

Registered number: 09052879

ACCOMPLISH GROUP BIDCO LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2019

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ACCOMPLISH GROUP BIDCO LIMITED

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ACCOMPLISH GROUP BIDCO LIMITED

COMPANY INFORMATION

Directors	M Ramsey V Cooper
Registered Number	09052879
Registered Office	Ground Floor 2 Parklands Rubery B45 9PZ
Independent Auditor	KPMG LLP Statutory Auditor One Snowhill Snow Hill Queensway Birmingham B4 6GH

ACCOMPLISH GROUP BIDCO LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2019

The directors present the Strategic Report of Accomplish Group Bidco Limited (the "Company") for the year ended 31 March 2019.

BUSINESS REVIEW

The Company's principal activity is the ownership of investments in subsidiary companies involved in the provision of residential care homes and supported living services.

On 6th July 2018, the company acquired 100% of Freedom Care Limited, a company that provides residential services to adults with complex health needs such as Autism, Personality Disorders and Learning Disabilities in Leicestershire.

PRINCIPAL RISKS AND UNCERTAINTIES

From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks and uncertainties of the Accomplish Group Holdco Limited Group (the "Group") and are not managed separately. Accordingly, the principal risks and uncertainties of Accomplish Group Holdco Limited, which include those of the Company, are discussed in the Strategic Report contained in the Annual Report of Accomplish Group Holdco Limited. Neither the Strategic Report nor the Annual Report of Accomplish Group Holdco Limited forms part of this report.

The Group has considered the potential impact of the United Kingdom's ("UK") exit from the European Union including a review of guidance issued from the Department of Health and Social Care. Due to the fact that the Group operates only within England and Wales and has minimal reliance on import or export transactions with other countries within the European Union the specific risk to the group arising from the UK's exit is currently assessed as low but will continue to be monitored as plans become clearer.


FINANCIAL KEY PERFORMANCE INDICATORS

The directors of Accomplish Group Holdco Limited manage the Group's operations on a group-wide basis.

For this reason, the Company's directors believe that analysis using key performance indicators for the Company is not necessary or appropriate for an understanding of the development, performance or position of the business of Accomplish Group Bidco Limited.

The development, performance and position of Accomplish Group Holdco Limited, which includes the Company, are discussed in the Strategic Report contained in the Annual Report of Accomplish Group Holdco Limited. Neither the Strategic Report nor the Annual Report of Accomplish Group Holdco Limited forms part of this report.

The report was approved by the board on 18/12/2019 and signed on its behalf by:


V Cooper
Director

ACCOMPLISH GROUP BIDCO LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2019

The directors present their annual report and the audited financial statements of Accomplish Group Bidco Limited (the "Company") for the year ended 31 March 2019.

PRINCIPAL ACTIVITIES

The Company's principal activity is the ownership of investments in subsidiary companies involved in the provision of residential care homes and the provision of supported living services.

RESULTS AND DIVIDENDS

The loss for the financial year was 2019 £16,178,057 (2018: £13,909,336).

The directors do not recommend the payment of a dividend (2018: £nil).

DIRECTORS

The directors who served during the year and up to the date of signing the financial statements, unless otherwise stated, were:

P J Battle (Resigned 10th January 2019)
R Craner (Resigned 13th September 2019)
S G Hullin (Resigned 30th April 2019)
M Ramsey (Appointed 14th January 2019)
V Cooper (Appointed 13th September 2019)

QUALIFYING THIRD PARTY INDEMNITY PROVISIONS

The Company purchased and maintained throughout the financial year and up to the date of approval of the financial statements, Directors' and Officers' liability insurance in respect of itself and its directors.

FUTURE DEVELOPMENT

The development, performance and position of Accomplish Group Holdco Limited, which includes the Company, are discussed in the Strategic Report contained in the Annual Report of Accomplish Group Holdco Limited. Neither the Strategic Report nor the Annual Report of Accomplish Group Holdco Limited forms part of this report.

