

Accomplish Group Bidco Limited

Annual report and financial statements

Year ended 31 March 2023

Company registration number: 09052879

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Accomplish Group Bidco Limited

Annual report and financial statements

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Accomplish Group Bidco Limited

Directors and other information

Directors

D L Manson
C J Anderton

Registered office

Maybrook House
Second Floor
Queensway
Halesowen
B63 4AH

Auditor

Cooper Parry Group Limited
Cubo Birmingham, Office 401
Fourth floor
2 Chamberlain Square
Birmingham
B3 3AX

Company registration number

09052879

Accomplish Group Bidco Limited

Strategic report

The directors present their strategic report and financial statements for the year ended 31 March 2023.

Business review

The results of the company for the financial year are set out in the profit and loss account on page 12 and in the related notes. The financial position of the company as at 31 March 2023 is set out in the balance sheet on page 13.

The company is a holding company with investments in companies whose principal activities are the provision of support to vulnerable adults with mental health needs, acquired brain injuries, learning disabilities or autism. Their primary strategy is to focus on these four core areas of specialism in therapeutic, residential and supported living services across England and Wales.

Without further exceptional costs this year the company achieved an overall loss for the financial year of £13,944,000 (2022: £15,473,000). This was solely related to interest payable and similar expenses.

The balance sheet shows that the company has net current liabilities of £211,224,000 (2022: £82,845,000) and net liabilities of £94,340,000 (2022: £80,396,000). This increase was due predominantly to an increase in the amounts owed to group undertakings.

Group restructure

Accomplish Mipco was the ultimate parent to this company. On 1 July 2022, the Accomplish group, a group of companies headed by Accomplish Mipco Limited, merged with the Keys group, a group of companies headed by the company previously known as Keys Group Limited (now renamed Keys Accomplish Group Limited). The Keys group provides residential, educational and transitional support (“leaving care”) services to young people typically aged between eight and eighteen. The Keys group supports people who have emotional and behavioural difficulties, physical disabilities, learning disabilities and special educational needs.

The Accomplish and Keys groups were both owned by G Square at the point of the restructure and continue to be after that date with the ultimate controlling party for both being G Square Capital (GP) CV LLP. Both now have a new ultimate parent company of Keys Group Limited (formerly Union Mipco Limited), and are now known together as the “group”.

As a result of this merger the existing banking facilities were replaced with a combined facility for the group. This consists of a £270m unitranche facility expiring on 1 July 2029, with access to a committed capex/acquisition unitranche facility of £50m expiring on 1 July 2029 and a revolving credit facility of £15m expiring on 1 January 2029. The Keys group still retains the £15m of £12% preference shares, however as part of the merger, the preference shares are now redeemable on the 10th anniversary of the adoption date or on an exit.

Principal risks and uncertainties

The directors consider that the principal risks and uncertainties of the company reflect those of the wider group. The management of the business and the execution of the group’s strategy are subject to a number of risks. The major risks and uncertainties are addressed through the group’s senior leadership team which meets on a monthly basis. In addition, the group has a governance committee which meets on a quarterly basis to consider all aspects of governance, quality and risks.

The key risks and uncertainties facing the group are considered to relate to quality of care delivery, the regulatory environment and financial management. The quality of care is monitored by an experienced quality compliance team through the establishment of robust policies and procedures. The homes are

Accomplish Group Bidco Limited

Strategic report *(continued)*

Principal risks and uncertainties *(continued)*

regularly audited by the team to ensure compliance with care standards.

The group operates in a heavily regulated industry. The group places a strong emphasis on ensuring that every service exceeds its regulatory obligations. Where regulators do identify requirements to improve, these are rapidly implemented and lessons learned are applied throughout the organisation.

