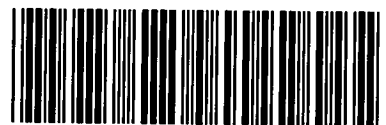


OCH MANAGEMENT SERVICES LIMITED
REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED
30 MARCH 2023

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COMPANIES HOUSE

OCH MANAGEMENT SERVICES LIMITED

COMPANY INFORMATION

| | |
|--------------------------|--|
| Directors | I D Goulding D J Johnson H W Knight P Bowtell |
| Company number | 10340352 |
| Registered office | The Hamlet Hornbeam Park Harrogate North Yorkshire HG2 8RE |
| Auditor | RSM UK Audit LLP Chartered Accountants Suite A 7th Floor, East West Building 2 Tollhouse Hill Nottingham NG1 5FS |
| Bankers | National Westminster Bank plc 8 Market Place Huddersfield HD1 2AL |
| Solicitors | Pinsent Masons 1 Park Row Leeds LS1 5AB |

OCH MANAGEMENT SERVICES LIMITED

STRATEGIC REPORT

FOR THE YEAR ENDED 30 MARCH 2023

Fair review of the business

The directors present the strategic report for the year ended 30 March 2023.

The company provides management services under a management services agreement to the operating entities of the Cortina Race LLP group ("the group").

The management services provided to the group include, but are not limited to recruitment support, human resources, finance services and operational management and support. The key strategic objective of the company is to provide high quality and cost effective services compliant with the management services agreement.

Key performance indicators

The key drivers of the business are:

| | 2023 | 2022 |
|-----------|-------------|-------------|
| Employees | 75 | 75 |
| Revenue | £5.5m | £4.6m |

Principal risks and uncertainties

The company as a key component of the group has experienced a heightened regulatory environment and awareness following the increasing public and media scrutiny in relation to care homes.

OCH MANAGEMENT SERVICES LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 30 MARCH 2023

The directors present their annual report and financial statements for the year ended 30 March 2023.

Principal activities

The principal activity of the company during the year was to provide management services to group companies.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

I D Goulding
D J Johnson
H W Knight
P Bowtell

Auditor

RSM UK Audit LLP have indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place for them to be deemed reappointed as auditors in the absence of an Annual General Meeting.

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, each director has taken all the necessary steps that they ought to have taken as a director in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

On behalf of the board



D J Johnson
Director

Date: 06/11/23

OCH MANAGEMENT SERVICES LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 30 MARCH 2023

The directors are responsible for preparing 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 the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and 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 accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the 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 also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF OCH MANAGEMENT SERVICES LIMITED

Opinion

We have audited the financial statements of OCH Management Services Limited (the 'company') for the year ended 30 March 2023 which comprise the statement of income and retained earnings, the statement of financial position and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 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 30 March 2023 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- 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 UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the 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.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF OCH MANAGEMENT SERVICES LIMITED (CONTINUED)

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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption from the requirement to prepare a strategic report or in preparing the directors' report.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 2, 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.

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.

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

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the audit engagement team:

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory framework that the company operates in and how the company is complying with the legal and regulatory framework;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud;
- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF OCH MANAGEMENT SERVICES LIMITED (CONTINUED)

As a result of these procedures we consider the most significant laws and regulations that have a direct impact on the financial statements are FRS 102, the Companies Act 2006 and tax compliance regulations. We performed audit procedures to detect non-compliances which may have a material impact on the financial statements which included reviewing financial statement disclosures, and inspecting correspondence with local tax authorities and evaluating advice received from external tax advisors.

The audit team identified the risk of management override of controls and revenue recognition as the areas where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed included but were not limited to:

- Reviewing journal entries and other adjustments; and
- Evaluating the business rationale in relation to significant, unusual transactions and transactions entered into outside the normal course of business.
- Tested the existence of revenue of utilising data analytics and performed cut off testing on revenue transactions around the year end.