FINANCIAL RISK MANAGEMENT

The Company is not exposed to any significant risk arising from the use of financial instruments.

GOING CONCERN

The directors have considered the use of the going concern basis in the preparation of the financial statements. The Group in which Accomplish Group Bidco Limited is a member is financed by a combination of shareholder and other loans.

ACCOMPLISH GROUP BIDCO LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2019

GOING CONCERN (CONTINUED)

At 31 March 2019, the directors assessed the performance of the Group against its facilities and have confirmed that the Group has met its loan covenants. Following the refinancing of the Group, completed on 29 November 2018, the directors have prepared cash flow forecasts for at least 12 months from the date of the approval of these financial statements which indicate that the Group will meet its loan covenant requirements for the foreseeable future and at least 12 months from the date of approval of these financial statements and generate sufficient cash to pay its liabilities as they fall due, including financing cash flows. The Group has considered the potential impact of the United Kingdom's ("UK") exit from the European Union including a review of guidance issued from the Department of Health and Social Care. Due to the fact that the Group operates only within England and Wales and has minimal reliance on import or export transactions with other countries within the European Union the specific risk to the group arising from the UK's exit is currently assessed as low but will continue to be monitored as plans become clearer. The directors' assessment of both forecast requirements and expected performance against loan covenants covers a period of at least 12 months from the date of this report and therefore the financial statements have been prepared on a going concern basis.

DISCLOSURE OF INFORMATION TO AUDITOR

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

INDEPENDENT AUDITOR

Under section 487(2) of the Companies Act 2006, KPMG LLP will be deemed to have been reappointed as auditors 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the financial statements with the registrar, whichever is earlier.

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 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.

ACCOMPLISH GROUP BIDCO LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2019

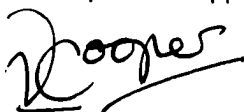
DIRECTORS' RESPONSIBILITIES STATEMENT (continued)

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.

This report was approved by the board on 18/12/2019 and signed on its behalf by:



V Cooper
Director

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ACCOMPLISH GROUP BIDCO LIMITED

Opinion

We have audited the financial statements of Accomplish Group Bidco Limited ("the company") for the year ended 31 March 2019 which comprise the Statement of Comprehensive Income, Balance Sheet, Statement of Changes in Equity and related notes, including the accounting policies in note 3.

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 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 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.

The impact of uncertainties due to the UK exiting the European Union on our audit

Uncertainties related to the effects of Brexit are relevant to understanding our audit of the financial statements. All audits assess and challenge the reasonableness of estimates made by the directors, such as recoverability of assets and investments and related disclosures and the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment and the company's future prospects and performance.

Brexit is one of the most significant economic events for the UK, and at the date of this report its effects are subject to unprecedented levels of uncertainty of outcomes, with the full range of possible effects unknown. We applied a standardised firm-wide approach in response to that uncertainty when assessing the company's future prospects and performance. However, no audit should be expected to predict the unknowable factors or all possible future implications for a company and this is particularly the case in relation to Brexit.

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.

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ACCOMPLISH GROUP BIDCO LIMITED (CONTINUED)

Strategic report and directors' report (continued)

- 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; and
- 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 pages 4-5, 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.

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.

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.



Craig Parkin (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
One Snowhill, Snow Hill Queensway
B4 6GH
Birmingham
United Kingdom
Date: 19th December 2019

ACCOMPLISH GROUP BIDCO LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 MARCH 2019**

	Note	Year ended 31 March 2019 £	Year ended 31 March 2018 £
Administrative expenses		(447,403)	(189,330)
OPERATING LOSS		(447,403)	(189,330)
Analysed between:			
Other administrative expenses		(122,065)	(123,287)
Exceptional administrative expenses	7	(325,338)	(66,043)
Interest payable and similar charges	8	(14,178,610)	(13,720,006)
Exceptional interest charge	7	(1,552,044)	-
Loss on ordinary activities before taxation		(16,178,057)	(13,909,336)
Tax on loss on ordinary activities	9	-	-
Loss for the financial year		(16,178,057)	(13,909,336)
Total comprehensive expense for the financial year		(16,178,057)	(13,909,336)
Loss for the financial year attributable to:			
Owners of the Company		(16,178,057)	(13,909,336)
		(16,178,057)	(13,909,336)
Total comprehensive expense for the financial year attributable to:			
Owners of the company		(16,178,057)	(13,909,336)
		(16,178,057)	(13,909,336)

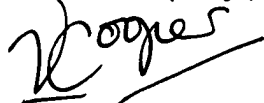
The notes on pages 11 to 24 form part of these financial statements.

