Directors' Report and Financial Statements
Year Ended
31 December 2020

Company Number 10493618

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Company Information

Directors

T J Ball A G Roche N Phillips

Registered number

10493618

Registered office

Grosvenor House Horseshoe Crescent Beaconsfield Buckinghamshire

HP9 1LJ

Independent auditor

BDO LLP 31 Chertsey Street Guildford

Surrey GU1 4HD

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Directors' Report For the Year Ended 31 December 2020

The directors present their report together with the audited financial statements for the year ended 31 December 2020.

Principal activity

The principal activity of the company is to be a master lessee under a framework agreement.

Directors

The directors who served during the year were:

T J Ball A G Roche N Phillips

Going concern

The directors acknowledge that it is their intention to liquidate the company in the foreseeable future as the company has served its commercial purpose as it has sold all of its subsidiary undertakings during the year. As a result, the directors have concluded that it is not appropriate to adopt a going concern basis of preparation in these financial statements. There are no adjustments which need to be made to the financial statements as a result of preparing the financial statements on a basis other than going concern.

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 the director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- the 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 auditor is aware of that information.

Auditor

The auditor, BDO LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Small companies note

TJSG

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 29 April 2021

and signed on its behalf.

T J Ball Director

Directors' Responsibilities Statement For the Year Ended 31 December 2020

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 year.

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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business. As explained in note 2.3 to the financial statements, the directors do not believe the going concern basis to be appropriate and, in consequence, these financial statements have not been prepared on that basis.

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 Signature Lessee I Limited

Opinion on the financial statements

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2020 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.

We have audited the financial statements of Signature Lessee I Limited ("the company") for the year ended 31 December 2020 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and the notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

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.

Emphasis of matter - financial statements prepared on a basis other than going concern

We draw attention to note 2.3 to the financial statements, which acknowledges that it is the directors' intention to liquidate the company in the foreseeable future. Accordingly, the financial statements have been prepared on a basis other than that of going concern as described in note 2.3. Our opinion is not modified in respect of this matter.

Other information

The directors are responsible for the other information. The other information comprises the information included in the Directors' Report and the financial statements other than the financial statements and our Auditor's Report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. 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 Signature Lessee I Limited (continued)

Other Companies Act 2006 reporting

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

- the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report has been prepared in accordance with applicable legal requirements.

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 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' exemptions in preparing the Directors' Report and from the requirement to prepare a Strategic Report.

Responsibilities of directors

As explained more fully in the Directors' Responsibilities Statement, 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.

Independent Auditor's report to the members of Signature Lessee I Limited (continued)

Auditor's responsibilities for the audit of the financial statements (continued)

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

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:

We obtained an understanding of the legal and regulatory frameworks that are applicable to the company. The most relevant frameworks identified include:

- UK GAAP
- Companies Act 2006
- Corporation Tax legislation

We understood how the company is complying with these legal and regulatory frameworks by making enquiries to management. We corroborated our enquiries through our review of submitted returns, board minutes, and correspondence with regulatory bodies.

We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur by meeting with management to understand where it is considered there was a susceptibility of fraud. We obtained an understanding of the internal control environment and how management oversees the implementation of controls. We communicated relevant identified laws and regulations and potential fraud risks to all engagement team members and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit. In areas of the financial statements where the risk was considered to be higher, we performed audit procedures to address each identified fraud risk. These procedures included identifying any journals with unusual characteristics and testing material journal entries.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

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.

RDO UP

Nick Poulter (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
Guildford
United Kingdom

Date: 29 April 2021

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Statement of Comprehensive Income For the Year Ended 31 December 2020

	Note	2020 £	2019 £
Administrative expenses		(288)	(38)
Exceptional items	6	1,057,000	(1,429,030)
Operating profit/(loss)		1,056,712	(1,429,068)
Income from investments	7 .	1,718,388	-
Loss on disposal of investments	11	(5,533,027)	-
Interest receivable and similar income	8	19,709	56,030
Interest payable and similar charges	.9	(78,532)	(103,868)
Loss before tax		(2,816,750)	(1,476,906)
Tax on loss	10	•	· 📥
Loss for the financial year		(2,816,750)	(1,476,906)

There was no other comprehensive income for 2020 (2019: £Nil).

The notes on pages 9 to 16 form part of these financial statements.

