Registered number 7838396

ANNUAL REPORT AND FINANCIAL STATEMENTS

CELTIC HORIZONS LIMITED FOR THE YEAR ENDING 31 MARCH 2019

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CELTIC HORIZONS LIMITED

Annual Report and Financial Statements For the year ended 31 March 2019

COMPANY INFORMATION

Directors: Phill Stokes

Grahame Sturges Richard Mann

Company Secretary: Nia Roblin

Registered office: Y Borth

13 Beddau Way

Caerphilly CF83 2AX

Registered Number: 7838396

Auditor: KPMG LLP

3 Assembly Square Britannia Quay

Cardiff CF10 4AX

Banker: Lloyds Bank plc

25 Gresham Street

London EC2V 7HN

The Directors present the Annual Report and the audited financial statements of Celtic Horizons Limited for the year ended 31 March 2019.

STRATEGIC REPORT

Who we are

Celtic Horizons Limited is a 100% subsidiary of United Welsh Housing Association Limited (United Welsh). The principal activity of Celtic Horizons is providing associated housing services to United Welsh.

Our business model

Celtic Horizons Limited was originally established to manage photovoltaic panels fitted to properties owned by United Welsh. It was subsequently expanded to participate in the tripartite asset management partnership with United Welsh and Mears plc. This arrangement is a potential 15 year partnership launched in March 2013 and utilises staff employed by Celtic Horizons Limited.

During the year the Company continued to provide development services under a design and build contract, as part of a tripartite agreement with United Welsh and the local authority, to develop a site near Caerphilly town centre.

Financial and operating performance highlights

The Company has three distinct income streams: the provision of labour for the asset management contract, management of feed-in tariff income from photovoltaic panels leased from United Welsh and; development services at the Watford Road development in Caerphilly.

During the year the Company continued the provision of labour associated with the delivery of day to day and cyclical maintenance and major repairs to United Welsh. The number of people employed by Celtic Horizons Limited increased to 149 full time equivalent (2018 - 142 FTE employees) due to growth in the direct provision of services. The Company currently hosts 11 apprentices across a selection of job roles and age ranges. In addition, the Company currently has 18 people upskilling and gaining management qualifications.

Turnover from photovoltaic income for the period was £648,000 (2018 - £555,000) and turnover for development services was £1,222,000 (2018 - £4,121,000)

Total profit before tax was £482,000 (2018 - £693,000) of which £477,000 (2018 - £688,000) will be gift aided to United Welsh.

STRATEGIC REPORT (continued)

Principal risks and uncertainties

The Company's structure exposes it to a range of financial and operational risks. Robust risk management processes have been implemented to mitigate against risk. The key risks identified include:

· Cash flow & Liquidity risk

There is a risk that mismatches in the timing of income and payments may place pressure on the cash available to the Company. The Company actively manages its cash to ensure sufficient funds are available for ongoing operations and future developments.

Reputational risk

There is a risk that the actions of Celtic Horizons' staff could cause a detriment to the reputation of the Company. This risk is managed by ensuring that all staff are adequately trained and understand the Company's core values.

Governance failure

The Company's Directors need to be well informed and capable of making correct decisions in the long term interest of the Company. This is managed by appointing appropriately skilled and experienced Directors.

The Company has considered the risks potentially arising from the UK's planned departure from the European Union and minimal impact is envisaged.

Going concern

The Company's activities, together with the factors likely to affect its future development, its financial position and its financial and operational risks are described above. After making enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The future plans of the Company are in line with current operations. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Governance

The Directors are appointed and reviewed on an annual basis by the Parent Company, United Welsh. The Directors meet three times a year to review the financial performance and position of the Company and consider its key policies and strategies.

By order of the Directors

P Stokes Chair

27th June 2019

DIRECTORS' REPORT

Principal activity

The Directors present their report and the audited financial statements of the Company for the year ended 31 March 2019. The principal activity of Celtic Horizons Limited is the provision of associated housing services.

Directors

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

Kathryn Bergmanski (Chair) Resigned 01.12.18

Grahame Sturges

Gareth Hexter Resigned 01.05.19

Richard Mann

Phill Stokes (Chair) Appointed 01.12.18

Proposed dividend

No dividend has been proposed or paid in the year (2018 - £Nil).