ACCOMPLISH GROUP BIDCO LIMITED
REGISTERED NUMBER: 09052879

STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2019

	Note	2019 £	2018 £
FIXED ASSETS			
Investments	10	67,664,439	64,326,960
CURRENT ASSETS			
Debtors	11	58,645,852	88,942,635
Cash		<u>7,747,426</u>	<u>5,865,192</u>
		66,393,278	94,807,827
CREDITORS: amounts falling due within one year	12	<u>(94,927,534)</u>	<u>(88,149,470)</u>
NET CURRENT ASSETS		(28,534,256)	6,658,357
TOTAL ASSETS LESS CURRENT LIABILITIES		39,130,183	70,985,317
CREDITORS: amount falling due after one year	13	(74,366,900)	(90,043,977)
NET LIABILITIES		<u>(35,236,717)</u>	<u>(19,058,660)</u>
CAPITAL AND RESERVES			
Called up share capital	14	27,084,610	27,084,610
Profit and loss account	15	(62,321,327)	(46,143,270)
TOTAL SHAREHOLDERS DEFICIT		<u>(35,236,717)</u>	<u>(19,058,660)</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf
on 18/12/2019 by:



V Cooper
Director

The notes on pages 11 to 24 form part of these financial statements.

ACCOMPLISH GROUP BIDCO LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2019**

	Called up share capital £	Profit and loss account £	Total shareholders' surplus/ (deficit) £
At 1 April 2018	27,084,610	(46,143,270)	(19,058,660)
Comprehensive expense for the financial year			
Loss for the financial year	-	(16,178,057)	(16,178,057)
At 31 March 2019	<u>27,084,610</u>	<u>(62,321,327)</u>	<u>(35,236,717)</u>

FOR THE YEAR ENDED 31 MARCH 2018

	Called up share capital £	Profit and loss account £	Total shareholders' surplus/ (deficit) £
At 1 April 2017	21,834,610	(32,233,934)	(10,399,324)
Contributions by and distributions to owners			
Issue of ordinary shares	5,250,000	-	5,250,000
Comprehensive expense for the financial year			
Loss for the financial year	-	(13,909,336)	(13,909,336)
At 31 March 2018	<u>27,084,610</u>	<u>(46,143,270)</u>	<u>(19,058,660)</u>

The notes on pages 11 to 24 form part of these financial statements.

ACCOMPLISH GROUP BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019

1. GENERAL INFORMATION

Accomplish Group Bidco Limited ("The Company") owns investments in subsidiary companies involved in the provision of residential care homes and the provision of supported living services.

The Company is a private company limited by shares and is incorporated in England, domiciled and registered in the United Kingdom. The address of its registered office is: Ground floor 2 Parklands, Rubery, B45 9PZ.

2. STATEMENT OF COMPLIANCE

These financial statements have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102 ("FRS 102"), the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and the Companies Act 2006.

3. ACCOUNTING POLICIES

The following principal accounting policies have been applied consistently throughout the financial year.

3.1 Basis of preparation of financial statements

The financial statements have been prepared on the going concern basis, under the historical cost convention and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 4).

The presentation currency of these financial statements is sterling.

The Company is itself a subsidiary company and is exempt from the requirement to prepare consolidated financial statements by virtue of section 400 of the Companies Act 2006. These financial statements therefore present information about the Company as an individual undertaking and not about its group.

