b>Total comprehensive income for the year</b>			
Profit or loss	-	(181)	(181)
	<hr/>	<hr/>	<hr/>
Total comprehensive income for the year	-	(181)	(181)
	<hr/>	<hr/>	<hr/>
<b>Balance at 31 March 2019</b>	-	<b>561</b>	<b>561</b>
	<hr/>	<hr/>	<hr/>
Balance at 1 April 2019	-	561	561
<b>Total comprehensive income for the year</b>			
Profit or loss	-	(3,946)	(3,946)
	<hr/>	<hr/>	<hr/>
Total comprehensive income for the year	-	(3,946)	(3,946)
	<hr/>	<hr/>	<hr/>
<b>Balance at 31 March 2020</b>	-	<b>(3,385)</b>	<b>(3,385)</b>
	<hr/>	<hr/>	<hr/>

## Company Statement of Changes in Equity

	Called up share capital £000	Profit and loss account £000	Total equity £000
Balance at 1 April 2018	-	2,707	2,707
<b>Total comprehensive income for the year</b>			
Profit or loss	-	(200)	(200)
	<hr/>	<hr/>	<hr/>
Total comprehensive income for the period	-	(200)	(200)
	<hr/>	<hr/>	<hr/>
<b>Balance at 31 March 2019</b>	-	2,507	2,507
	<hr/>	<hr/>	<hr/>
Balance at 1 April 2019	-	2,507	2,507
<b>Total comprehensive income for the year</b>			
Profit or loss	-	(72)	(72)
	<hr/>	<hr/>	<hr/>
Total comprehensive income for the year	-	(72)	(72)
	<hr/>	<hr/>	<hr/>
<b>Balance at 31 March 2020</b>	-	2,435	2,435
	<hr/>	<hr/>	<hr/>

**Consolidated Cash Flow Statement**  
*for year ended 31 March 2020*

	<i>Note</i>	<b>2020</b> <b>£000</b>	<b>2019</b> <b>£000</b>
<b>Cash flows from operating activities</b>			
Loss for the year		(3,946)	(181)
Adjustments for:			
Depreciation, amortisation and impairment		1,342	1,098
Non cash rent expenses		1,281	638
(Profit)/loss on sale of fixed assets		-	(1,879)
Interest receivable and similar income		-	-
Interest payable and similar charges		16	13
Taxation		(409)	-
		<hr/>	<hr/>
Increase in trade and other receivables		(1,716)	(311)
(Increase)/decrease in inventories		1,525	(1,465)
Increase in trade and other payables		(11)	34
		<hr/>	<hr/>
<b>Net cash from operating activities</b>		<b>1,855</b>	<b>35</b>
		<hr/>	<hr/>
<b>Cash flows from investing activities</b>			
Proceeds from sale of property, plant and equipment		-	1,879
Acquisition of a business, net of cash acquired	3	(2,138)	481
Acquisition of property, plant and equipment		(941)	(533)
		<hr/>	<hr/>
<b>Net cash from investing activities</b>		<b>(3,079)</b>	<b>1,827</b>
		<hr/>	<hr/>
<b>Cash flows from financing activities</b>			
Interest paid		(16)	(13)
Repayment of loans		-	-
		<hr/>	<hr/>
<b>Net cash from financing activities</b>		<b>(16)</b>	<b>(13)</b>
		<hr/>	<hr/>
Net (decrease)/increase in cash and cash equivalents		(1,240)	1,849
Cash and cash equivalents at 1 April 2019		2,630	781
		<hr/>	<hr/>
<b>Cash and cash equivalents at 31 March 2020</b>		<b>1,390</b>	<b>2,630</b>
		<hr/>	<hr/>

## Notes

*(forming part of the financial statements)*

### 1 Accounting policies

Avery Opco Lessee Limited (the "Company") is a company limited by shares and incorporated and domiciled in the UK.