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 or she ought to have taken as a Director to make himself or herself 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 Directors

P Stokes Chair

Celtic Horizons Limited Y Borth 13 Beddau Way Caerphilly CF83 2AX 27 June 2019

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF 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 financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS102 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 Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the 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 Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CELTIC HORIZONS LIMITED

Opinion

We have audited the financial statements of Celtic Horizons Limited ("the Company") for the year ended 31 March 2019 which comprise the Statement of Comprehensive Income, Statement of Financial Position 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 Company's affairs as at 31 March 2019 and of its profit 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 Company 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 Company or to cease its operations, and as they have concluded that 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 its 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 Company's business model, including the impact of Brexit, and analysed how those risks might affect the 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 Company will continue in operation.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CELTIC HORIZONS LIMITED (continued)

Other information

The Directors are responsible for the other information, which comprises the strategic report and the directors' report. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information 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 other information;
- in our opinion the information given in the strategic report and the directors' report 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, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- · we have not received all the information and explanations we require for our audit; or
- the Directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 5, 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 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 Company or to cease operations, or have no realistic alternative but to do so.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CELTIC HORIZONS LIMITED (continued)

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 quarantee 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.

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.

Victoria Sewell (Senior Statutory Auditor) for and on behalf of KPMG LLP, Statutory Auditor Chartered Accountants 3 Assembly Square

Britannia Quay

Cardiff

CF10 4AX

3 July 2019

CELTIC HORIZONS LIMITED

STATEMENT OF COMPREHENSIVE INCOME For the year ended 31 March 2019

	Notes	2019 £'000	2018 £'000
Turnover	2	6,205	8,660
Cost of sales		(5,477)	(7,693)
Gross profit	_	728	967
Administration expenses		(21)	(40)
Operating profit	3 -	707	927
Interest payable - lease charges		(225)	(234)
Profit for the year	_	482	693
Profit for the year	_	482	693
Other comprehensive income		-	-
Total comprehensive income for the year	_	482	693
The above results relate entirely to continuing activities.		·	
STATEMENT OF CHANGES IN EQUITY			
		2019 £'000	2018 £'000
Balance at beginning of year		28	23
Total comprehensive income for the year Profit for the year		482	693
Transactions recorded directly in equity Gift aid payment		(477)	(688)
Balance at end of year	- -	33	28

All movements are within reserves with no changes to share capital in either year.

CELTIC HORIZONS LIMITED

STATEMENT OF FINANCIAL POSITION As at 31 March 2019

	Notes	2019 £'000	2018 £'000
Tangible fixed assets	6	3,026	3,196
Current assets			
Stock	7	-	635
Debtors	8	312	323
Cash and cash equivalents		1,072	652
		1,384	1,610
Creditors: amounts falling due within one year	9	(922)	(1,204)
Net current assets		462	406
Total assets less current liabilities		3,488	3,602
Creditors: amounts falling due after more than one year	10	(3,448)	(3,567)
Provisions for liabilities and charges	5	(7)	(7)
Net assets		33	28
Capital and reserves			
Share capital	12	-	-
Reserves		33	28
Shareholder's funds		33	28

The financial statements were approved by the Board of Directors on 27 June 2019 and signed on its behalf by:

P Stokes

Chair

≀ Mann∖ \irector

Company registration number: 7838396

The notes on pages 11 to 17 form part of these financial statements.

Notes to the financial statements

1. Accounting policies

Statement of compliance

Celtic Horizons Limited is a private company limited by shares and incorporated in Wales. Its registered office address is on page 1.

The financial statements have been prepared in accordance with Financial Reporting Standard 102 ("FRS 102") as it applies to the financial statements of the Company for the year ended 31 March 2019.

These financial statements have been prepared in accordance with the revised section 29 of FRS102 issued in March 2018. Although mandatory adoption is only required for accounting periods commencing 1st January 2019, the Company has chosen to adopt these from 1st April 2017.