ACCOMPLISH GROUP BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019

3.2 Financial reporting standard 102 – reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing the financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 4 Statement of Financial Position paragraph 4.12(a)(iv);
- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.39 to 11.48A;
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.29;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Accomplish Group Holdco Limited as at 31 March 2019 and these financial statements may be obtained from Companies House, Crown Way, Maindy, Cardiff CF14 3UZ.

3.3 Going concern

Notwithstanding net liabilities of £35,236,717 as at 31st March 2019, and a loss for the year ended of £16,178,057, the financial statements have been prepared on a going concern basis which the directors consider to be appropriate. The Group in which Accomplish Group Bidco Limited is a member is financed by a combination of shareholder and other loans.

At 31 March 2019, the directors assessed the performance of the Group against its facilities and have confirmed that the Group has met its loan covenants. Following the refinancing of the Group, completed on 29 November 2018, the directors have prepared cash flow forecasts for at least 12 months from the date of the approval of these financial statements which indicate that the Group will meet its loan covenant requirements for the foreseeable future and at least 12 months from the date of approval of these financial statements and generate sufficient cash to pay its liabilities as they fall due, including financing cash flows. The Group has considered the potential impact of the United Kingdom's ("UK") exit from the European Union including a review of guidance issued from the Department of Health and Social Care. Due to the fact that the Group operates only within England and Wales and has minimal reliance on import or export transactions with other countries within the European Union the specific risk to the group arising from the UK's exit is currently assessed as low but will continue to be monitored as plans become clearer. The directors' assessment of both forecast requirements and expected performance against loan covenants covers a period of at least 12 months from the date of this report and therefore the financial statements have been prepared on a going concern basis.

ACCOMPLISH GROUP BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019

3.4 Debtors

Short terms debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs and are measured subsequently at amortised cost using the effective interest method, less any impairment.

3.5 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

3.6 Cash flow statement

The Company has taken advantage of the exemption from preparing a cash flow statement, as set out in FRS 102 section 1.12, on the basis that its financial statements are included in the consolidated financial statement of Accomplish Group Holdco Limited.

3.7 Related party transactions

The Company has taken advantage of the exemption from disclosing related party transactions with fellow group undertakings, as set out in FRS102 section 1.12, on the basis that its financial statements are included in the consolidated financial statement of Accomplish Group Holdco Limited.

3.8 Investments

Investments in subsidiaries are measured at cost less accumulated impairment. Where merger relief is applicable, the cost of the investment in a subsidiary undertaking is measured at the nominal value of the shares issued together with the fair value of any additional consideration paid.

3.9 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Income Statement, except that a change attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income 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 generate income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Statement of Financial Position date, except that:

ACCOMPLISH GROUP BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019

3.9 Current and deferred taxation (continued)

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met; and
- Where they relate to timing differences in respect of interests in subsidiaries, associates, branches and joint ventures and the Company can control the reversal of the timing differences and such reversal is not considered probable in the foreseeable future.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

3.10 Financial Instruments

The Company enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other accounts receivable and payable, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade payables or receivables, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration, expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an outright short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Income Statement.

ACCOMPLISH GROUP BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019

3.10 Financial Instruments (continued)

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

Financial assets and liabilities are offset and the net amount reported in the Statement of Financial Position when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or income as appropriate. The company does not currently apply hedge accounting for interest rate and foreign exchange derivatives.

3.11 Finance costs

Finance costs are charged to the Income Statement over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

3.12 Exceptional items

Exceptional items are transactions that fall within the ordinary activities of the Company but are presented separately due to their size or incidence.

4. JUDGEMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3 the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities, which are based on historical experience and other factors that are considered to be relevant.

The estimates and underlying assumptions are reviewed on an ongoing basis with revisions to accounting estimates being recognised in the period in which the estimate is revised, where that revision affects only the current or future accounting periods.