The health and safety of the people we support and of our employees is of prime importance to the group. The group has a health and safety policy, which is managed and monitored by the group's senior leadership team and governance committee. In the current environment of austerity within central and local government and with annual increases in the National Living Wage, there is a risk that fees do not rise in line with costs, resulting in pressure on margins. The failure to attract and retain appropriately qualified staff could result in higher agency staff costs with a risk that this would have a negative impact on quality and profitability.

Financial risk management

The group is funded by long term shareholder and bank loans. The cost of funding bank loans is linked to the rate of LIBOR and the group has taken out interest rate swaps which caps the rate of interest that it is charged on £159.225m of the drawn debt until 31 March 2024 and £64 million of the drawn debt until 31 March 2026.

Liquidity risk

The group seeks to ensure that sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably, and has undrawn facilities available if required. Cash flow is forecast on a daily basis to monitor the group's liquidity position.

Environment and sustainability

The group has therapeutic, residential and supported living properties across the UK and therefore recognises that it is important that the group acts in an environmentally responsible manner. This is a key area of focus for the group and management are identifying ways to reduce the group's carbon footprint.

Key performance indicators

Given the straightforward nature of the business, the company's directors are of the opinion that analysis using additional financial and non-financial KPIs other than those already noted above, is not necessary for an understanding of the development, performance or position of the business.

Stakeholder engagement and Section (1) statement

The directors of Keys Group Limited (formerly Union Mipco Limited) manage the group's operations on a group-wide basis. The board of directors, in line with their duties under s172 of the Companies Act 2006, act in a way they consider would most likely be in the best interests of the company taking into account the requirements of all stakeholders. We aim to build positive relationships with stakeholders who share our values to help deliver long-term sustainable success.

Decision making is made within the senior leadership committee and board, key decisions are made in full consultation with the directors of the group. The board have the full support of the shareholders in developing the company for the benefit of all stakeholders. Engagement with other stakeholders is illustrated below.

The directors consider our key stakeholders to be the group's employees, the people we support, lenders, funding authorities, commissioners, suppliers and the industry regulators.

Accomplish Group Bidco Limited

Strategic report *(continued)*

Employees

Our people are key to our success and we want them to be successful both individually and as a team. All employees attend an induction on joining the firm, which includes an introduction to our quality manual, staff policies and procedures. This includes our anti-bribery / corruption policies. Ongoing training is provided to our employees to ensure they can deliver the best possible care and education, as well as to provide personal development.

We operate an open-door policy and actively encourage honest reporting across the business, both internally and externally. The group has an employee forum as an additional route to ensuring our employees voices are heard.

Communication is made through a number of channels including weekly communications on key topics.

An employee assistance programme is in place and is designed to provide a safe and confidential environment for employees to seek help, advice or support in relation to any personal issues they have.

The group is committed to the principle of equal opportunity in employment. Our employment policies for recruitment, selection, training, development and promotion are designed to ensure no job applicant or employee receives less favourable treatment on the grounds of race, colour, nationality, ethnic or national origin, religion, political beliefs, disability, sex or marital status.

Funding authorities / commissioners

A significant amount of the group's business is under health or social care frameworks, with individual placement agreements and 'spot purchases' from a broad range of funding authorities. The group maintains open dialogues with representatives of these authorities and understands the importance of maintaining these relationships.

People we support

All our services are tailored specifically to meet the needs of each person. Our person-centred, positive and encouraging approach means each person is treated with respect and supported to reach their full potential.

Suppliers

The directors recognise the importance of building strong relationships with suppliers and working with reputable high quality businesses.

Lenders

Performance metrics and updates are provided regularly by the directors to our shareholders and lenders.

On behalf of the board



C J Anderton
Director

28 July 2023

Accomplish Group Bidco Limited

Directors' report

The directors present their directors' report and financial statements for the year ended 31 March 2023.

Principal activity

The principal activity of the company is that of a holding company.

Results and dividends

The results for the period are set out in the profit and loss account on page 12 and in the related notes.

No dividends were paid during the year (2022: £nil).