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

Richard King

Richard King FCA (Senior Statutory Auditor)
For and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
Suite A
7th Floor, East West Building
2 Tollhouse Hill
Nottingham
NG1 5FS
08/11/23

OCH MANAGEMENT SERVICES LIMITED

INCOME STATEMENT

FOR THE YEAR ENDED 30 MARCH 2023

| | Notes | 2023 £ | 2022 £ |
|---------------------------------------|-------|--------------------|--------------------|
| Turnover | | 5,533,747 | 4,648,827 |
| Cost of sales | | (1,169,944) | (764,999) |
| Gross profit | | <u>4,363,803</u> | <u>3,883,828</u> |
| Administrative expenses | | (5,969,061) | (5,810,994) |
| Operating loss | | <u>(1,605,258)</u> | <u>(1,927,166)</u> |
| Interest payable and similar expenses | | (4,000) | (2,759) |
| Loss before taxation | | <u>(1,609,258)</u> | <u>(1,929,925)</u> |
| Tax on loss | | - | - |
| Loss for the financial year | | <u>(1,609,258)</u> | <u>(1,929,925)</u> |

OCH MANAGEMENT SERVICES LIMITED**STATEMENT OF FINANCIAL POSITION****AS AT 30 MARCH 2023**

| | Notes | 2023 £ | £ | 2022 £ | £ |
|---|-------|---------------------|---------------------|--------------------|--------------------|
| Fixed assets | | | | | |
| Tangible assets | 4 | | 580,867 | | 703,718 |
| Current assets | | | | | |
| Debtors | 5 | 212,759 | | 279,748 | |
| Cash at bank and in hand | | 543,815 | | 119,766 | |
| | | <u>756,574</u> | | <u>399,514</u> | |
| Creditors: amounts falling due within one year | 6 | <u>(11,227,539)</u> | | <u>(9,835,555)</u> | |
| Net current liabilities | | | <u>(10,470,965)</u> | | <u>(9,436,041)</u> |
| Total assets less current liabilities | | | <u>(9,890,098)</u> | | <u>(8,732,323)</u> |
| Net liabilities | | | <u>(9,890,098)</u> | | <u>(8,732,323)</u> |
| Capital and reserves | | | | | |
| Called up share capital | | | 1 | | 1 |
| Profit and loss reserves | | | <u>(9,890,099)</u> | | <u>(8,732,324)</u> |
| Total equity | | | <u>(9,890,098)</u> | | <u>(8,732,323)</u> |

The financial statements were approved by the board of directors and authorised for issue on 06/11/23 and are signed on its behalf by:



D J Johnson
Director

OCH MANAGEMENT SERVICES LIMITED**STATEMENT OF CHANGES IN EQUITY****AS AT 30 MARCH 2023**

| | Share capital | Profit and loss reserve | Total |
|--|--------------------------|--|--------------|
| | £ | £ | £ |
| Balance at 31 March 2021 | 1 | (6,802,399) | (6,802,398) |
| Year ended 30 March 2022: | | | |
| Loss for the year | - | (1,929,925) | (1,929,925) |
| Balance at 30 March 2022 | 1 | (8,732,324) | (8,732,323) |
| Year ended 30 March 2023: | | | |
| Loss for the year | - | (1,609,258) | (1,609,258) |
| Credit to equity for equity settled share-based payments | - | 451,483 | 451,483 |
| Balance at 30 March 2023 | 1 | (9,890,099) | (9,890,098) |

OCH MANAGEMENT SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 MARCH 2023

1 Accounting policies

Company information

OCH Management Services Limited is a private company limited by shares and is registered and incorporated in England and Wales. The registered office is The Hamlet, Hornbeam Park, Harrogate, North Yorkshire, HG2 8RE.

Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

Going concern

The group's latest cash flow forecasts, taking account of the inherent risks and uncertainties of the trading environment, indicate that the group has sufficient liquidity to continue trading as a going concern.

Increasing occupancy and maintaining good quality are the two main metrics which underpin an improvement in profitability and cash generation.

Occupancy has improved from 80% in April 2022 to 91% in March 2023, and that improvement has continued into FY24 with occupancy hitting 95% in July 2023. Two homes which were rated as Requires Improvement with CQC have improved to Good status. This has resulted in the group being able to report an enviable position of 100% of its homes being rated Good with CQC.