ACCOMPLISH GROUP BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019

4. JUDGEMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

The following are the critical judgements and key sources of estimation uncertainty that the directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the financial statements:

Carrying value of investments

Determining whether investments are impaired required an estimation in value in use of the cash generating units to which the investments are related. The value in use calculation requires the entity to estimate the future cash flows expected to arise from the cash generating units and the application of a discount rate to calculate the present value.

Deferred tax assets

Management estimation is required to determine the amount of deferred tax asset that is recognized, based upon the likely timing and level of future taxable profits together with an assessment of the tax rates that will be applicable in future and the effects of future tax planning strategy.

Recognition and subsequent measurement of loans

Debt instruments, including loans, are initially measured at fair value and subsequently at amortised cost using the effective interest rate.

The classification of debt instruments on initial recognition requires a judgement regarding the substance of the transaction, in addition to its legal form. Where an arrangement includes a leasehold interest the Directors are required to determine whether, in substance this meets the recognition criteria of a finance or operating lease, or represents a loan secured on the Group's assets.

Any changes to debt instruments are considered on an individual basis and a judgement is required as to whether there is substantial modification. Any substantial modifications result in the de-recognition of the instrument and recognition of the new instrument, in line with FRS 102. Judgements considered would include changes to the lending parties, term length, amount of loans or other changes to the arrangements.

5. AUDITOR'S REMUNERATION

	Year ended 31 March 2019 £	Year ended 31 March 2018 £
Fees payable to the Company's auditors for the audit of the Company's annual financial statements	7,000	5,000
Fees payable to the company's auditors in respect of:		
- Taxation compliance services	4,000	2,500

Fees payable to the Company's auditors are those associated with the services provided relating to the Company. These costs are borne by fellow group companies in the current and previous financial year.

ACCOMPLISH GROUP BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019

6. STAFF COSTS

The Company has no employees other than the directors.

The directors were remunerated by fellow group company, Accomplish Group Limited, for their services to the group as a whole. The remuneration for qualifying services performed in relation to Accomplish Group Bidco Limited amounted to:

	Year ended 31 March 2019 £	Year ended 31 March 2018 £
Aggregate directors' emoluments	24,000	23,000
Company contributions to defined contribution pension schemes	3,000	2,000
	<u>27,000</u>	<u>25,000</u>

7. EXCEPTIONAL ITEMS

	Year ended 31 March 2019 £	Year ended 31 March 2018 £
Costs relating to restructure and refinancing	325,338	66,043
Exceptional administrative expenses	325,338	66,043
Exceptional interest charge	1,552,044	-
Total exceptional expenses	<u>1,877,382</u>	<u>66,043</u>

Exceptional administrative expenses incurred in the financial year ended 31 March 2019 and prior year relate to acquisitions, group restructuring and re-financing costs.

In 2019, exceptional interest charges relate to the accelerated write-off of the debt fees held on the balance sheet prior to the re-financing during the year, and subsequent re-measurement of costs incurred as part of the new agreement.

8. INTEREST PAYABLE AND SIMILAR CHARGES

	Year ended 31 March 2019 £	Year ended 31 March 2018 £
Interest on bank loans	6,688,175	6,904,485
Interest on loans from group undertakings	6,481,335	5,786,906
Amortisation of debt issue costs	754,927	801,704
Other similar charges	254,173	226,911
	<u>14,178,610</u>	<u>13,720,006</u>

ACCOMPLISH GROUP BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019

9. TAX ON LOSS ON ORDINARY ACTIVITIES

	Year ended 31 March 2019 £	Year ended 31 March 2018 £
Corporation tax	-	-
Deferred tax	-	-
Tax on loss on ordinary activities	-	-

Factors affecting tax charge for the financial year

The tax assessed for the year is higher than (2018: higher than) the standard rate of corporation tax in the UK of 19% (2018: 19%):

	Year ended 31 March 2019 £	Year ended 31 March 2018 £
Loss on ordinary activities before tax	(16,178,057)	(13,909,336)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2018: 19%)	(3,073,831)	(2,642,773)
Effects of:		
Expenses not deductible for tax purposes	1,283,094	824,410
Transfer pricing adjustments	-	788,801
Group relief surrendered not paid for	1,790,737	1,029,562
Deferred tax movement not recognised	-	-
Total tax charge for the year	-	-

Factors that may affect future tax charges

A reduction in the UK corporation tax rate from 19% to 18% (effective from 1 April 2020) was substantively enacted on 26 October 2015, and an additional reduction to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016. This will reduce the Company's future current tax charge accordingly. Deferred tax at the balance sheet date has been calculated based on these rates.