The Company's parent undertaking United Welsh Housing Association Limited, includes the Company in its consolidated financial statements. The consolidated financial statements of United Welsh Group are prepared in accordance with FRS 102 and are available on application to its registered office. In these financial statements, the Company has applied the exemptions available under FRS 102 in respect of the following disclosures:

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

As the Company is a wholly owned subsidiary of United Welsh Housing Association Limited, the Company has taken advantage of the exemption contained in paragraph 33.1A of FRS102 and has therefore not disclosed transactions or balances with entities which form part of the Group.

Basis of preparation

The financial statements are prepared on the historical cost basis.

The Company's financial forecasts covering the short and medium term indicate that it will generate sufficient surpluses to meet its liabilities as they fall due and as a result the financial statements have been prepared on a going concern basis. In addition, prior to gift aid the Company generated a surplus of £482,000 (2018 - £693,000) and has net current assets of £462,000 (2018 - £406,000)

The directors therefore have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future and meet the Company's obligations as they fall due. Therefore, the Company continues to adopt the going concern basis in preparing the annual financial statements.

The financial statements are prepared in Sterling which is the functional currency of the Company and rounded to the nearest thousand pounds.

Notes to the financial statements (continued)

Basic Financial Instruments

Accrued income reflects the final quarter's estimated feed-in tariff in respect of energy generated by the Company's photovoltaic panels. This estimate is based on the average price and energy generation during the year

Trade and other creditors are recognised at transaction price

Cash and cash equivalents comprise cash balances and call deposits.

Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses. Tangible fixed assets comprise entirely of photovoltaic panels leased from United Welsh under finance leases.

Leased assets 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 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 shorter of the useful economic lives of the panels and the lease term. The estimated useful lives are as follows:

Photovoltaic panels - 25 years

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

Stock

Stock consists of housing properties that are under construction under a design and build contract. Stock is stated at the lower of cost and estimated selling price less costs to complete and sell. In the case of work in progress cost includes an appropriate share of overheads.

Notes to the financial statements (continued)

Pensions

New employees are eligible to join the Social Housing Defined Contribution Scheme, managed by The Pensions Trust.

The Company participates in the centralised final salary Social Housing Pension Scheme and the defined contribution scheme. The Company's share of assets and liabilities in respect of this scheme are assessed by the scheme actuary as at each reporting date, based upon key assumptions including discount rates, mortality rates, inflation, future salary costs and future pension costs. As a result changes in the Company's net asset or net liability in respect of its obligations to scheme members pass through Other Comprehensive Income and have an impact on the Company's financial reserves.

Turnover

Turnover represents feed-in tariff income receivable, the provision of labour services to the Parent Company and sales of property construction by the Company is recognised at the point the supply or service is provided.

Finance leases

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.

Taxation

The charge for taxation is based on the profit or loss for the period and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the Statement of Financial Position date, except as otherwise required by Section 29 of FRS102.

Critical accounting estimates and judgements

The preparation of the financial statements requires management to make judgements, estimates and assumptions that effect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for income and expenditure during the year. The Company based its estimates and assumptions on parameters available at the time the financial statements were prepared.

Estimated useful lives of property, plant and equipment

At the date of capitalising tangible fixed assets the Company estimates the useful life of the assets based upon management's judgement and experience.

Impairment of non-financial assets

In accordance with FRS102 the Company carries out an annual impairment review assessing the future value to the business of its non-financial assets and stocks and where necessary estimating impairments required.

Notes to the financial statements (continued)

2. Turnover			
		2019 £'000	2018 £'000
Photovoltaic income		648	555
Labour agency		4,335	3,984
Development Services		1,222	4,121
,		6,205	8,660
0.00.000			
3. Operating profit		2019	2018
		£'000	£'000
Operating profit is stated after charging:		2.000	2000
Depreciation of fixed assets		170	170
Auditor's remuneration - audit of financial states	nents	5	4
4. Staff costs during the year		2019	2018
		£'000	£'000
Wages and salaries		3,821	3,524
Social security costs		347	334
Pension costs		70	28
		4,238	3,886
The average monthly number of persons emplotime equivalent), analysed by category, was as	yed by the company (full follows	2019 No.	2018 No.
	Admin Chaff	45	40
	Admin Staff Direct Labour	45 104	43 99
	Direct Labour	149	142
		143	142

No remuneration was paid to members of the Board of Directors during the year (2018 - £Nil).