The main cost challenges have been agency costs due to the national workforce issues in health and social care and escalating/volatile energy prices.

Agency usage is lower than the level assumed in the latest cash flow forecasts and energy contracts have been entered into until October 2024 for gas and March 2025 for electricity to give certainty over pricing.

The group's focus on improving occupancy and average weekly fee by increasing the number of residents with a dementia diagnosis and/or receiving nursing care has had the effect of increasing profitability and has been a contributory factor in the group moving to a position of generating cash after debt servicing for the first time since the pandemic.

The £26m loan classified as repayable within one year is renewed on an annual basis. The loan is guaranteed by Alchemy Special Opportunity Fund III LLP (the "ASOF III"). The group has received confirmation that in the event that the lender demands repayment of the loan, ASOF III will provide funds to enable the loan to be repaid.

Cortina Race LLP, the parent company, has confirmed it will provide support to the company for a period not less than 12 months from the date of approval of these financial statements.

OCH MANAGEMENT SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 MARCH 2023

1 Accounting policies (Continued)

Turnover

Revenue is recognised at the point at which services are provided. Where services are performed gradually over time, revenue is recognised as the activity progresses by reference to the value of the services provided.

Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost of assets less their residual values over their useful lives on the following bases:

| | |
|---------------------|-------------------|
| Plant and equipment | 20% straight line |
|---------------------|-------------------|

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

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 profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Share based payments

Equity-settled share based payments are measured at fair value at the date of grant. The fair value has been determined using the valuation prepared for the Investment Committee of the ultimate shareholder. The fair value determined at the grant date is expensed on a straight-line basis over the vesting period, based on the estimate of shares that will eventually vest. A corresponding adjustment is made to equity.

OCH MANAGEMENT SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 MARCH 2023

1 Accounting policies (Continued)

Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally 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.

Basic financial assets

Basic financial assets, which include trade and other debtors, amounts owed by group undertakings, accrued income and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the financial asset is measured at the present value of the future receipts discounted at a market rate of interest.

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including trade and other creditors, amounts owed to group undertakings and accruals, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

OCH MANAGEMENT SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 MARCH 2023

1 Accounting policies (Continued)

Derecognition of financial liabilities

Financial liabilities are derecognised when, and only when, the company's contractual obligations are discharged, cancelled, or they expire.

Equity instruments

Equity instruments issued by the company are recorded at the fair value of proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

Taxation

The tax expense represents the sum of the current tax expense and deferred tax expense. Current tax assets are recognised when tax paid exceeds the tax payable.

Current and deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited to other comprehensive income or equity, when the tax follows the transaction or event it relates to and is also charged or credited to other comprehensive income, or equity.

Current tax assets and current tax liabilities and deferred tax assets and deferred tax liabilities are offset, if and only if, there is a legally enforceable right to set off the amounts and the entity intends either to settle on the net basis or to realise the asset and settle the liability simultaneously.

Current tax is based on taxable profit for the year. Current tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax liabilities are recognised in respect of all timing differences that exist at the reporting date. Timing differences are differences between taxable profits and total comprehensive income that arise from the inclusion of income and expenses in tax assessments in different periods from their recognition in the financial statements. Deferred tax assets are recognised only to the extent that it is probable that they will be recovered by the reversal of deferred tax liabilities or other future taxable profits.

Provisions

Provisions are recognised when the company has a legal or constructive present obligation as a result of a past event, it is probable that the company will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting end date, taking into account the risks and uncertainties surrounding the obligation. Where the effect of the time value of money is material, the amount expected to be required to settle the obligation is recognised at present value. When a provision is measured at present value, the unwinding of the discount is recognised as a finance cost in profit or loss in the period in which it arises.

Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

OCH MANAGEMENT SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 MARCH 2023

1 Accounting policies (Continued)

Retirement benefits

For defined contribution schemes the amount charged to profit or loss is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments.

Leases

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight-line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leases asset are consumed.