Registered number:10493618

Statement of Financial Position As at 31 December 2020

	Note		2020 £	•	2019 £
Fixed assets					
Investments	11		-		5,750,008
Current assets					
Cash at bank and in hand	12	1,229		6,396	
Current liabilities					
Creditors: amounts falling due within one year	13	(4,812,633)		(5,251,058)	
Net current liabilities			(4,811,404)		(5,244,662)
Total assets less current liabilities			(4,811,404)		505,346
Non-current liabilities					
Creditors: amounts falling due after more than one year	14		-		(2,500,000)
Net liabilities			(4,811,404)		(1,994,654)
Capital and reserves					
Called up share capital	15		2		2
Profit and loss account	16		(4,811,406)		(1,994,656)
Total equity			(4,811,404)		(1,994,654)

The company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 29 April 2021

T J Ball Director

The notes on pages 9 to 16 form part of these financial statements.

Statement of Changes in Equity For the Year Ended 31 December 2020

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 January 2020	2	(1,994,656)	(1,994,654
Comprehensive income for the year		ı	
Loss for the year	-	(2,816,750)	(2,816,750)
Total comprehensive income for the year	•	(2,816,750)	(2,816,750
At 31 December 2020	2	(4,811,406)	(4,811,404
Statement of Change For the Year Ended 31 D			

	Called up share capital	Profit and loss account	Total equity
•	£	£	£
At 1 January 2019	2	(517,750)	(517,748)
Comprehensive income for the year			
Loss for the year	-	(1,476,906)	(1,476,906)
Total comprehensive income for the year	•	(1,476,906)	(1,476,906)
At 31 December 2019	2	(1,994,656)	(1,994,654)

The notes on pages 9 to 16 form part of these financial statements.

Notes to the Financial Statements For the Year Ended 31 December 2020

1. General information

Signature Lessee I Limited is a private company incorporated in England and Wales under the Companies Act. It is a company limited by shares. The address of the registered office can be found on the Company Information page. The nature of the company's operations and its principal activities are detailed in the Directors' Report.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK 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 judgement in applying the company's accounting policies (see note 3).

The presentational and functional currency of these financial statements is GBP. Values are rounded to the nearest pound.

The following principal accounting policies have been applied:

2.2 Financial reporting standard 102 - reduced disclosure exemptions

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

- 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 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A; and
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of SSL Group (UK) Limited as at 31 December 2020 and these financial statements may be obtained from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ.

2.3 Going concern

The directors acknowledge that it is their intention to liquidate the company in the foreseeable future as the company has served its commercial purpose as it has sold all of its subsidiary undertakings during the year. As a result, the directors have concluded that it is not appropriate to adopt a going concern basis of preparation in these financial statements. There are no adjustments which need to be made to the financial statements as a result of preparing the financial statements on a basis other than going concern.

Notes to the Financial Statements For the Year Ended 31 December 2020

2. Accounting policies (continued)

2.4 Finance costs

Finance costs are charged to the Statement of Comprehensive Income 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.

2.5 Interest income

Interest income is recognised in the Statement of Comprehensive Income using the effective interest method.

2.6 Investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.7 Debtors

Short term 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.

2.8 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.9 Financial instruments

The company only 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 and from related parties and investments in non-puttable ordinary shares.

Debt instruments, like loans and other accounts receivables and payables, are initially measured at present value of the future payments and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically 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 and subsequently, at the present value of the future payment discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost, unless it qualifies as a loan from a director in the case of a small company, or a public benefit entity concessionary loan.

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 Statement of Comprehensive Income.

Notes to the Financial Statements For the Year Ended 31 December 2020

2. Accounting policies (continued)

2.9 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.

2.10 Creditors

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

2.11 Taxation

Tax is recognised in the Statement of Comprehensive Income except that a charge 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 generates income.

3. Judgements in applying accounting policies and key sources of estimation uncertainty

In preparing these financial statements, the directors have had to make no significant judgements in applying accounting policies and there are no key sources of estimation uncertainty in the financial statements.

4. Auditor's remuneration

The audit fee for the company of £2,500 (2019: £2,500) has been borne by Signature Senior Lifestyle Limited, a company which meets all the group overheads.

5. Employees

The company has no employees other than the three directors (2019: three directors).

The company's directors are remunerated by a fellow group company Signature Senior Lifestyle Limited and no recharge is made given the size of the group and the practicality of making such a charge. The directors have assessed that, having regard to the level of time spent and the nature of the company's affairs, a fair apportionment of the directors' annual remuneration that would be attributable to this company is approximately £16,000 (2019: £16,000).