These Group and parent company financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard* applicable in the UK and Republic of Ireland ("*FRS 102*"). The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

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:

- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

As the consolidated financial statements include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

- The disclosures required by FRS 102.11 *Basic Financial Instruments*

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

Judgements made by the Directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 23.

#### 1.1 Measurement convention

The financial statements are prepared on the historical cost basis.

#### 1.2 Going concern

The financial statements have been prepared on a going concern basis which the directors believe to be appropriate for the following reasons.

The directors have prepared cash flow forecasts for the period to 31 March 2022. In preparing these forecasts they have considered the impacts of Covid-19. Specifically, they have considered a severe but plausible downside scenario in which the reduced level of revenues earned through the lockdown period continue until 31 March 2022. The forecasts do not include any cost saving measures and costs continue at the same level as in the period before Covid-19.

The directors have, at the time of approving the financial statements, a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future and will have sufficient liquidity to meet its commitments as and when the liabilities fall due for the next 12 months from the date of approval of these financial statements.

## Notes (continued)

### 1 Accounting policies (continued)

#### 1.3 Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiary undertakings made up to 31 March 2020. A subsidiary is an entity that is controlled by the parent. The results of subsidiary undertakings are included in the consolidated profit and loss account from the date that control commences until the date that control ceases. Control is established when the Company has the power to govern the operating and financial policies of an entity so as to obtain benefits from its activities. In assessing control, the Group takes into consideration potential voting rights that are currently exercisable.

In the parent financial statements, investments in subsidiaries are carried at cost less impairment.

Under s408 of the Companies Act 2006 the Company is exempt from the requirement to present its own profit and loss account.

#### 1.4 Foreign currency

Transactions in foreign currencies are translated to the Group companies' functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date.

#### 1.5 Classification of financial instruments issued by the group

In accordance with FRS 102.22, financial instruments issued by the Group are treated as equity only to the extent that they meet the following two conditions:

- (a) they include no contractual obligations upon the group to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the group; and
- (b) where the instrument will or may be settled in the entity's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the entity's own equity instruments or is a derivative that will be settled by the entity exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the entity's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Where a financial instrument that contains both equity and financial liability components exists these components are separated and accounted for individually under the above policy. Transaction costs are allocated between the debt component and the equity component on the basis of their relative fair values.

#### 1.6 Basic financial instruments

##### *Trade and other debtors / creditors*

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

##### *Interest-bearing borrowings classified as basic financial instruments*

Interest-bearing borrowings are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

## Notes (continued)

### 1 Accounting policies (continued)

#### 1.6 Basic financial instruments (continued)

##### *Investments in preference and ordinary shares*

Investments in equity instruments are measured initially at fair value, which is normally the transaction price. Transaction costs are excluded if the investments are subsequently measured at fair value through profit and loss. Subsequent to initial recognition investments that can be measured reliably are measured at fair value with changes recognition in profit or loss. Other investments are measured at cost less impairment in profit or loss.

##### *Cash and cash equivalents*

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purpose only of the cash flow statement.

#### 1.7 Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses.

Where parts of an item of tangible fixed assets have different useful lives, they are accounted for as separate items of tangible fixed assets, for example land is treated separately from buildings.

Leases in which the entity assumes substantially all the risks and rewards of ownership of the leased asset are classified as finance leases. All other leases are classified as operating leases. Leased assets acquired by way of finance lease are stated on initial recognition at an amount equal to the lower of their fair value and the present value of the minimum lease payments at inception of the lease, including any incremental costs directly attributable to negotiating and arranging the lease. At initial recognition a finance lease liability is recognised equal to the fair value of the leased asset or, if lower, the present value of the minimum lease payments. The present value of the minimum lease payments is calculated using the interest rate implicit in the lease. Lease payments are accounted for as described at 1.13 below.

The Company assesses at each reporting date whether tangible fixed assets (including those leased under a finance lease) are impaired.