2 Employees

The average monthly number of persons (including directors) employed by the company during the year was:

| | 2023 Number | 2022 Number |
|-------|----------------|----------------|
| Total | <u>75</u> | <u>75</u> |

3 Directors' remuneration

| | 2023 £ | 2022 £ |
|--|----------------|----------------|
| Remuneration paid to directors | <u>673,090</u> | <u>532,433</u> |
| Remuneration paid to highest paid director | <u>333,881</u> | <u>246,008</u> |

OCH MANAGEMENT SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 MARCH 2023

4 Tangible fixed assets

| | Plant and machinery etc £ |
|------------------------------------|--|
| Cost | |
| At 31 March 2022 | 2,178,074 |
| Additions | 187,336 |
| | <hr/> |
| At 30 March 2023 | 2,365,410 |
| | <hr/> |
| Depreciation and impairment | |
| At 31 March 2022 | 1,474,356 |
| Depreciation charged in the year | 310,187 |
| | <hr/> |
| At 30 March 2023 | 1,784,543 |
| | <hr/> |
| Carrying amount | |
| At 30 March 2023 | 580,867 |
| | <hr/> |
| At 30 March 2022 | 703,718 |
| | <hr/> |

5 Debtors

| | 2023 £ | 2022 £ |
|---|-------------------|-------------------|
| Amounts falling due within one year: | | |
| Trade debtors | 2,200 | - |
| Amounts owed by group undertakings | 88,205 | - |
| Other debtors | 44,358 | 104,753 |
| Prepayments and accrued income | 77,996 | 174,995 |
| | <hr/> | <hr/> |
| | 212,759 | 279,748 |
| | <hr/> | <hr/> |

6 Creditors: amounts falling due within one year

| | 2023 £ | 2022 £ |
|------------------------------------|-------------------|-------------------|
| Trade creditors | 81,779 | 149,830 |
| Amounts owed to group undertakings | 10,180,091 | 8,879,230 |
| Taxation and social security | 349,957 | 229,975 |
| Other creditors | 232,301 | 197,757 |
| Accruals and deferred income | 383,411 | 378,763 |
| | <hr/> | <hr/> |
| | 11,227,539 | 9,835,555 |
| | <hr/> | <hr/> |

OCH MANAGEMENT SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 MARCH 2023

7 Share based payments

The share based payment expense recognised in these financial statements relates to ordinary shares issued by Indigo Care Holding Limited. During the year 9,600 B Ordinary shares were issued in Indigo Care Holding Limited. At 30 March 2023 9,600 B Ordinary shares had been issued in aggregate.

B Ordinary shares confer on the holders the right to receive proceeds on an exit once certain hurdles have been achieved. The fair value of the growth shares was determined using the Enterprise Value calculated by the ultimate shareholder. Included within wages and salaries in administrative expenses is £451,483 (2022: £nil) in respect of an equity-settled share-based payment expense as a result of the fair value determination.

8 Operating lease commitments

Lessee

At the reporting end date the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

| | 2023 £ | 2022 £ |
|----------------------------|----------------|----------------|
| Within one year | 77,629 | 77,343 |
| Between one and five years | 46,642 | 46,470 |
| | <u>124,271</u> | <u>123,813</u> |

9 Related party transactions

| | 2023 Management fee £ | 2023 Recharges £ | 2022 Management fee £ | 2022 Recharges £ |
|---------------------------|--------------------------------|------------------------|--------------------------------|------------------------|
| Fellow group undertakings | <u>4,763,236</u> | <u>2,448,485</u> | <u>4,204,162</u> | <u>2,032,103</u> |

At the year end, the company had the following outstanding balances with related parties:

| | 2023 Net balance (owed to) £ | 2022 Net balance (owed to) £ |
|---------------------------|---------------------------------------|---------------------------------------|
| Fellow group undertakings | <u>(10,048,800)</u> | <u>(8,786,317)</u> |

The above balances are all interest free and repayable on demand.

10 Consolidated Accounts

The smallest group in which the results of the company are consolidated in that headed by Cortina Race LLP, incorporated in the United Kingdom. These consolidated financial statements are available at the entity's registered address, 25 Bedford Street, London, WC2E 9ES.