Directors

The directors who served during the year were as follows:

D L Manson (appointed 1 July 2022)

C J Anderton (appointed 1 July 2022)

L M Dutton (resigned 30 June 2022)

M Ramsey (resigned 30 June 2022)

Political donations

The company made no political donations nor incurred any political expenditure during the year (2022: £nil).

Going concern

The financial statements have been prepared on a going concern basis. The directors consider this to be appropriate for the reasons set out in note 1.

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.

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 they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Other information

An indication of likely future developments in the business and particulars of significant events which have occurred since the end of the financial year have been included in the strategic report on page 2.

Streamlined Energy and Carbon Reporting (SECR)

Information regarding SECR can be found in the Keys Group Limited (formerly Union Mipco Limited) accounts.

Auditor

KPMG LLP resigned as auditor on 31 January 2023. The Board appointed Cooper Parry Group Limited as auditor with effect from 1 February 2023. Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and Cooper Parry Group Limited will continue in office.

Accomplish Group Bidco Limited

Directors' report *(continued)*

On behalf of the board



C J Anderton

Director

Maybrook House, Second Floor, Queensway, Halesowen B63 4AH

28 July 2023

Accomplish Group Bidco Limited

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 prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', and applicable law).

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the 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 relating to going concern; and
- use the going concern basis of accounting 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 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 error or fraud, 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 such fraud and other irregularities.

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 2023, which comprise the profit and loss account, the balance sheet, the statement of changes in equity, and the related notes, 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 company's affairs as at 31 March 2023 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council'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 financial statements are authorised for issue.

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

Other information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Independent auditor's report to the members of Accomplish Group Bidco Limited (continued)

Opinion 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 the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

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

- adequate accounting records have not been kept, 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.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 7, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Independent auditor's report to the members of Accomplish Group Bidco Limited (continued)

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.

Our assessment focused on key laws and regulations the company has to comply with and areas of the financial statements we assessed as being more susceptible to misstatement. These key laws and regulations included but were not limited to compliance with the Companies Act 2006, United Kingdom Generally Accepted Accounting Practice and relevant tax legislation.

We are not responsible for preventing irregularities. Our approach to identifying and assessing the risks of material misstatement, including fraud and non-compliance with laws and regulations included, but was not limited to, the following:

- we obtained an understanding of the legal and regulatory framework applicable to the entity and how the entity complied with that framework, including a review of legal and professional nominal codes and board minutes in the year and post year end;
- we made enquiries of management as to where they considered there was susceptibility to fraud and their knowledge of actual, suspected and alleged fraud;
- we obtained an understanding of the entity's policies and procedures and how the entity has complied with these, through discussions and by performing walkthroughs;
- we obtained an understanding of the entity's risk assessment process, including the risk of fraud;
- we designed out audit procedures to respond to our risk assessment; and
- we performed audit testing over the risk of management override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business and reviewing accounting estimates for bias.

In response to the risk of irregularities in relation to non-compliance with laws and regulations, we designed procedures which included but were not limited to:

- we agreed Financial Statement disclosures to underlying supporting documentation;
- we read the minutes of meetings of those charged with governance;
- we enquired of management as to actual and potential litigation and claims; and
- we reviewed correspondence with relevant and associated parties.

Whilst considering how our audit work addressed the detection of irregularities, we also consider the likelihood of detection based on our approach. Irregularities arising from fraud are inherently more difficult to detect than those arising from error.

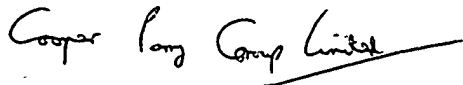
Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation. We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

Independent auditor's report to the members of Accomplish Group Bidco Limited (continued)

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.