Depreciation is charged to the profit and loss account on a straight-line basis over the estimated useful lives of each part of an item of tangible fixed assets. Leased assets are depreciated over the shorter of the lease term and their useful lives. Land is not depreciated. The estimated useful lives are as follows:

- Freehold property - 50 years
- Leasehold improvements - 5 years
- Fixtures and fittings - 5 to 6 years
- IT equipment - 5 years
- Motor vehicles - 4 years

Depreciation methods, useful lives and residual values are reviewed if there is an indication of a significant change since the last annual reporting date in the pattern by which the Company expects to consume an asset's future economic benefits.

#### 1.8 Business combinations

Business combinations are accounted for using the purchase method as at the acquisition date, which is the date on which control is transferred to the entity.

At the acquisition date, the Group recognises goodwill at the acquisition date as:

- the fair value of the consideration (excluding contingent consideration) transferred; plus
- estimated amount of contingent consideration (see below); plus
- the fair value of the equity instruments issued; plus
- directly attributable transaction costs; less
- the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities and contingent liabilities assumed.

## Notes (continued)

### 1 Accounting policies (continued)

#### 1.8 Business combinations (continued)

Consideration which is contingent on future events is recognised based on the estimated amount if the contingent consideration is probable and can be measured reliably. Any subsequent changes to the amount are treated as an adjustment to the cost of the acquisition.

#### 1.9 Intangible assets, goodwill

##### *Goodwill*

Goodwill is stated at cost less any accumulated amortisation and accumulated impairment losses. Goodwill is allocated to cash-generating units or group of cash-generating units that are expected to benefit from the synergies of the business combination from which it arose.

Goodwill is amortised on a straight line basis over its useful life. The finite useful life of goodwill is estimated to be the life of the lease to which the assets relate.

#### 1.10 Stocks

Stocks are stated at the lower of cost and net realisable value. Work in progress comprises amounts incurred to date on the development of care homes which are contracted for sale in the future.

#### 1.11 Impairment excluding stocks and deferred tax assets

##### *Financial assets (including trade and other debtors)*

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Company would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

##### *Non-financial assets*

The carrying amounts of the entity's non-financial assets, other than stocks and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit"). The goodwill acquired in a business combination, for the purpose of impairment testing is allocated to cash-generating units, or ("CGUs") that are expected to benefit from the synergies of the combination. For the purpose of goodwill impairment testing, if goodwill cannot be allocated to individual CGUs or groups of CGUs on a non-arbitrary basis, the impairment of goodwill is determined using the recoverable amount of the acquired entity in its entirety, or if it has been integrated then the entire group of entities into which it has been integrated.

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a *pro rata* basis.

## Notes (continued)

### 1 Accounting policies (continued)

#### 1.11 Impairment excluding stocks and deferred tax assets (continued)

An impairment loss is reversed if and only if the reasons for the impairment have ceased to apply.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

#### 1.12 Turnover

##### *Turnover*

Turnover represents fee income relating to the provision of care services, net of value added tax, if applicable and the sale of properties acquired or developed by the Group where a forward sales agreement is in place. Fee income comprises care home resident fees which are recognised when the delivery of the service is completed. Fees invoiced in advance are included as deferred income until the service is completed.

#### 1.13 Expenses

##### *Operating lease*

Payments (excluding costs for services and insurance) made under operating leases are recognised in the profit and loss account on a straight-line basis over the term of the lease unless the payments to the lessor are structured to increase in line with expected general inflation; in which case the payments related to the structured increases are recognised as incurred. Lease incentives received are recognised in profit and loss over the term of the lease as an integral part of the total lease expense.

##### *Finance lease*

Minimum lease payments are apportioned between the finance charge and the reduction of the outstanding liability using the rate implicit in the lease. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability. Contingent rents are charged as expenses in the periods in which they are incurred.

##### *Interest receivable and Interest payable*

Interest payable and similar charges include interest payable, finance charges on shares classified as liabilities and finance leases recognised in profit or loss using the effective interest method, unwinding of the discount on provisions, and net foreign exchange losses that are recognised in the profit and loss account (see foreign currency accounting policy). Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that takes a substantial time to be prepared for use, are capitalised as part of the cost of that asset/are expensed as incurred.

