

Registration number: 12405444

PWC HOLDCO 1 LIMITED
ANNUAL REPORT AND CONSOLIDATED FINANCIAL STATEMENTS
FOR THE PERIOD FROM 1 FEBRUARY 2021 TO 31 MARCH 2022



PWC HOLDCO 1 LIMITED

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PWC HOLDCO 1 LIMITED

COMPANY INFORMATION

Directors	M Avillez Caldeira
	J V G Rosa
Registered office	Warwick House 25-27 Buckingham Palace Road London United Kingdom SW1W 0PP
Auditors	Hazlewoods LLP Windsor House Bayshill Road Cheltenham GL50 3AT

PWC HOLDCO 1 LIMITED

STRATEGIC REPORT FOR THE PERIOD FROM 1 FEBRUARY 2021 TO 31 MARCH 2022

The directors present their strategic report for the period from 1 February 2021 to 31 March 2022. The comparative period is from 15 January 2020 to 31 January 2021.

Principal activity

The principal activity of the company is that of a holding company. The principal activity of the Group is that of the provision of introductory services and domiciliary care services.

Fair review of the business

The results for the period which are set out in the profit and loss account show turnover of £25,935,000 (2021 - £6,757,000) and an operating profit before amortisation of £3,719,000 (2021 - £577,000). At 31 March 2022 the group had net liabilities of £12,493,000 (2021 - £3,882,000). The results include the trade of Berkeley Home Health Holdco Limited and its subsidiaries, which have contributed £1,942,000 to the group's operating profit for the period since acquisition on 20 September 2021. The directors consider the performance for the period and the financial position at the period end to be satisfactory.

Section 172 statement

The Directors believe that they have effectively implemented their duties under section 172 of the Companies Act 2006. The Company has considered the long term-strategy of the business and consider that this strategy will continue to deliver long term success to the business and its stakeholders.

The Company is committed to maintaining an excellent reputation and strives to achieve high standards. We are highly selective about the employees that we take on in order to deliver the best value to service users while also maintaining an awareness of the environmental impact of the work done, and strive to reduce carbon footprint where possible.

The Directors recognise the importance of wider stakeholders in delivering their strategy and achieving sustainability within the business. The main stakeholders in the company are considered to be the employees, suppliers and customers. In ensuring that all stakeholders are considered as part of every decision process, we believe we act fairly between all members of the Company.

Key performance indicators

As part of the management, accounts, the directors use Key Performance Indicators (KPIs) to assist in the understanding and development, performance and the position of the business of the group. These include group turnover, gross profit and margin, operating profit and total equity.

Principal risks and uncertainties

The management of the business and the execution of the group's strategy are subject to a number of risks. The key business risks and uncertainties affect the company are considered to relate to the continued provision of adequate government funding and the ongoing compliance with current and future legislation affecting the sector.

Financial instruments

Objectives and policies

The board constantly monitors the group's trading results and revise the projections as appropriate to ensure that the group can continue to meet its future obligations as they fall due.

Price risk, credit risk, liquidity risk and cash flow risk

The group is exposed to the usual credit and cash flow risk associated with selling on credit and manages this through credit control procedures. Credit risk in respect of bank balances is safeguarded by using banks with high credit ratings. The group's bank loans and intra-group borrowings are subject to price and liquidity risk as detailed in notes 16 and 17 to the financial statements.

31/8/2022

Approved by the Board on and signed on its behalf by:

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M Avillez Caldeira
Director

PWC HOLDCO 1 LIMITED

DIRECTORS' REPORT FOR THE PERIOD FROM 1 FEBRUARY 2021 TO 31 MARCH 2022

The directors present their report and the consolidated financial statements for the period from 1 February 2021 to 31 March 2022. The comparative period is from 15 January 2020 to 31 January 2021.

Directors of the company

The directors who held office during the period were as follows:

M Avillez Caldeira

J V G Rosa

Employment of disabled persons

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

Employee involvement

The Directors recognise the importance of human resource practices to provide good communications and relations with employees, including providing them with information on matters of concern to them as employees.

Future developments

The external environment is expected to remain competitive going forwards.

Going concern

The Directors believe that the company is well placed to successfully manage its business risks and the Directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis of accounting in preparing the annual financial statements. See further details on going concern in note 2 to the financial statements.