Holly Green (Senior Statutory Auditor)

for and on behalf of
Cooper Parry Group Limited

Statutory Auditor

Cubo Birmingham
Office 401
4th Floor
Two Chamberlain Square
Birmingham
B3 3AX

Date: 28 July 2023

Accomplish Group Bidco Limited

Profit and loss account

Year ended 31 March 2023

	<i>Note</i>	2023 £'000	2022 £'000
Turnover		-	-
Cost of sales		-	-
		<hr/>	<hr/>
Gross profit		-	-
Administrative income, before exceptional items		-	32
Exceptional costs	6	-	(107)
Administrative expenses		-	(75)
		<hr/>	<hr/>
Operating loss	5	-	(75)
Interest payable and similar expenses	7	(13,944)	(15,398)
		<hr/>	<hr/>
Loss before taxation		(13,944)	(15,473)
Tax on loss	8	-	-
		<hr/>	<hr/>
Loss for the financial year		(13,944)	(15,473)
		<hr/> <hr/>	<hr/> <hr/>

All amounts relate to continuing operations.

The company had no other comprehensive income and accordingly, a statement of other comprehensive income has not been presented.

The accompanying notes are an integral part of the financial statements.

Accomplish Group Bidco Limited

Balance sheet

At 31 March 2023

	<i>Note</i>	2023 £'000	2023 £'000	2022 £'000	2022 £'000
Fixed assets					
Investments	9		116,884		99,771
Current assets					
Debtors: amounts falling due within one year	10	63,028		61,121	
Cash at bank and in hand		33		32	
		<u>63,061</u>		<u>61,153</u>	
Creditors: amounts falling due within one year	11	<u>(274,285)</u>		<u>(143,998)</u>	
Net current liabilities			<u>(211,224)</u>		<u>(82,845)</u>
Total assets less current liabilities			<u>(94,340)</u>		<u>16,926</u>
Creditors: amounts falling due after one year	12		-		(97,322)
Net liabilities			<u>(94,340)</u>		<u>(80,396)</u>
Capital and reserves					
Called up share capital	13		27,085		27,085
Profit and loss account	14		(121,425)		(107,481)
Shareholders' deficit			<u>(94,340)</u>		<u>(80,396)</u>

These financial statements were approved by the board of directors on 28 July 2023 and signed on its behalf by:



C J Anderton

Director

Company registration number: 09052879

The accompanying notes are an integral part of the financial statements.

Accomplish Group Bidco Limited

Statement of changes in equity

Year ended 31 March 2023

	Share capital £'000	Profit and loss account £'000	Total £'000
Balance at 1 April 2022	27,085	(107,481)	(80,396)
Total comprehensive expense for the year			
Loss for the financial year	-	(13,944)	(13,944)
	<hr/>	<hr/>	<hr/>
Balance at 31 March 2023	27,085	(121,425)	(94,340)
	<hr/>	<hr/>	<hr/>

	Share capital £'000	Profit and loss account £'000	Total £'000
Balance at 1 April 2021	27,085	(92,008)	(64,923)
Total comprehensive expense for the year			
Loss for the financial year	-	(15,473)	(15,473)
	<hr/>	<hr/>	<hr/>
Balance at 31 March 2022	27,085	(107,481)	(80,396)
	<hr/>	<hr/>	<hr/>

The accompanying notes are an integral part of the financial statements.

Accomplish Group Bidco Limited

Notes

(forming part of the financial statements)

1 Accounting policies

Accomplish Group Bidco Limited (company registration number 09052879) (the “company”) is a private company limited by shares and incorporated and domiciled in England in the United Kingdom. The address of its registered office is: Maybrook House, Second Floor, Queensway, Halesowen, B63 4AH.

The financial statements have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, ‘The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland’ (‘FRS 102’) and the Companies Act 2006. The presentation currency of these financial statements is sterling. Monetary amounts in these financial statements are rounded to the nearest £’000.

The company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements. These financial statements are the company’s separate financial statements.

The company’s ultimate parent undertaking, Keys Group Limited (formerly Union Mipco Limited) includes the company in its consolidated financial statements. The consolidated financial statements of Keys Group Limited (formerly Union Mipco Limited) are prepared in accordance with FRS 102 and are available to the public as stated in note 15. In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- 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.