ACCOMPLISH GROUP BIDCO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019**

10. INVESTMENTS

	Investments in subsidiary companies £
Cost	
At 1 April 2018	64,326,960
Additions	3,337,479
At 31 March 2019	67,664,439
Net book value	
At 31 March 2019	67,664,439
At 31 March 2018	64,326,960

Additions

On 6th July 2018, the company acquired 100% of Freedom Care Limited for £3,337,479.

ACCOMPLISH GROUP BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019

10. INVESTMENTS (continued)

Subsidiary undertakings

The following were subsidiary undertakings of the company whose registered office address is Ground Floor, 2 Parklands, Rubery, B45 9PZ:

Name	Country of incorporation	Class of shares	Holding Principal activity
Accomplish Group Property Limited	United Kingdom	Ordinary	100% Holding company
Accomplish Group Limited	United Kingdom	Ordinary	100% Care provider
Trascare 2005 Limited	United Kingdom	Ordinary	100% Dormant
Trascare 2006 Group Limited	United Kingdom	Ordinary	100% Dormant
Trascare 2006 Holdings Limited	United Kingdom	Ordinary	100% Dormant
Trascare 2006 Limited	United Kingdom	Ordinary	100% Dormant
Trascare 2007 Holdings Limited	United Kingdom	Ordinary	100% Dormant
Trascare 2007 Limited	United Kingdom	Ordinary	100% Dormant
Cascade Care Group Limited	United Kingdom	Ordinary	100% Dormant
Cascade Care Holdings Limited	United Kingdom	Ordinary	100% Dormant
Cascade Care Limited	United Kingdom	Ordinary	100% Dormant
Milton Park Holdings Limited	Channel Islands	Ordinary	100% Holding company
Accomplish Group Employee Limited	United Kingdom	Ordinary	100% Care provider
Moville Holdings Limited	Channel Islands	Ordinary	100% Holding company
Signia Estates Limited	United Kingdom	Ordinary	100% Dormant company
Kemble Holdings Limited	Channel Islands	Ordinary	100% Holding company
Accomplish Group Support Limited	United Kingdom	Ordinary	100% Care provider
Milton Care Partnership	United Kingdom	Partnership interest	100% Care provider
Kemble Care Partnership	United Kingdom	Partnership interest	100% Care provider
Brookdale Care Partnership	United Kingdom	Partnership interest	100% Care provider
Accomplish Group Care Limited	United Kingdom	Ordinary	100% Care provider
Accomplish Group Residential Care Limited	United Kingdom	Ordinary	100% Care provider
Accomplish Group Specialist Care Limited	United Kingdom	Ordinary	100% Care provider
Accomplish Group Lifestyles Ltd	United Kingdom	Ordinary	100% Care provider
Accomplish Group (Eilat) Limited	United Kingdom	Ordinary	100% Care provider
Accomplish Group Lifestyles (South West) Limited	United Kingdom	Ordinary	100% Care provider
Accomplish Group Cymru Lifestyles South Limited	United Kingdom	Ordinary	100% Care provider
Your Lifestyle Group Limited	United Kingdom	Ordinary	100% Holding company
Construction Alliance Recruitment Limited	United Kingdom	Ordinary	100% Care provider
Your Lifestyle Nationwide Limited	United Kingdom	Ordinary	100% Care provider
Freedom Care Limited	United Kingdom	Ordinary	100% Care provider

The directors consider the value of the investments to be supported by their underlying net assets and estimated future cash flows.