Other interest receivable and similar income include interest receivable on funds invested and net foreign exchange gains.

Interest income and interest payable are recognised in profit or loss as they accrue, using the effective interest method. Dividend income is recognised in the profit and loss account on the date the entity's right to receive payments is established. Foreign currency gains and losses are reported on a net basis.

##### *Exceptional items*

Material items of income and expenditure which arise from one off events (such as a restructuring) or relate to non-cash items (such as the accrual for future rental increases), are classified as exceptional items on the basis that the Directors believe this presents a clearer picture of the underlying performance of the Group.



## Notes (continued)

### 1 Accounting policies (continued)

#### 1.14 Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss 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 timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met; and differences relating to investments in subsidiaries, to the extent that it is not probable that they will reverse in the foreseeable future and the reporting entity is able to control the reversal of the timing difference. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is provided in respect of the additional tax that will be paid or avoided on differences between the amount at which an asset (other than goodwill) or liability is recognised in a business combination and the corresponding amount that can be deducted or assessed for tax. Goodwill is adjusted by the amount of such deferred tax.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

#### 1.15 Dividends on shares presented within shareholders' funds

Dividends are only recognised as a liability to the extent that they are declared prior to the year end. Unpaid dividends that do not meet the criteria are disclosed in the notes to the financial statements.

### 2 Turnover

Turnover is derived entirely in the UK from the principal activities of the Group whose activities comprise the operation and construction of care homes.

### 3 Acquisitions of businesses

#### Acquisitions in the current period

On 9 July 2020 the Group acquired all of the shares of Avery Homes Downend. Avery Homes Downend acquired the non-property trading assets of Avery Homes (Kingswood) on 11 July 2019. This adds two operational care homes to the Group.

## Notes (continued)

### 3 Acquisitions of businesses (continued)

#### Effect of acquisition

The acquisition had the following effect on the Group's assets and liabilities.

	Book values £000	Fair value adjustments £000	Recognised values on acquisition £000
<b>Acquiree's net assets at the acquisition date:</b>			
Tangible fixed assets	83	-	83
Trade and other debtors	1,639	-	1,639
Cash	12	-	12
Trade and other creditors	(3,229)	-	(3,229)
	<hr/>	<hr/>	<hr/>
Net identifiable assets and liabilities	(1,495)	-	(1,495)
	<hr/>	<hr/>	<hr/>
<b>Total cost of business combination:</b>			
<i>Consideration paid:</i>			
Initial cash price paid			2,150
			<hr/>
Total consideration			2,150
			<hr/>
Goodwill on acquisition			3,645
			<hr/>

### 4 Expenses and auditor's remuneration

Included in profit/loss are the following:

	2020 £000	2019 £000
Depreciation and other amounts written off tangible fixed assets	510	305
Amortisation of goodwill	832	793
Hire of other assets – Property operating leases (including exceptional)	9,991	7,305
	<hr/>	<hr/>
<i>Auditor's remuneration:</i>		
	2020 £000	2019 £000
Audit of these financial statements	8	8
	<hr/>	<hr/>

No non-audit services have been recharged to this sub-group. The total non-audit services payable are disclosed in the Avery Healthcare Holdings Limited financial statements which are available on Companies House.

## Notes (continued)

### 5 Staff numbers and costs

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

	Number of employees	
	2020	2019
Management and administration staff	39	31
Nursing, care and domestic staff	423	412
	<u>462</u>	<u>443</u>

The aggregate payroll costs of these persons were as follows:

	2020	2019
	£000	£000
Wages and salaries	9,166	8,451
Social security costs	624	576
Contributions to defined contribution plans	164	196
	<u>9,954</u>	<u>9,223</u>

### 6 Directors' remuneration

No remuneration was paid to the directors in respect of their services to the Company during the current or preceding financial year.