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

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets and liabilities, income and expense. Actual results may differ from these estimates.

Measurement convention

The financial statements are prepared on the historical cost basis.

Accomplish Group Bidco Limited

Notes (continued)

1 Accounting policies (continued)

Going concern

Notwithstanding a loss for the year of £13,944,000 and net current liabilities of £211,224,000 at 31 March 2023, the financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the reasons set out below.

The group, of which the company is a member, is funded through a combination of shareholders' funds, unsecured shareholders loans, senior secured loans, and cash generated through operating profits. This consists of £386million of 12% preference shares, a £270m unitranche facility expiring on 1 July 2029, with access to a committed capex / acquisition unitranche facility of £50m expiring on 1 July 2029 and a revolving credit facility of £15m expiring on 1 January 2029.

Management have prepared cash flow forecasts and accompanying covenant compliance calculations for the group for the period of 12 months from the signing of these financial statements, including what they consider to be a reasonably possible downside scenario. The cash outflows associated with the group's debt in this period are limited only to bank interest payments, limiting the size of required cash outflows on the group's financing. These cash flow forecasts indicate that the combined group will have sufficient funds to meet its liabilities as they fall due for that period and comply with all debt covenants.

The nature of the Keys group operations means there is extensive intercompany trading and intercompany balances. Keys Group Limited has indicated its intention to continue to make available such funds as are needed by the company, and that it does not intend to seek repayment of the amounts due between group companies at the balance sheet date, during the going concern assessment period. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Consequently, the directors are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

Basic financial instruments

Trade and other debtors / creditors

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

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits.

Accomplish Group Bidco Limited

Notes (continued)

1 Accounting policies (continued)

Investments in subsidiaries

These are separate financial statements of the company. Investments in subsidiaries are carried at cost less impairment.

Investments

In the company's financial statements, investments in subsidiary undertakings are stated at cost less amounts written off.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the profit and loss account, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the profit or loss account, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

Impairment

Financial assets (including trade and other debtors)

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

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

Expenses

Exceptional items

Exceptional items are disclosed separately in the financial statements where it is necessary to do so to provide further understanding of the financial performance of the company. They are items that are material either because of their size or their nature, and are considered non-recurring.

Interest payable

Interest payable and similar expenses include interest payable, finance charges on finance leases recognised in profit or loss using the effective interest method, unwinding of the discount on provisions, and net foreign exchange losses that are recognised in the profit and loss account.

Accomplish Group Bidco Limited

Notes (continued)

1 Accounting policies (continued)

Taxation

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

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. Deferred tax is recognised on all timing differences at the reporting date except for certain exceptions. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference

Contingencies

Contingent liabilities are not recognised. Contingent liabilities arise as a result of past events when (i) it is not probable that there will be an outflow of resources or that the amount cannot be reliably measured at the reporting date or (ii) when the existence will be confirmed by the occurrence or non-occurrence of uncertain future events not wholly within the company's control. Contingent liabilities are disclosed in the financial statements unless the probability of an outflow of resources is remote.

Contingent assets are not recognised. Contingent assets are disclosed in the financial statements when an inflow of economic benefits is probable.

The company is part of a VAT group and therefore they have joint and several liability for any VAT due. This has been borne by Keys PCE Limited and fully paid since the year end.

2 Judgements and key sources of estimation uncertainty

The principal accounting judgements and estimates utilised in the presentation of the financial statements of the company which have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are:

Judgements

Fixed asset investments

The company measures and discloses its fixed asset investments at cost less amounts written off and are subject to an annual impairment review. If the recoverable amount is estimated to be less than its carrying amount the carrying amount of the investment is reduced to its recoverable amount.

Valuation of amounts owed by group undertakings

The company assess the recoverability of intercompany balances annually or more frequently if warranted by a change in circumstances. If it is determined that the carrying values cannot be recovered, the unrecoverable amounts are charged against current earnings. Recoverability is dependent upon assumptions and judgements regarding market conditions and future cash flows.