Post balance sheet events

On 1 July 2022, the company's subsidiary, Trinity Homecare Group Limited, completed the purchase of Premier Homecare Limited for a total consideration, including fees and acquired net debt, of approximately £5m. The acquisition has been funded by the company's shareholders, its ultimate parent and from the group's existing banking facilities.

Disclosure of information to the auditor

Each director has taken the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditor is unaware.

Appointment of auditors

Hazlewoods LLP were appointed as auditors to the company in the period and have expressed their willingness to continue in office.

31/8/2022

Approved by the Board on and signed on its behalf by:

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M Avillez Caldeira
Director

PWC HOLDCO 1 LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Strategic Report, 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 the group, and of the profit or loss of the group for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group's and the company's transactions and disclose with reasonable accuracy at any time the financial position of the group and 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 group and the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

PWC HOLDCO 1 LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PWC HOLDCO 1 LIMITED

Opinion

We have audited the financial statements of PWC Holdco 1 Limited (the 'parent company') and its subsidiaries (the 'group') for the period ended 31 March 2022, which comprise the Consolidated Profit and Loss Account, Consolidated Balance Sheet, Balance Sheet, Consolidated Statement of Changes in Equity, Statement of Changes in Equity, Consolidated Statement of Cash Flows, 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).

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 2022 and of the Group's loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 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 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 group 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 we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the original financial statements were 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.

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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 respect of these matters.

PWC HOLDCO 1 LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PWC HOLDCO 1 LIMITED CONTINUED

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 the directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements; and*
- *the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.*

Matters on which we are required to report by exception

In the light of our knowledge and understanding of the group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report and the Directors' Report.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us 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.*

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 Group's and the 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 the directors 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 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.

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:

PWC HOLDCO 1 LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PWC HOLDCO 1 LIMITED CONTINUED

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

Owing to the inherent limitations of an audit, there is an unavoidable risk that material misstatements in the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISA's (UK). In identifying and assessing risks of material mis-statement in respect of fraud, including irregularities and non-compliance with laws and regulations, our procedures included the following:

- We obtained an understanding of the legal and regulatory frameworks applicable to the company financial statements or that had a fundamental effect on the company's operations. We determined that the most significant laws and regulations included UK GAAP, UK Companies Act 2006 and taxation laws.
- We understood how the company is complying with those legal and regulatory frameworks by making inquiries of management, those responsible for legal and compliance procedures.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur.

Audit procedures performed by the engagement team included:

- Identifying and assessing the design effectiveness of controls management has in place to prevent and detect fraud;
- Understanding how those charged with governance considered and addressed the potential for override of controls or other inappropriate influence over the financial reporting process. Detailed analysis of journals posted through the accounting system during the period to 31 March 2022 has been undertaken;
- Understanding the controls in place to prevent and detect fraud. Reliance was not placed on controls for the entirety of the audit, instead taking a substantive testing approach, however controls were in place to prevent fraud, and they appeared to be working effectively;
- Challenging assumptions and judgements made by management in its significant accounting estimates.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at 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.

Simon Worsley

Simon Worsley (Senior Statutory Auditor)
Hazlewoods LLP
Windsor House
Bayshill Road
Cheltenham
Gloucestershire
GL50 3AT

31/8/2022

Date:.....

PWC HOLDCO 1 LIMITED**CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE PERIOD FROM 1 FEBRUARY 2021
TO 31 MARCH 2022**

	Note	1 February 2021 to 31 March 2022 £ 000	21 February 2020 to 31 January 2021 £ 000
Turnover	3	25,935	6,757
Cost of sales		<u>(13,745)</u>	<u>(2,264)</u>
Gross profit		12,190	4,493
Administrative expenses		(8,661)	(4,016)
Other operating income	4	<u>190</u>	<u>100</u>
Operating profit before amortisation		3,719	577
Amortisation of intangible assets	11	<u>(6,039)</u>	<u>(2,300)</u>
Operating loss	5	(2,320)	(1,723)
Interest receivable and similar income		9	-
Interest payable and similar charges	6	<u>(6,280)</u>	<u>(2,316)</u>
Loss before tax		(8,591)	(4,039)
Taxation	10	<u>(20)</u>	<u>157</u>
Loss for the financial period		<u>(8,611)</u>	<u>(3,882)</u>
Profit/(loss) attributable to:			
Owners of the company		<u>(8,611)</u>	<u>(3,882)</u>

The above results were derived from continuing operations.