Notes to the Financial Statements For the Year Ended 31 December 2020

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6.	Exceptional items		
		2020 £	2019 £
	Waiver of intercompany debtors	•	(1,429,030)
	Waiver of intercompany creditors	1,057,000	-
		1,057,000	(1,429,030)
7.	Income from investments		
		2020 £	2019 £
	Dividend received	1,718,388	-
8.	Interest receivable and similar income		
		2020	2019
		£	£
	Interest receivable from group companies	19,709	56,030
9.	Interest payable and similar charges		
		2020 £	2019 £
	On loans from group undertakings	78,532 ———	103,868
10.	Taxation		
		2020 £	2019 £
	Corporation tax		
	Current tax on losses for the year	-	-
	Total current tax	•	-

Notes to the Financial Statements For the Year Ended 31 December 2020

10. Taxation (continued)

Taxation on loss on ordinary activities

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2019: higher than) the standard rate of corporation tax in the UK of 19% (2019: 19%). The differences are explained below:

	2020 £	2019 £
Loss on ordinary activities before tax	(2,816,750)	(1,476,906)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2019: 19%) Effects of:	(535,183)	(280,612)
Expenses not deductible for tax purposes	1,051,275	271,516
Income not taxable	(527,324)	-
Group relief surrendered	2,317	9,096
Deferred tax not recognised	8,915	-
Total tax charge for the year	-	-

Factors that may affect future tax charges

The company has tax losses of approximately £94,795 (2019: £47,876) to carry forward against profits of future periods. Deferred taxation of £18,011 (2019: £8,139) in relation to the losses has not been recognised on the grounds that there is not sufficient evidence that the asset will be recoverable.

Notes to the Financial Statements For the Year Ended 31 December 2020

11. Fixed asset investments

	Investments in subsidiary companies
Cost At 1 January 2020 Disposals	5,750,008 (5,750,008)
At 31 December 2020	· · · · · · · · · · · · · · · · · · ·
Net book value	
At 31 December 2020	-
At 31 December 2019	5,750,008

During the year, the company disposed of its investments in the following subsidiaries:

Name	Class of shares	Holding	Principal activity
Signature of Brentwood (Operations) Limited	Ordinary	100%	Care and nursing home operator
Signature of Coombe (Operations) Limited	Ordinary	100%	Care and nursing home operator
Signature of Epsom (Operations) Limited	Ordinary	100%	Care and nursing home operator
Signature of Hindhead (Operations) Limited	Ordinary	100%	Care and nursing home operator

Until disposal, the registered office of the above subsidiary undertakings was Grosvenor House, Horseshoe Crescent, Beaconsfield, Buckinghamshire, HP9 1LJ.

Total consideration received for the sale of the company's investments was £5,029,614. The carrying value of investments at the disposal date was £5,750,008 and total related costs were £4,812,633, generating a loss on disposal of £5,533,027.

12. Cash and cash equivalents

	202	0 2019 £ £
Cash at bank and in hand	1,229	6,396
•		

Notes to the Financial Statements For the Year Ended 31 December 2020

13. Creditors: amounts falling due within one ye

	2020 £	2019 £
Amounts owed to group undertakings	-	5,251,058
Accruals and deferred income	4,812,633	-
	4,812,633	5,251,058

Amounts owed to group undertakings are unsecured, bear interest at 4% plus Bank of England base rate and are repayable on demand.

14. Creditors: amounts falling due after more than one year

	2020 £	2019 £
Amounts owed to group undertakings	-	2,500,000

Amounts owed to group undertakings are unsecured, bear interest at 4% plus Bank of England base rate and were repayable on 1 January 2025. These amounts were settled as part of the disposal of subsidiary companies in the year.

15. Share capital

	2020	2019
	£	£
Allotted, called up and fully paid		
2 ordinary shares of £1 each	. 2	2

16. Reserves

The company's reserves are as follows:

Profit and loss account

The profit and loss account represents cumulative profit or losses, net of dividends paid and other adjustments.

17. Related party transactions

The company has taken advantage of the exemption available in section 33.1A of FRS 102 whereby it has not disclosed transactions with the ultimate parent company or any wholly owned subsidiary undertaking of the group.

There were no related party transactions with entities outside of the group (including the subsidiary companies after the date of disposal) to be disclosed.

Notes to the Financial Statements For the Year Ended 31 December 2020

18. Ultimate parent undertaking and controlling party

The company's immediate parent company is Signature Senior Lifestyle Finance Limited, a company registered in England and Wales, and its ultimate parent company is Revera Inc., a company incorporated in Canada.

The intermediate parent company which is the largest and smallest group for which consolidated accounts are produced is SSL Group (UK) Limited, a company registered in England and Wales. These consolidated accounts are publicly available from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ

The directors consider the ultimate controlling party to be The Public Sector Pension Investment Board of Canada.