Accomplish Group Bidco Limited

Notes (continued)

3 Staff numbers and costs

Except for the directors, the average number of employees during the year was nil (2022:nil).

4 Directors' remuneration

The directors did not receive any emoluments for their qualifying services provided to the company during the year (2022 (restated): £nil).

5 Operating loss

Audit fees of £10,000 (2022: £10,000) have been borne by fellow group companies in the current and previous financial year. Fees payable to the company's auditors in respect of taxation compliance in the current year was £nil (2022: £5,000).

6 Exceptional costs

The company separately identifies and discloses exceptional items, by virtue of their size, nature or occurrence. The key elements of this expenditure are set out below:

	2023 £'000	2022 £'000
Costs relating to acquisitions, restructure and refinancing	-	107
	<u>-</u>	<u>107</u>
	<u>-</u>	<u>107</u>

The above costs have been classified as exceptional to the extent that they relate to one-off costs including restructuring and rationalisation of the group structure.

7 Interest payable and similar expenses

	2023 £'000	2022 £'000
Interest on loan bank loans	1,707	5,713
Interest on loans from group undertakings	10,202	9,109
Amortisation of debt issue costs	2,035	555
Other similar charges	-	21
	<u>13,944</u>	<u>15,398</u>

8 Taxation

Total tax expense recognised in the profit and loss account

	2023 £'000	2022 £'000
Current tax:		
Current tax on income for the year	-	-
	<u>-</u>	<u>-</u>

Accomplish Group Bidco Limited

Notes (continued)

8 Taxation (continued)

Deferred tax

Origination and reversal of timing differences	-	-
Adjustment in respect of prior years	-	-
Impact of change in rates on opening liability	-	-
	<hr/>	<hr/>
Total deferred tax	-	-
	<hr/>	<hr/>
Total tax on (loss)	-	-
	<hr/>	<hr/>

Factors affecting the tax charge for the year

The tax assessed for the year is higher than (2022: higher than) the standard rate of corporation tax in the UK of 19% (2022: 19%). The differences are explained below:

	2023 £'000	2022 £'000
Loss for the year	(13,944)	(15,473)
Total tax expense	-	-
	<hr/>	<hr/>
Loss excluding taxation	(13,944)	(15,473)
Tax using the UK corporation tax rate of 19% (2022: 19%)	(2,649)	(2,940)
(Non-taxable income)/non-deductible expenses	-	1,751
Group relief surrendered not paid for	2,649	1,195
Remeasurement of deferred tax for changes in rates	-	(377)
Movement in deferred tax not recognised	-	371
	<hr/>	<hr/>
Current tax charge for year	-	-
	<hr/>	<hr/>

Factors which may affect future tax charges

The standard rate of UK corporation tax rate during the period is 19%. In the 3 March 2021 Budget it was announced that the UK tax rate will increase to 25% from 1 April 2023. The Finance Bill bringing this into force was substantively enacted on 24 May 2021. This rate increase will have a consequential effect on the company's future tax charge.

Accomplish Group Bidco Limited

Notes (continued)

8 Taxation (continued)

Deferred tax assets and liabilities are offset where the company has a legally enforceable right to do so. A deferred tax asset would be recognised to the extent that the company is expected to make future taxable profits. In accordance with the accounting policy, a deferred tax asset has not been recognised in respect of short term timing differences as the company does not anticipate being able to set these off against future profits.