Notes to the financial statements (continued)

5. Tax on profit on ordinary activities			2019 £'000	2018 £'000
a) Analysis of the tax charge Current tax				
UK corporation tax on profit	,			
Total current tax			<u> </u>	-
Deferred tax Origination and reversal of timing differences			1	1
Total deferred tax			1	1
Total tax			1	1
b) Factors affecting the current tax charge				
Profit for the year			482	693
Profit for the year multiplied by standard rate of tax in	the UK 19%		92	132
Gift Aid	Tale Sit 1370		(92)	(132)
Total current tax charge			<u>.</u>	
c) Deferred tax				
Provided and unprovided deferred tax comprises the	following:			
	Provided £'000	2019 Unprovided £'000	Provided £'000	2018 Unprovided £'000
Fixed asset timing differences	7	-	7	-
	7		7	
d) Provisions for liabilities and charges			2018 £'000	2018 £'000
Deferred tax			7	7

Reductions in the UK corporation tax rate from 20%(effective from 1 April 2015) to 19% (effective from 1 April 2017) was substantively enacted on 26 October 2015. A further reduction to 17% (effective from 1 April 2020) was substantively enacted on 6 September 2016. This will reduce the Company's future current tax charge accordingly. The deferred tax liability at 31 March 2019 has been calculated based on these rates.

Notes to the financial statements (continued)

6.	Tangible fixed assets	2019 £'000	2018 £'000
	Photovoltaic panels		
	Cost		
	At beginning and end of year	4,252	4,252
	Depreciation		
	At beginning of year Charge in year	1,056 170	886 170
	At end of year	1,226	1,056
	At elid di year		
	Net book value		
	At end of year	3,026	3,196
	At beginning of year	3,196	3,366
	All of the above fixed assets are held under finance leases.		
7.	Stock	€.000	£'000
	Work in Progress	•	635
8.	Debtors	£'000	£'000
	Accrued income	221	304
	Intercompany account	91	19
	-	312	323
9.	Creditors: amounts falling due within one year	€.000	£'000
	Trade and other creditors	196	322
	Intercompany account	607	769
	Finance lease	119	113
	<u>-</u>	922	1,204
10	. Creditors: amounts falling due after more than one year	£.000	£'000
	Lease obligation	3,448	3,567

All of the lease obligations are due by instalments. Of these £126,000 (2018 - £119,000) are due between one and two years, £426,000 (2018 - £402,000) are due between two and five years and £2,896,000 (2018 - £3,046,000) are due in over five years.

Notes to the financial statements (continued)

11. Ultimate Parent Company

The Company is a subsidiary undertaking of United Welsh. The ultimate controlling party is United Welsh. The consolidated financial statements of these groups are available to the public and may be obtained from its registered office at Y Borth, 13 Beddau Way, Caerphilly, CF83 2AX.

12. Called up share capital

	2019 £	2018 £
Allotted, called up and fully paid	~	~
Ordinary shares of £1 each	1	1
13. Capital commitments		
	2018	2018
	£'000	£'000
Contracted less certified	63	71

14. Company pension costs

Celtic Horizons participates in the Social Housing Pension Scheme (The Scheme), which is a multiemployer, final salary scheme. The scheme is now closed to new members, however, benefits continue to accrue in respect of employees who were members at the date the scheme closed to new members.

The Scheme is subject to the funding legislation outlined in the Pensions Act 2004 which came into force on 30 December 2005. This, together with documents issued by the Pensions Regulator and Technical Actuarial Standards issued by the Financial Reporting Council, set out the framework for funding defined benefit occupational pension schemes in the UK.

The Scheme is classified as a 'last-man standing arrangement'. Therefore the Company is potentially liable for other participating employers' obligations if those employers are unable to meet their share of the scheme deficit following withdrawal from the Scheme. Participating employers are legally required to meet their share of the scheme deficit on an annuity purchase basis on withdrawal from the scheme.

The Company's share of assets and liabilities in respect of the Social Housing Pension Scheme are assessed by the scheme actuary as at each reporting date, based upon key assumptions including discount rates, mortality rates, inflation, future salary costs and future pension costs.

The Company's obligations in respect of this scheme are borne by United Welsh Limited, as parent company. Details may be found in the Group accounts.