The group has no other comprehensive income for the period.

The notes on pages 13 to 29 form an integral part of these financial statements.

PWC HOLDCO 1 LIMITED**(REGISTRATION NUMBER: 12405444)****CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2022**

	Note	31 March 2022 £ 000	31 January 2021 £ 000
Fixed assets			
Intangible assets	11	64,015	33,283
Tangible assets	12	<u>188</u>	<u>80</u>
		<u>64,203</u>	<u>33,363</u>
Current assets			
Debtors	15	3,198	1,130
Cash at bank and in hand		<u>2,162</u>	<u>2,618</u>
		5,360	3,748
Creditors: Amounts falling due within one year	16	<u>(20,667)</u>	<u>(1,460)</u>
Net current (liabilities)/assets		<u>(15,307)</u>	<u>2,288</u>
Total assets less current liabilities		<u>48,896</u>	<u>35,651</u>
Creditors: Amounts falling due after more than one year	16	60,363	38,389
Provisions for liabilities	10	<u>1,026</u>	<u>1,144</u>
Long term liabilities		<u>61,389</u>	<u>39,533</u>
Capital and reserves			
Called up share capital	19	-	-
Profit and loss account		<u>(12,493)</u>	<u>(3,882)</u>
Shareholders' deficit		<u>(12,493)</u>	<u>(3,882)</u>
Total capital, reserves and long term liabilities		<u>48,896</u>	<u>35,651</u>

31/8/2022

Approved and authorised by the Board on and signed on its behalf by:

.....
M Avillez Caldeira
 Director

PWC HOLDCO 1 LIMITED**(REGISTRATION NUMBER: 12405444)
BALANCE SHEET AS AT 31 MARCH 2022**

	Note	31 March 2022 £ 000	31 January 2021 £ 000
Current assets			
Debtors: Amounts falling due within one year	15	17,112	31,444
Debtors: Amounts falling due after more than one year	15	26,330	-
Creditors: Amounts falling due within one year	16	(17,147)	(16)
Total assets less current liabilities		(26,295)	31,428
Creditors: Amounts falling due after more than one year	16	26,330	31,444
Capital and reserves			
Called up share capital	19	-	-
Profit and loss account		(35)	(16)
Total equity		(35)	(16)
Total capital, reserves and long term liabilities		(26,295)	31,428

The company made a loss after tax for the financial period of £19,000 (2021 - £16,000).

31/8/2022

Approved and authorised by the Board on and signed on its behalf by:

.....
M Avillez Caldeira
Director

The notes on pages 13 to 29 form an integral part of these financial statements.

PWC HOLDCO 1 LIMITED

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD FROM 1
FEBRUARY 2021 TO 31 MARCH 2022
EQUITY ATTRIBUTABLE TO THE PARENT COMPANY**

	Share capital £ 000	Profit and loss account £ 000	Total £ 000
As at 31 January 2021	-	(3,882)	(3,882)
Loss for the period	-	(8,611)	(8,755)
At 31 March 2022	-	(12,493)	(12,637)
	Share capital £ 000	Profit and loss account £ 000	Total £ 000
Loss for the period and as at 31 January 2021	-	(3,882)	(3,882)

The notes on pages 13 to 29 form an integral part of these financial statements.

PWC HOLDCO 1 LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD FROM 1 FEBRUARY 2021 TO 31 MARCH 2022

	Share capital £ 000	Profit and loss account £ 000	Total £ 000
At 31 January 2021	-	(16)	(16)
Loss for the period	-	(19)	(19)
At 31 March 2022	-	(35)	(35)

	Share capital £ 000	Profit and loss account £ 000	Total £ 000
Loss for the period and as at 31 January 2021	-	(16)	(16)

The notes on pages 13 to 29 form an integral part of these financial statements.

PWC HOLDCO 1 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 1 FEBRUARY 2021 TO 31 MARCH 2022

1 General information

The company is a private company limited by share capital, incorporated in England and Wales.

The address of its registered office is:

Warwick House
25-27 Buckingham Palace Road
London
United Kingdom
SW1W 0PP

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and the Companies Act 2006.

Basis of preparation

These financial statements have been prepared using the historical cost convention except for, where disclosed in these accounting policies, certain items that are shown at fair value.

The company's financial statements are presented in Sterling and all values are rounded to the nearest thousand pounds (£'000) except when otherwise indicated.

Summary of disclosure exemptions

The company has not presented a cashflow statement on the grounds that the company is a wholly owned subsidiary and a group cash flow statement is included in the financial statements of the parent company.

Disclosure of long or short period

The financial statements cover a period of 424 days. The accounting period has been lengthened to align the accounting reference date with that of certain newly acquired group companies.

Basis of consolidation

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

No Profit and Loss Account is presented for the company as permitted by section 408 of the Companies Act 2006. The company made a loss after tax for the financial period of £19,000 (2021 - £16,000).

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

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

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

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

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

PWC HOLDCO 1 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 1 FEBRUARY 2021 TO 31 MARCH 2022

Basis of consolidation (continued)

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

Going concern

Notwithstanding the net liability position shown on the balance sheet, the financial statements have been prepared on the going concern basis. The directors have considered the forecast cash flows and the cash requirements of the business in their assessment of going concern. As a result of this assessment it was concluded that the cash requirements of the business for the 12 months from signing will be met through a combination of operational cash flows and intergroup loans and thus the business is deemed to operate as a going concern.

Judgements and estimation uncertainty

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the amounts reported for assets and liabilities as the balance sheet date and the amounts reported for revenues and expenses during the period, that are not readily apparent from other sources. However, the nature of estimation means that actual outcomes may differ from those estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Revenue recognition

Turnover represents the amounts chargeable during the period for the provision of care services. Where the amount covers the balance sheet date, the amount is apportioned over the period to which it relates.

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

Government grants

Government grants are recognised based on the accrual model and are measured at the fair value of the asset received or receivable. Grants are classified as relating either to revenue or to assets. Grants relating to revenue are recognised in income over the period in which the related costs are recognised. Grants relating to assets are recognised over the expected useful life of the asset. Where part of a grant relating to an asset is deferred, it is recognised as deferred income.

Tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the profit and loss account, except that a charge attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates taxable income.

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

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

PWC HOLDCO 1 LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 1 FEBRUARY 2021 TO 31 MARCH 2022****Tangible assets**

Tangible assets are stated in the statement of financial position at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of tangible assets includes directly attributable incremental costs incurred in their acquisition and installation.

Depreciation

Depreciation is charged so as to write off the costs of assets, over their estimated useful lives, as follows:

Asset class	Depreciation method and rate
Office equipment	33% straight line
Furniture, fixtures and equipment	20% straight line
Leasehold improvements	5 years over the life of the lease

Intangible assets

Goodwill arising on the acquisition of an entity represents the excess of the cost of acquisition over the group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the entity recognised at the date of acquisition. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Amortisation

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

Asset class	Amortisation method and rate
Goodwill	Straight line over 10 years
Brands	Straight line over 10 years

Investments

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

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

Cash and cash equivalents

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

Debtors

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

Trade debtors are recognised initially at the transaction price. All trade debtors are repayable within one year and hence are included at the undiscounted cost of cash expected to be received. A provision for the impairment of trade debtors is established when there is objective evidence that the group will not be able to collect all amounts due according to the original terms of the debtors.

Creditors

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

Trade creditors are recognised initially at the transaction price and all are repayable within one year and hence are included at the undiscounted amount of cash expected to be paid.

PWC HOLDCO 1 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 1 FEBRUARY 2021 TO 31 MARCH 2022

Borrowings

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

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

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

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis. Redeemable preference shares are classified as a financial liability in accordance with FRS102.

Defined contribution pension obligation

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

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

Financial instruments

Classification

Financial instruments are classified and accounted for according to the substance of the contractual arrangement, as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities. Where shares are issued, any component that creates a financial liability of the company is presented as a liability on the balance sheet. The corresponding dividends relating to the liability component are charged as interest expenses in the profit and loss account.

Recognition and measurement

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

PWC HOLDCO 1 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 1 FEBRUARY 2021 TO 31 MARCH 2022

Financial instruments (continued)

Impairment

Assets, other than those measured at fair value, are assessed for indicators of impairment at each balance sheet date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss as described below.

A non financial asset is impaired where there is objective evidence that, as a result of one or more events that occurred after initial recognition, the estimated recoverable value of the asset has been reduced. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.

The recoverable amount of goodwill is derived from measurement of the present value of the future cash flows of the cash-generating units ('CGUs') of which the goodwill is a part. Any impairment loss in respect of a CGU is allocated first to the goodwill attached to that CGU, and then to other assets within that CGU on a pro-rata basis.

Where indicators exist for a decrease in impairment loss, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised. Where a reversal of impairment occurs in respect of a CGU, the reversal is applied first to the assets (other than goodwill) of the CGU on a pro-rata basis and then to any goodwill allocated to that CGU.

For financial assets carried at amortised cost, the amount of an impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

For financial assets carried at cost less impairment, the impairment loss is the difference between the asset's carrying amount and the best estimate of the amount that would be received for the asset if it were to be sold at the reporting date.

Where indicators exist for a decrease in impairment loss, and the decrease can be related objectively to an event occurring after the impairment was recognised, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired financial asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

PWC HOLDCO 1 LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 1 FEBRUARY 2021 TO 31 MARCH 2022****3 Revenue**

The total turnover of the company has been derived from its principal activity wholly undertaken in the United Kingdom.

4 Other operating income

The analysis of the group's other operating income for the period is as follows:

	1 February 2021 to 31 March 2022	15 January 2020 to 31 January 2021
	£ 000	£ 000
Government grants	<u>190</u>	<u>100</u>

Government grants relate to the infection control fund, provided in response to the coronavirus pandemic.

5 Operating loss

Arrived at after charging

	1 February 2021 to 31 March 2022	15 January 2020 to 31 January 2021
	£ 000	£ 000
Depreciation expense	59	16
Amortisation expense	6,039	2,300
Operating lease expense - property	177	99
Operating lease expense - other	<u>5</u>	<u>2</u>

6 Interest payable and similar expenses

	1 February 2021 to 31 March 2022	15 January 2020 to 31 January 2021
	£ 000	£ 000
Interest on bank overdrafts and borrowings	1,959	640
Intercompany interest	3,850	1,597
Amortisation of loan issue costs	<u>471</u>	<u>79</u>
	<u>6,280</u>	<u>2,316</u>

PWC HOLDCO 1 LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 1 FEBRUARY 2021 TO 31 MARCH 2022****7 Staff costs****Group**

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

	1 February 2021 to 31 March 2022 £ 000	15 January 2020 to 31 January 2021 £ 000
Wages and salaries	7,974	3,463
Social security costs	738	289
Pension costs, defined contribution scheme	162	73
	<u>8,874</u>	<u>3,825</u>

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

	1 February 2021 to 31 March 2022 No.	15 January 2020 to 31 January 2021 No.
Carers	522	224
Admin staff and directors	72	61
	<u>594</u>	<u>285</u>

Company

The company incurred no staff costs and had no employees other than the directors.

8 Directors' remuneration

The company's directors have received no remuneration from within the group.

9 Auditors' remuneration

	1 February 2021 to 31 March 2022 £ 000	15 January 2020 to 31 January 2021 £ 000
Audit of these financial statements	59	77
Other fees to auditors		
All other non-audit fees	<u>56</u>	<u>23</u>

In addition to the above non-audit fees, the auditors were paid £45,000 (2021 - £nil) (excluding VAT) in respect of professional fees in connection with the acquisitions. These fees have been capitalised as part of the cost of acquisition in note 14.

PWC HOLDCO 1 LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 1 FEBRUARY 2021 TO 31 MARCH 2022****10 Taxation**

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

	1 February 2021 to 31 March 2022 £ 000	15 January 2020 to 31 January 2021 £ 000
Current taxation		
UK corporation tax	120	(49)
Adjustment to prior periods	18	-
Total current taxation charge/(credit)	138	(49)
Deferred taxation		
Arising from the origination and reversal of timing and certain temporary differences	(118)	(108)
Tax charge/(credit) in the income statement	20	(157)

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

The differences are reconciled below:

	1 February 2021 to 31 March 2022 £ 000	15 January 2020 to 31 January 2021 £ 000
Loss before tax	(8,591)	(4,039)
Corporation tax at standard rate	(1,632)	(768)
Non- deductible expenses (primarily goodwill amortisation)	1,329	367
Tax decrease from effect of capital allowances and depreciation	(30)	(7)
Adjustments to prior periods	18	-
Tax increase arising from group relief	417	251
Utilisation of losses brought forward	(82)	-
Total tax charge / (credit)	20	(157)

Deferred tax**Group**

Deferred tax assets and liabilities

	Liability £ 000
2022	
Differences between accumulated depreciation and amortisation and capital allowances	3
Separately identifiable intangible assets acquired as part of a business combination	1,023
	1,026
2021	
Differences between accumulated depreciation and amortisation and capital allowances	7
Separately identifiable intangible assets acquired as part of a business combination	1,168
Losses available for carry forward	(31)
	1,144

PWC HOLDCO 1 LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 1 FEBRUARY 2021 TO 31 MARCH 2022****11 Intangible assets****Group**

	Note	Goodwill £ 000	Brands £ 000	Computer software £ 000	Total £ 000
Cost					
As at 31 January 2021		29,028	6,555	-	35,583
Acquired through business combinations	14	36,764	-	7	36,771
		65,792	6,555	7	72,354
Amortisation					
As at 31 January 2021		1,896	404	-	2,300
Amortisation charge		5,272	763	4	6,039
		7,168	1,167	4	8,339
Carrying amount					
At 31 March 2022		58,624	5,388	3	64,015
At 31 January 2021		27,132	6,151	-	33,283

12 Tangible assets**Group**

	Furniture, fittings and equipment £ 000	Motor Vehicles £ 000	Total £ 000
Cost			
At 31 January 2021	96	-	96
Acquisitions	59	9	68
Additions	99	-	99
As at 31 March 2022	254	9	263
Depreciation			
At 31 January 2021	16	-	16
Charge for the period	56	3	59
As at 31 March 2022	72	3	75
Carrying amount			
At 31 March 2022	182	6	188
At 31 January 2021	80	-	80

PWC HOLDCO 1 LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 1 FEBRUARY 2021 TO 31 MARCH 2022****13 Investments****Company**

	31 March 2022 £ 000	31 January 2021 £ 000
Investments in subsidiaries	-	-

Subsidiaries**£ 000****Cost**

At 31 January 2021

-

Additions

-

-

Details of undertakings

Details of the investments (including principal place of business of unincorporated entities) in which the company holds 20% or more of the nominal value of any class of share capital are as follows:

Undertaking	Registered office	Principal activity	Proportion of voting rights and shares held		
			2022	2021	
Subsidiary undertakings					
Trinity Homecare Group Limited	England and Wales	Holding Co.	100%	100%	
Trinity Homecare Holdings Limited	England and Wales	Holding Co.	100%	100%	
Country Cousins Homecare Agencies Limited	England and Wales	Intro. services	100%	100%	
Trinity Care at Home Limited	England and Wales	Care services	100%	100%	
Trinity Homecare Limited	England and Wales	Intro. services	100%	100%	
Berkeley Home Health Holdco Limited	England and Wales	Holding Co.	100%	0%	
Berkeley Home Health Limited	England and Wales	Care services	100%	0%	
Berkeley Northwood Limited	England and Wales	Care services	100%	0%	
Berkeley Winchmore Hill Limited	England and Wales	Care services	100%	0%	
Berkeley Surrey Limited	England and Wales	Care services	100%	0%	
Corinium Care Limited	England and Wales	Care services	100%	0%	
Fitzrovia Personal Homecare Limited	England and Wales	Intro. services	100%	0%	
Genuine Care Homecare Services Limited	England and Wales	Care services	100%	0%	
Everycare East Sussex Limited	England and Wales	Care services	100%	0%	
Belgravia Care Limited	England and Wales	Dormant	100%	0%	
Belgravia Nursing and Care Bureau Limited	England and Wales	Dormant	100%	0%	
Berkeley Home Health Group Services Limited	England and Wales	Dormant	100%	0%	
Care Your Way Investments Limited	England and Wales	Dormant	100%	0%	
Clarkecare Limited	England and Wales	Dormant	100%	0%	
Convivium Care Limited	England and Wales	Dormant	100%	0%	
Nancando Limited	England and Wales	Dormant	100%	0%	
Transformaction Consultancy Limited	England and Wales	Dormant	100%	0%	

PWC HOLDCO 1 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 1 FEBRUARY 2021 TO 31 MARCH 2022

13 Investments (continued)

All shares held are ordinary shares.

With the exception of Trinity Homecare Holdings Limited, all companies are owned indirectly.

The following subsidiary companies are exempt from the requirements of the Companies Act under s479A relating to the audit of individual accounts and a parental guarantee has been provided by PWC Holdco 1 Limited.

Company

Company number

Subsidiary undertaking

Berkeley Northwood Limited	04038020
Berkeley Winchmore Hill Limited	07690674
Berkeley Surrey Limited	04943245
Fitzrovia Personal Homecare Limited	09595772
Genuine Care Homecare Services Limited	06906575
Everycare East Sussex Limited	08866270

PWC HOLDCO 1 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 1 FEBRUARY 2021 TO 31 MARCH 2022

14 Business combinations

On 20 September 2021, Trinity Homecare Group Limited acquired 100% of the issued share capital of Berkeley Home Health Holdco Limited and its subsidiaries, obtaining control.

Berkeley Home Health Holdco Limited and its subsidiaries contributed £11,101k of revenue and a profit of £1,112k to the Group's loss for the period between the date of acquisition and the balance sheet date.

The amounts recognised in respect of the identifiable assets acquired and liabilities assumed are as set out in the table below:

	Book value 2022 £ 000
Assets and liabilities acquired	
Financial assets	4,136
Tangible assets	50
Identifiable intangible assets	7
Financial liabilities	(17,294)
Deferred taxation	(1)
Total identifiable assets	(13,102)
Goodwill	33,571
Total consideration	20,469
Satisfied by:	
Cash consideration	18,473
Costs of acquisition	1,996
	20,469
Cashflow analysis:	
Cash consideration	20,469
Less: cash and cash equivalent balances acquired	(1,727)
Net cash outflow arising on acquisition	18,742

The useful life of goodwill is 10 years.

PWC HOLDCO 1 LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 1 FEBRUARY 2021 TO 31 MARCH 2022****14 Business combinations (continued)**

On 11 November 2021, Trinity Homecare Group Limited acquired 100% of the issued share capital of Genuine Care Homecare Services Limited, obtaining control.

Genuine Care Homecare Services Limited contributed £571k of revenue and a profit of £62k to the Group's loss for the period between the date of acquisition and the balance sheet date.

The amounts recognised in respect of the identifiable assets acquired and liabilities assumed are as set out in the table below:

	Book value 2022 £ 000
Assets and liabilities acquired	
Financial assets	423
Tangible assets	13
Financial liabilities	<u>(224)</u>
Total identifiable assets	212
Goodwill	<u>1,394</u>
Total consideration	<u>1,606</u>
Satisfied by:	
Cash consideration	1,486
Costs of acquisition	<u>120</u>
	<u>1,606</u>
Cashflow analysis:	
Cash consideration	1,606
Less: cash and cash equivalent balances acquired	<u>(105)</u>
Net cash outflow arising on acquisition	<u>1,501</u>

The useful life of goodwill is 10 years.

PWC HOLDCO 1 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 1 FEBRUARY 2021 TO 31 MARCH 2022

14 Business combinations (continued)

On 26 November 2021, Trinity Homecare Group Limited acquired 100% of the issued share capital of Everycare East Sussex Limited, obtaining control.

Everycare East Sussex Limited contributed £734k of revenue and a profit of £127k to the Group's loss for the period between the date of acquisition and the balance sheet date.

The amounts recognised in respect of the identifiable assets acquired and liabilities assumed are as set out in the table below:

	Book value 2022 £ 000
Assets and liabilities acquired	
Financial assets	1,461
Tangible assets	6
Financial liabilities	(128)
Deferred taxation	(1)
	<u>1,338</u>
Total identifiable assets	
Goodwill	<u>1,799</u>
Total consideration	<u>3,137</u>
Satisfied by:	
Cash consideration	3,061
Costs of acquisition	76
	<u>3,137</u>
Cashflow analysis:	
Cash consideration	3,137
Less: cash and cash equivalent balances acquired	<u>(203)</u>
Net cash outflow arising on acquisition	<u>2,934</u>

The useful life of goodwill is 10 years.