	2023 £'000	2022 £'000
Short term timing differences	(274)	-
Losses	(1,573)	(1,573)
	<u>(1,847)</u>	<u>(1,573)</u>

9 Investments

	<i>Shares in subsidiary undertakings £'000</i>
Cost and net book value	
At 1 April 2022	99,771
Additions	17,113
	<u>116,884</u>
At 31 March 2023	<u>116,884</u>

Details of the company's subsidiaries at 31 March 2023 are as follows:

Company	Nature of business	Country of registration or incorporation	Class	% of shares held and voting rights
Accomplish Group Property Limited *	Holding company	United Kingdom	Ordinary	100%
Accomplish Group Limited	Care provider	United Kingdom	Ordinary	100%
Tracscare 2005 Limited	Dormant	United Kingdom	Ordinary	100%
Tracscare 2006 Group Limited *	Dormant	United Kingdom	Ordinary	100%
Tracscare 2006 Holdings Limited	Dormant	United Kingdom	Ordinary	100%
Tracscare 2006 Limited	Dormant	United Kingdom	Ordinary	100%
Tracscare 2007 Holdings Limited	Dormant	United Kingdom	Ordinary	100%
Tracscare 2007 Limited	Dormant	United Kingdom	Ordinary	100%
Cascade Care Group Limited *	Dormant	United Kingdom	Ordinary	100%
Cascade Care Holdings Limited	Dormant	United Kingdom	Ordinary	100%
Cascade Care Limited	Dormant	United Kingdom	Ordinary	100%

Accomplish Group Bidco Limited

Notes (continued)

9 Investments (continued)

Milton Park Holdings Limited *	Holding company	Channel Islands	Ordinary	100%
Accomplish Group Employee Limited	Care provider	United Kingdom	Ordinary	100%
Moville Holdings Limited	Holding company	Channel Islands	Ordinary	100%
Signia Estates Limited	Dormant	United Kingdom	Ordinary	100%
Kemble Holdings Limited	Holding company	Channel Islands	Ordinary	100%
Accomplish Group Support Limited	Care provider	United Kingdom	Ordinary	100%
Milton Care Partnership	Care provider	United Kingdom	Partnership interest	100%
Kemble Care Partnership	Care provider	United Kingdom	Partnership interest	100%
Brookdale Care Partnership	Care provider	United Kingdom	Partnership interest	100%
Accomplish Group Care Limited	Care provider	United Kingdom	Ordinary	100%
Accomplish Group Residential Care Limited *	Care provider	United Kingdom	Ordinary	100%
Accomplish Group Specialist Care Limited *	Care provider	United Kingdom	Ordinary	100%
Accomplish Group Lifestyles Ltd *	Care provider	United Kingdom	Ordinary	100%
Accomplish Group (Eilat) Limited *	Care provider	United Kingdom	Ordinary	100%
Accomplish Group Lifestyles (South West) Limited *	Care provider	United Kingdom	Ordinary	100%
Accomplish Group Cymru Lifestyles South Limited *	Care provider	United Kingdom	Ordinary	100%
Your Lifestyle Group Limited *	Holding company	United Kingdom	Ordinary	100%
Construction Alliance Recruitment Limited *	Care provider	United Kingdom	Ordinary	100%
Your Lifestyle Nationwide Limited *	Care provider	United Kingdom	Ordinary	100%
Freedom Care Limited *	Care provider	United Kingdom	Ordinary	100%
Accomplish Group Contract Management Limited *	Holding company	United Kingdom	Ordinary	100%
Westhope Investments Limited	Holding company	United Kingdom	Ordinary	100%
Westhope Care Limited	Care provider	United Kingdom	Ordinary	100%
Westhope Limited	Care provider	United Kingdom	Ordinary	100%
Malvern View (Lydiate) Limited *	Care provider	United Kingdom	Ordinary	100%
Lyndale (Hereford) Limited *	Care provider	United Kingdom	Ordinary	100%
The Old Post Office (Haughton) Limited *	Care provider	United Kingdom	Ordinary	100%
Blackwells (Hereford) Limited *	Care provider	United Kingdom	Ordinary	100%
Chepstow House (Ross) Limited *	Care provider	United Kingdom	Ordinary	100%
Homestyle Care Limited *	Care provider	United Kingdom	Ordinary	100%
Transparent Care Limited *	Care provider	United Kingdom	Ordinary	100%
Monpekson Care Limited	Care provider	United Kingdom	Ordinary	100%
Haven Street Holdings Limited * **	Holding company	United Kingdom	Ordinary	100%
Church Valley Homes Limited **	Holding company	United Kingdom (NI)	Ordinary	100%
Recovery Care Limited **	Care provider	United Kingdom	Ordinary	100%
Positive Circle Limited **	Care provider	United Kingdom	Ordinary	100%

*Owned directly by the company

** New acquisitions in the year ended 31 March 2023

Accomplish Group Bidco Limited

Notes (continued)

9 Investments (continued)

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

The registered office of all the investments is Maybrook House, Second Floor, Queensway, Halesowen B63 4AH apart from those registered in the Channel Islands which is 26 New Street, St Helier, Jersey JE3 3RA, and those registered in Northern Ireland: c/o Pinsent Masons LLP, The Soloist Building, 1 Lanyon Place, Belfast, Northern Ireland BT1 3LP.

On 2 September 2022 the company acquired the share capital of Haven Street Holdings Limited, Church Valley, Recovery Care Limited and Positive Circle Limited.

10 Debtors: amounts falling due within one year

	2023 £'000	2022 £'000
Amounts owed by group undertakings	59,427	55,564
Other debtors	3,601	5,551
Prepayments and accrued income	-	6
	<hr/>	<hr/>
	63,028	61,121
	<hr/>	<hr/>

Amounts owed by group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

11 Creditors: amounts falling due within one year

	2023 £'000	2022 £'000
Amounts owed to group undertakings	273,821	143,479
Accruals and deferred income	464	519
	<hr/>	<hr/>
	274,285	143,998
	<hr/>	<hr/>

Amounts owed to group undertakings and to parent company are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

Accomplish Group Bidco Limited

Notes (continued)

12 Creditors: amounts falling due after one year

	2023 £'000	2022 £'000
Bank loan	-	97,322

Included in the above are amounts falling due as follows:

	2023 £'000	2022 £'000
Between one and two years		
Bank loans	-	-
Between two and five years		
Bank loans	-	97,322
Over five years		
Bank loans	-	-

13 Share capital

	2023 £'000	2022 £'000
<i>Allotted, called up and fully paid</i>		
27,084,610 ordinary shares of £1 each	27,085	27,085
Shares classified in shareholders' funds	27,085	27,085

14 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.

15 Ultimate parent undertaking and controlling parties

The company is a subsidiary undertaking of Accomplish Group Midco Limited. The ultimate parent company is Keys Group Limited (formerly Union Mipco Limited), and the ultimate controlling party is G Square Capital (GP) CV LLP.

The largest group in which the results of the company are consolidated is that headed by Keys Group Limited (formerly Union Mipco Limited), Maybrook House, Second Floor, Queensway, Halesowen B63 4AH. The smallest group in which they are consolidated is that headed by Union Midco Limited, Maybrook House, Second Floor, Queensway, Halesowen B63 4AH.

16 Related party transactions

The company is ultimately a wholly owned subsidiary of Keys Group Limited (formerly Union Mipco Limited), and as such has taken advantage of the exemption in FRS 102 33.1A not to disclose transactions or balances with wholly owned subsidiaries which form part of the group.

Accomplish Group Bidco Limited

Notes *(continued)*

17 Contingent liabilities

The company had no contingent liabilities at 31 March 2023 (2022: £nil).

18 Cross company guarantee

The company is bound by unlimited multilateral cross guarantees with fellow group companies in respect of bank borrowings. The maximum amount for which the company would become liable at the balance sheet date as a result of the arrangement would be £298,960,000 (2022: £99,358,200).

19 Subsequent events

There were no events after the balance sheet date that would require adjustment or disclosure in the financial statements.

20 Capital commitments

The company had no capital commitments at 31 March 2023 (2022: £nil).