### 7 Exceptional administrative expenses

	2020	2019
	£000	£000
Future property rental increases charged in year (note 20)	1,281	638
Exceptional professional fees and other transaction related costs	155	-
	<u>1,436</u>	<u>638</u>

Exceptional professional fees and other transaction related costs arise in respect of abortive transaction costs, pre-opening costs incurred by care homes, exceptional legal fees and acquisition costs.

### 8 Interest payable and similar charges

	2020	2019
	£000	£000
On finance lease	14	1
Other	2	12
	<u>16</u>	<u>13</u>

## Notes (continued)

### 9 Taxation

#### Total tax credit recognised in the profit and loss account

	2020 £000	£000	2019 £000	£000
<i>Current tax</i>				
Current tax on income for the year		(409)		-
Adjustments in respect of prior periods		-		-
Total current tax credit		(409)		-
<i>Deferred tax</i>				
Origination and reversal of timing differences	-		-	
Adjustment in respect of prior periods	-		-	
Total deferred tax charge		-		-
Total tax credit		(409)		-

#### Reconciliation of effective tax rate

	2020 £000	2019 £000
Loss for the year	(3,946)	(181)
Total tax credit	(409)	-
Loss excluding taxation	(4,355)	(181)
Tax credit using the UK corporation tax rate of 19% (2019: 19%)	(827)	(34)
Non-deductible expenses	233	170
Adjustment in respect of prior periods	228	-
Change in rate	-	(32)
Unrecognised tax losses carried forward	-	(104)
Movements in unrecognised deferred tax	(43)	-
Total tax credit	(409)	-

The Group has unrecognised deferred tax assets of £1.4m (2019: £534k) arising on UK corporation tax losses. These assets have not been recognised due to uncertainty over the timing of their future recovery.

#### Factors that may affect future current and total tax charges

Finance Bill 2016 enacted provisions to reduce the main rate of UK corporation tax to 17% from 1 April 2020. However, in the March 2020 Budget it was announced that the reduction in the UK rate to 17% will now not occur and the Corporation Tax Rate will be held at 19%. As substantive enactment is before the balance sheet date, deferred tax balances as at 31 March 2020 have been measured at a rate of 19%.

**Notes (continued)**

**10 Intangible assets and goodwill**

<i>Group</i>	<b>Goodwill £000</b>
<b>Cost</b>	
Balance at 1 April 2019	16,649
Acquisitions (note 3)	3,645
	<hr/>
Balance at 31 March 2020	20,294
	<hr/>
<b>Amortisation and impairment</b>	
Balance at 1 April 2019	(793)
Amortisation for the year	(832)
	<hr/>
Balance at 31 March 2020	(1,625)
	<hr/>
<b>Net book value</b>	
At 31 March 2020	18,669
	<hr/>
At 1 April 2019	15,856
	<hr/>

During the year the Group acquired the trading operations of two leasehold care homes.

*Amortisation*

The amortisation charge for the year is recognised in the following line items in the profit and loss account:

	<b>2020 £000</b>	<b>2019 £000</b>
Administrative expenses	832	793
	<hr/>	<hr/>

## Notes (continued)

### 11 Tangible fixed assets

Group	Leasehold improvements £000	Fixtures and fittings £000	IT equipment £000	Motor vehicles £000	Total £000
<b>Cost</b>					
Balance at 1 April 2019	1,115	789	102	26	2,032
Acquired through a business combination (note 3)	66	15	2	-	83
Additions	282	635	24	-	941
<b>Balance at 31 March 2020</b>	<b>1,463</b>	<b>1,439</b>	<b>128</b>	<b>26</b>	<b>3,056</b>
<b>Depreciation and impairment</b>					
Balance at 1 April 2019	657	295	40	5	997
Charge for the year	206	273	27	4	510
<b>Balance at 31 March 2020</b>	<b>863</b>	<b>568</b>	<b>67</b>	<b>9</b>	<b>1,507</b>
<b>Net book value</b>					
At 31 March 2020	599	871	61	17	1,549
At 31 March 2019	458	494	62	21	1,035

### 12 Fixed asset investments

Company	Shares in group undertakings £000
<b>Cost and net book value</b>	
At 1 April 2019	551
Additions in the year	2,150
<b>At 31 March 2020</b>	<b>2,701</b>

The undertakings in which the Group's and Company's interest at the year-end is more than 20% are listed in the table below. All companies listed are registered in the United Kingdom. The subsidiary undertakings listed are exempt from the Companies Act 2006 requirements relating to the audit of their individual accounts by virtue of Section 479A of the Act as Avery Opco Lessee Limited has guaranteed the subsidiary company under Section 479C of the Act:

Avery (Glenmoor) Limited  
Avery (Lucas Court) Limited  
Avery Homes Bracknell Limited  
Avery Homes Downend Limited  
Avery Homes Droitwich Limited

Avery at The Miramar (Operations) Limited  
Avery of Leicester (Operations) Limited  
Avery at Loxley Park (Operations) Limited  
Avery at Loxley Park (Homecare) Limited

## Notes (continued)

### 12 Fixed asset investments (continued)

All the companies listed below are registered at 3 Cygnet Drive, Swan Valley, Northampton, NN4 9BS.

Subsidiary undertakings	Principal activity	Company Percentage and class of shares held	Group Percentage and class of shares held
Avery (Glenmoor) Limited	Care home operation	100% Ordinary	100% Ordinary
Avery (Lucas Court) Limited	Care home operation	100% Ordinary	100% Ordinary
Avery Homes Bracknell Limited	Care home operation	100% Ordinary	100% Ordinary
Avery at Loxley Park (Homecare) Limited	Care home operation	100% Ordinary	100% Ordinary
Avery at The Miramar (Operations) Limited	Care home operation	100% Ordinary	100% Ordinary
Avery of Leicester (Operations) Limited	Care home operation	100% Ordinary	100% Ordinary
Avery at Loxley Park (Operations) Limited	Care home operation	100% Ordinary	100% Ordinary
Avery Homes Downend Limited	Care home operation	100% Ordinary	100% Ordinary
Avery Homes Droitwich Limited	Care home operation	100% Ordinary	100% Ordinary

### 13 Stocks

	Group 2020 £000	2019 £000	Company 2020 £000	2019 £000
Raw materials and consumables	45	34	-	-

### 14 Debtors

	Group 2020 £000	2019 £000	Company 2020 £000	2019 £000
Trade debtors	731	862	-	-
Amounts owed by group undertakings	-	-	9,714	5,717
Amounts owed by related undertakings (see note 22)	7,015	6,647	-	-
Amounts owed by parent undertaking (see note 22)	-	711	-	-
Other debtors and prepayments	942	763	11	266
Group relief receivable	409	-	13	1
	<u>9,097</u>	<u>8,983</u>	<u>9,738</u>	<u>5,984</u>

There are no debtors receivable after more than one year (2019: £nil) included in the debtors analysis set out above.  
Amounts owed by group undertakings have no fixed repayment date.

## Notes (continued)

### 15 Creditors: amounts falling due within one year

	Group 2020 £000	2019 £000	Company 2020 £000	2019 £000
Trade creditors	980	1,245	788	595
Amount owed to parent undertaking (see note 22)	2,251	1,512	1,202	-
Amounts owed to related undertakings (see note 22)	7,143	3,810	-	-
Amounts owed to group undertakings	-	-	8,845	5,384
Corporation tax group relief	-	-	3	-
Taxation and social security	181	158	-	-
Other creditors and deferred income	3,348	2,804	227	283
	<u>13,903</u>	<u>9,529</u>	<u>11,065</u>	<u>6,262</u>

Amounts owed to group undertakings have no fixed repayment date.

### 16 Creditors: amounts falling due after more than one year

	Group 2020 £000	2019 £000	Company 2020 £000	2019 £000
Accruals – future property rental increases	20,157	18,439	-	-
Finance leases	75	7	-	-
Other creditors and accruals	-	2	-	-
	<u>20,232</u>	<u>18,448</u>	<u>-</u>	<u>-</u>

Accruals for future property rental increases have arisen from spreading guaranteed future rent increases over the lease term.

### 17 Deferred taxation

The Group has net unrecognised deferred tax assets of £1.4m (2019: £534k) arising on UK corporation tax losses and fixed asset timing differences. These assets have not been recognised due to uncertainty over the timing of their future recovery.

	Assets		Liabilities		Net	
	2020 £000	2019 £000	2020 £000	2019 £000	2020 £000	2019 £000
Tax losses	1,107	-	-	-	1,107	-
Fixed asset timing differences	227	-	-	-	227	-
Trading timing differences	4	-	-	-	4	-
Non-trading timing differences	34	-	-	-	34	-
	<u>1,372</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,372</u>	<u>-</u>
Net tax assets/(liabilities)	1,372	-	-	-	1,372	-

The Company had no provided tax losses.



## Notes (continued)

### 18 Capital and reserves

#### Share capital

	Group and Company Ordinary shares of £0.01 each Number	
On issue at 1 April 2019 and 31 March 2020 – fully paid	1,000	
	<hr/>	
	Group and Company 2020 £	Group and Company 2019 £
<i>Allotted, called up and fully paid</i>		
901 (2019: 901) A Ordinary shares of £0.01 each	9	9
99 (2019: 99) B Ordinary shares of £0.01 each	1	1
	<hr/>	<hr/>
<b>Shares classified in shareholders' funds</b>	<b>10</b>	<b>10</b>
	<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.

### 19 Financial instruments

The carrying amounts of the financial assets and liabilities include:

	Group 2020 £000	2019 £000
<b>Financial assets measured at amortised cost</b>		
Trade receivables	731	862
Other debtors	942	763
Amounts owed by related undertakings	7,015	6,647
Amounts owed by parent undertaking	-	711
	<hr/>	<hr/>
	<b>8,688</b>	<b>8,983</b>
	<hr/>	<hr/>
<b>Financial liabilities measured at amortised cost</b>		
Trade creditors	980	1,245
Amounts owed to related undertakings	7,143	5,322
Amounts owed to parent undertaking	2,251	-
Other creditors	3,348	2,804
	<hr/>	<hr/>
	<b>13,722</b>	<b>9,371</b>
	<hr/>	<hr/>

## Notes (continued)

### 20 Operating leases

Non-cancellable operating lease rentals are payable as follows:

	<b>Group</b>		<b>Company</b>	
	<b>2020</b>	<b>2019</b>	<b>2020</b>	<b>2019</b>
	<b>£000</b>	<b>£000</b>	<b>£000</b>	<b>£000</b>
Less than one year	9,501	7,273	-	-
Between one and five years	40,930	39,772	-	-
More than five years	149,162	80,424	-	-
	<u>199,593</u>	<u>127,469</u>	<u>-</u>	<u>-</u>

During the year, operating lease expenses have been recognised as follows:

	<b>2020</b>	<b>2019</b>
	<b>£000</b>	<b>£000</b>
Administration expenses - exceptional	1,281	638
Administration expenses - other	8,710	6,667
	<u>9,991</u>	<u>7,305</u>

### 21 Contingent liabilities

The Company, together with a number of its subsidiary undertakings, has entered into a cross collateralised security arrangement to secure the Group's operating property leases and loans with Welltower Inc. of Toledo USA.

The subsidiary undertakings listed in the table in note 12 are exempt from the Companies Act 2006 requirements relating to the audit of their individual accounts by virtue of Section 479c of the Act.

## Notes (continued)

### 22 Related parties

Osis Projects Limited is a company under the ownership and control of CJ Strowbridge, a former shareholder of Avery Healthcare Holdings Limited. The Group continued with finance lease arrangements with Osis Projects Limited for kitchen and laundry equipment in the year. As at 31 March 2020 there is £nil (2019: £nil) due to Osis Projects Limited. Finance interest of £14k was charged in the year (2019: £1k).

#### Transactions with Welltower Inc

The Group has long term leases with Welltower Inc for the lease of care homes. Further details can be seen in note 20. Other transactions with Welltower Inc in the year are as follows:

	2020 £000	2019 £000
Profit from sale and lease back	-	1,879

#### Transactions with other subsidiaries of Xanadu Investments Limited

During the year the group was charged management fees of £1,177,796 (2019: £1,090,838) by other subsidiaries of Xanadu Investments Limited that do not form part of this consolidation. These charges are included in administrative expenses.

Amounts owed by other subsidiaries of Xanadu Investments Limited are as follows:

	2020 £000	2019 £000
Avery Healthcare Holdings Limited	-	711
Adept Build Limited	200	200
Avery Care (Cannock) Limited	4,080	4,080
Avery Healthcare Group Limited	2,433	1,162
Avery Homes Cliftonville Limited	95	85
Avery Homes Grove Park Limited	34	34
Avery Homes Hinckley Limited	30	30
Avery Homes (Nelson) Limited	-	174
Avery Homes Rugeley Limited	25	80
Avery Homes Wellingborough Limited	9	9
Hawthorns Northampton Limited	50	50
Hawthorns Retirement Living Limited	-	22
Highcliffe Care Centre Limited	7	8
Willowbrook Healthcare Debtco Limited	-	328
Willowbrook Healthcare Limited	-	385
Avery Homes Wolverhampton Limited	14	-
Avery Homes WSM Limited	15	-
Avery Homes TH Limited	13	-
Avery Care Clevedon Limited	10	-
	<u>7,015</u>	<u>7,358</u>

## Notes (continued)

### 22 Related parties (continued)

Amounts owed to other subsidiaries of Xanadu Investments Limited are as follows:

	2020 £000	2019 £000
Avery Healthcare Holdings Limited	2,251	1,512
Avery Care Northants Limited	51	1
Avery Homes (Cannock) Limited	3	3
Avery Homes (Nelson) Limited	2,907	2,458
Avery Homes Derby Limited	13	18
Avery Homes Hanford Limited	187	177
Avery Homes Kirkstall Limited	71	71
Avery Homes Nuneaton Limited	47	37
Avery Homes Nuthall Limited	58	58
Avery Homes SH Limited	2	2
Avery Homes Stafford Limited	117	122
Avery Homes Weybridge Limited	43	68
Avery Homes Wolverhampton Limited	-	6
Avery Management Services Limited	1	1
Hawthorns Retirement Living Limited	226	450
Willowbrook Healthcare Developments Limited	338	338
Avery Homes Newcastle UL Limited	20	-
Willowbrook Healthcare Limited	1,101	-
Willowbrook Healthcare Debtco Limited	1,958	-
	<hr/> 9,394 <hr/>	<hr/> 5,322 <hr/>

### 23 Accounting estimates and judgements

In the preparation of the financial statements, it is necessary for the management of the Company to make judgements, estimates and assumptions that may affect the application of accounting policies and the reported amounts of assets and liabilities, and income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The key areas requiring the use of estimates and judgements which may significantly affect the financial statements are considered to be:

#### *Impairment of work in progress and assets under construction – care home development*

The Group considers whether work in progress is impaired. Where an indication of impairment is identified the estimation of recoverable value requires estimation of expected costs to complete development and comparison with agreed forecast revenues upon sale.

#### *Impairment of goodwill*

The Group considers whether goodwill is impaired. Where an indication of impairment is identified the estimates of recoverable value of the cash generating units (CGU's) are assessed. This requires estimation of the future cash flows from the CGUs and also selection of appropriate discount rates in order to calculate the net present value of those cash flows.

### 24 Ultimate parent company and parent company of larger group

The largest individual shareholder is Avery Healthcare Holdings Limited, and ultimate controlling entity is Xanadu Investments Limited. The largest group in which the results of the Company are consolidated is that headed by Xanadu Investments Limited. The smallest group in which the results of the Company are consolidated is that headed by Avery Opco Lessee Limited.