PWC HOLDCO 1 LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 1 FEBRUARY 2021 TO 31 MARCH 2022****15 Debtors**

	Group		Company	
	31 March 2022	31 January 2021	31 March 2022	31 January 2021
	£ 000	£ 000	£ 000	£ 000
Trade debtors	2,014	750	-	-
Other debtors	614	261	-	-
Prepayments	516	73	-	-
Amounts owed by group undertakings	54	46	43,442	31,444
	3,198	1,130	43,442	31,444
Less non-current portion	-	-	(26,330)	(31,444)
Total current trade and other debtors	3,198	1,130	17,112	-

The non-current amounts owed by group undertakings incur interest at a rate of 10% per annum, and the balance is repayable in full including accrued interest in March 2026. All other amounts owed by group undertakings are repayable on demand.

16 Creditors

		Group		Company	
	Note	31 March 2022	31 January 2021	31 March 2022	31 January 2021
		£ 000	£ 000	£ 000	£ 000
Due within one year					
Trade creditors		403	34	-	-
Amounts owed to group undertakings		17,124	-	17,124	-
Social security and other taxes		877	153	-	-
Outstanding defined contribution pension costs		25	15	-	-
Other creditors		638	688	-	-
Accrued expenses		1,412	536	23	16
Corporation tax liability		188	34	-	-
		20,667	1,460	17,147	16
Due after one year					
Loans and borrowings	17	34,033	6,945	-	-
Loan owed to group undertakings		26,330	31,444	26,330	31,444
		60,363	38,389	26,330	31,444

The loan owed to group undertakings bears interest at a rate of 10% per annum and is repayable in full including accrued interest in March 2026. All other amounts owed to group undertakings are repayable on demand.

PWC HOLDCO 1 LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 1 FEBRUARY 2021 TO 31 MARCH 2022****17 Loans and borrowings**

	Group		Company	
	31 March 2022	31 January 2021	31 March 2022	31 January 2021
	£ 000	£ 000	£ 000	£ 000
Non-current loans and borrowings				
Bank borrowings	<u>34,033</u>	<u>6,945</u>	<u>-</u>	<u>-</u>

Bank borrowings are secured by a fixed and floating charge over the assets of the company and its subsidiaries. Interest is incurred at a rate of SONIA plus 7.25% and the balance is repayable in full in November 2027. Bank borrowings above include debt issue costs of £1,553,000 (2021: £355,000) which will be amortised over the life of the loan.

18 Pension and other schemes**Defined contribution pension scheme**

The group operates a defined contribution pension scheme. The pension cost charge for the period represents contributions payable by the group to the scheme and amounted to £162,000 (2021 - £73,000).

Contributions totalling £20,000 (2021 - £15,000) were payable to the scheme at the end of the period and are included in creditors.

19 Share capital**Allotted, called up and fully paid shares**

	31 March 2022		31 January 2021	
	No.	£	No.	£
Ordinary shares of £0.01 each	<u>1</u>	<u>0.01</u>	<u>1</u>	<u>0.01</u>

20 Operating leases

The total of future minimum lease payments is as follows:

Group	31 March 2022	31 January 2021
	£ 000	£ 000
Not later than one year	310	73
Later than one year and not later than 5 years	565	57
Later than 5 years	72	-
	<u>947</u>	<u>130</u>

21 Related party transactions

The company has taken advantage of exemption under paragraph 33.1A of FRS 102 not to disclose transactions with fellow wholly owned subsidiaries.

22 Parent and ultimate parent undertaking

The company's immediate parent is PWC Midco Limited, incorporated in England and Wales.

The ultimate parent is PWC Newco Limited, incorporated in England and Wales.

The most senior parent entity producing publicly available financial statements is PWC Newco Limited. These financial statements are available upon request from the company's registered office.

The ultimate controlling party is Limerston Capital LLP.

23 Post balance sheet events

On 1 July 2022, the company's subsidiary Trinity Homecare Group Limited, completed the purchase of Premier Homecare Limited for a total consideration, including fees and acquired net debt, of approximately £5m. The acquisitions has been funded by the company's shareholders, its ultimate parent and from the group's existing banking facilities.