ACCOMPLISH GROUP BIDCO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019**

11. DEBTORS

	2019	2018
	£	£
Due within one year		
Amounts owed by group undertakings	53,471,922	83,888,623
Other debtors	5,168,678	5,048,762
Prepayments and accrued income	5,252	5,250
	<u>58,645,852</u>	<u>88,942,635</u>

Amounts owed by group undertakings are unsecured, interest free and carry no fixed terms of repayment.

**12. CREDITORS:
Amounts falling due within one year**

	2019	2018
	£	£
Amounts owed to group undertakings	94,157,501	87,803,182
Accruals and deferred income	516,441	104,773
Deferred consideration	253,592	241,515
	<u>94,927,534</u>	<u>88,149,470</u>

Amounts owed to group undertakings are unsecured and carry no fixed terms of repayment. Interest is charged on £54,011,130 (2018: £48,224,223), due to fellow group company, Accomplish Group Midco Limited at 12%. All other intercompany balances are interest free.

ACCOMPLISH GROUP BIDCO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019**

13. CREDITORS:
Amounts falling due after one year

	2019 £	2018 £
Bank loan	<u>74,366,900</u>	<u>90,043,977</u>

Included in the above are amounts falling due as follows:

	2019 £	2018 £
Between one and two years		
Bank loans	<u>-</u>	<u>-</u>
Between two and five years		
Bank loans	<u>-</u>	<u>90,043,977</u>
Over five years		
Bank loans	<u>74,366,900</u>	<u>-</u>

Bank loans

The bank debt is comprised of a Unitranche Loan and a Capex/Acquisition Facility.

The Unitranche loan is for £70,000,000 (2018: £70,000,000), carries an interest rate of 6.25% (2018: 7.25%) plus LIBOR and is fully repayable in November 2025 (2018: April 2022).

The Capex/Acquisition Facility is for £20,000,000 (2018: £31,500,000), of which £7,904,000 (2018: £23,527,000) was drawn down during the year to fund developments and acquisitions. The Facility carries interest of 6.25% (2018: 7.25%) plus LIBOR and is fully repayable in November 2025 (2018: April 2022).

All the facilities are secured against the properties held by the group, with a floating charge over the other assets of the group.

A total of £3,538,000 (2018: £3,483,000) amortised bank debt arrangement fees have been offset against the liabilities above.

ACCOMPLISH GROUP BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019

14. CALLED UP SHARE CAPITAL

	2019 £	2018 £
Allotted, called up and unpaid		
27,084,610 (2018: 27,084,610) Ordinary shares of £1 (2018: £1)	<u>27,084,610</u>	<u>27,084,610</u>

15. RESERVES

Profit and loss account

The profit and loss account represents the cumulative profits and losses of the Company less any distributions made to owners of the Company.

16. DEFERRED TAXATION

A deferred tax asset would be recognised to the extent that the company makes future taxable profits which could not be satisfied by group relief. In accordance with the accounting policy, a deferred tax asset has not been recognised due to the uncertainty over the recoverability of the below.

	Assets 31 March 2019	Assets 31 March 2018
Unrecognised tax losses	<u>1,126,152</u>	<u>1,259,559</u>

17. CROSS COMPANY GUARANTEE

The Company is bound by unlimited multilateral cross guarantees with fellow group companies in respect of bank and loan note borrowings. The maximum amount for which the Company would become liable at the balance sheet date as a result of the arrangement would be £77,904,000 (2018: £93,600,000).

18. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption, under FRS 102 paragraph 33.2, from disclosing transactions with members of the same group that are wholly owned.

ACCOMPLISH GROUP BIDCO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019**

19. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The immediate parent company at 31 March 2019 was Accomplish Group Midco Limited.

In the opinion of the directors, at 31 March 2019, the ultimate parent undertaking and controlling party is considered to be Sundhet Holding SA.

Accomplish Group Holdco Limited is the parent of the smallest and largest group in which the Company is a member and for which group financial statements are drawn up. Copies of the financial statements of Accomplish Group Holdco Limited are available from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ.