

REGISTERED NUMBER: 13732569 (England and Wales)

s 479A exemption claimed on page 27 (note 11)

GHC TOPCO LIMITED
GROUP STRATEGIC REPORT,
REPORT OF THE DIRECTORS AND
CONSOLIDATED FINANCIAL STATEMENTS
FOR THE PERIOD 9 NOVEMBER 2021 TO 31 MARCH 2023

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COMPANIES HOUSE

Keelings Limited
Statutory Auditors, Chartered Tax Advisers
and Chartered Certified Accountants
Broad House
1 The Broadway
Old Hatfield
Hertfordshire
AL9 5BG

GHC TOPCO LIMITED

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FOR THE PERIOD 9 NOVEMBER 2021 TO 31 MARCH 2023**

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GHC TOPCO LIMITED

**COMPANY INFORMATION
FOR THE PERIOD 9 NOVEMBER 2021 TO 31 MARCH 2023**

DIRECTORS:

S M P Adcock
Ms B C Gilvear
J S Godden
K J G Hillen

REGISTERED OFFICE:

5th Floor
167-169 Great Portland Street
London
W1W 5PF

REGISTERED NUMBER:

13732569 (England and Wales)

AUDITORS:

Keelings Limited
Statutory Auditors, Chartered Tax Advisors
and Chartered Certified Accountants
Broad House
1 The Broadway
Old Hatfield
Hertfordshire
AL9 5BG

GHC TOPCO LIMITED

GROUP STRATEGIC REPORT FOR THE PERIOD 9 NOVEMBER 2021 TO 31 MARCH 2023

The directors present their strategic report of the company and the group for the period 9 November 2021 to 31 March 2023.

The principal activity of the group in the period under review was the operation of ten care homes.

REVIEW OF BUSINESS

On 20 January 2022, the group's trading activities commenced when GHC Bidco Limited, a 100% sub-subsidiary of GHC Topco Limited ("the Company") purchased Custodes Acqco Limited ("Custodes") and its subsidiaries.

Following this, the size of the group was increased through two further acquisitions being:

- the purchase of Salutem SL Opco Limited by GHC Midco 2 Limited, a subsidiary of the Company, on 18 January 2023; and
- the purchase of Brimington Care Limited and Kilburn Care Limited by GHC Bidco II Limited, a sub-subsidiary of the Company, on 26 January 2023

All of these acquisitions were funded by a mixture of loan notes, bank financing and further share issues by the Company.

The goodwill on consolidation was £14.6m.

The consolidated income statement on page 9 reflects the results of the group since the three acquisitions and shows turnover of £20m and costs of £24.1m, including interest of £2.49m and amortisation of goodwill on consolidation of £1.18m, leaving a loss of £3.85m.

The group balance sheet shows fixed assets of £33.5m, consisting of tangible fixed assets of £20.1m and intangible fixed assets of £13.4m. Current assets were £3.95m (including cash of £1.15m) but with current liabilities of £6.8m, net current liabilities were £2.8m. Long term liabilities and provisions were £33.2m, leaving group net liabilities of £2.55m.

During this first period of trading the Group has successfully completed its initial acquisitions, as detailed above, and has invested in systems and a management team to allow the business to scale.

The Directors believe that the outlook for the Group is strong. The losses sustained in the period, and the net current liabilities at the end of the period, are in line with expectations at this point and the Shareholders are fully supportive of the Directors plan to grow the business.

GHC TOPCO LIMITED

GROUP STRATEGIC REPORT FOR THE PERIOD 9 NOVEMBER 2021 TO 31 MARCH 2023

PRINCIPAL RISKS AND UNCERTAINTIES

The directors consider the following to be the group's principal operational risks in the short term:

The UK's departure from the European Union ('Brexit') and its impact on the labour market

Brexit continues to impact the group operationally, as the reduced pool of available employees leads to increases in salary expenditure and additional use of contractors to fill short-term staffing gaps. The directors have diversified the group's recruitment practices and, to the greatest extent possible, have factored the prevailing uncertainty into the group's financial planning.

Public sector financial constraints

In an environment of tighter fiscal policy, the directors are acutely aware of the risks associated with trading primarily with public sector bodies. To date, the group has not experienced funding issues as a result of Covid or the rise in interest rates, but the directors will continue to monitor this position closely.

Health and safety

The group understands the need to provide a safe environment for its staff, residents, their guests or anyone else on its premises. Everyone in the business has accountability for health and safety, and they are given the necessary tools (including training, safety equipment and resources) to operate safely. Compliance is organised and monitored through a dedicated health and safety team across the business.

Regulatory changes

The directors pride themselves on providing high-quality care and always aim to respond proactively to, and exceed, any regulatory requirements affecting the group's operations. Major changes to these regulatory requirements can result in significant cost to the group, but no regulatory changes having a materially adverse effect on the group's activities are anticipated at this time.

Inflation and rises in energy prices

The UK is currently experiencing high levels of inflation, which impacts on the group's variable and fixed costs and could reduce the group's operating margin. Specifically, energy prices have risen significantly more than the general rate of inflation. The directors will continue to assess the impact of inflation on the business regularly.

Liquidity and cashflow

The group continues to invest in its operations and therefore has to monitor its liquidity closely in order to ensure working capital requirements are met in addition to the cost of investment. Cash forecasts are maintained which include a range of possible outcomes, with the results discussed at board level so that any operational or financing requirements are agreed in advance of any large expenditure.

Occupancy

An inability to maintain and grow occupancy levels of both private and local authority funded residents is a potential risk to the business. In order to mitigate this risk, the group has a proactive Sales and Marketing team who work alongside the operational team to monitor and review occupancy levels.

FUTURE DEVELOPMENTS

In recent years, the group has invested significantly in its properties and people, resulting in it offering high quality care. With the pandemic coming under control, the directors expect the commercial performance of the business to continue to improve.

GHC TOPCO LIMITED

GROUP STRATEGIC REPORT

FOR THE PERIOD 9 NOVEMBER 2021 TO 31 MARCH 2023

SECTION 172 (1) STATEMENT

Each individual director must act in the way he or she considers, in good faith, would be most likely to promote the success of the group for the benefit of its members as a whole and, in doing so, the directors have had regard to the matters set out in Section 172 (1) of the Companies Act.

The directors confirm that, since being appointed following the acquisition of Custodes and its subsidiaries, the long-term success of the business has been promoted for the benefit of its members as a whole, by having regard to (amongst others) the following matters:

- the likely consequences of any decision in the long-term;
- the interests of the group's employees;
- the need to foster the group's business relationships with suppliers, customers and others;
- the impact of the group's operations on the community and the environment;
- the desirability of the group maintaining a reputation for high standards of business conduct; and
- the need to act fairly as between members of the group.

With regard to maintaining high standards of business conduct, the group has a strong framework of key policies and procedures that all employees and contractors are expected to maintain and adhere to. These policies include a modern slavery policy, supported by yearly training for all employees, alongside reviews of the group's supply chain. The group has retained an external party to receive all whistleblowing notifications and has a robust whistleblowing policy which all staff have access to, alongside being provided with details of the group's whistleblowing phone line at all its locations.

The group takes its data protection responsibilities seriously and provides privacy notices to all staff and the individuals it supports (including in easy-read format, where required). The group has data protection and confidentiality, information security and records management policies in place, supported by annual training. Consent is also obtained and recorded, as needed, when working with personal and sensitive data. As an additional tool, the group has a Caldicott Guardian who oversees and embeds adherence to the Eight Caldicott Principles of good information sharing across the organisation.

Staff are expected to adhere to a code of conduct which aligns with the group's values and the group has a robust grievance policy and procedure for employees. To assist with corporate decision making, the directors maintain a corporate risk register which is updated by the Senior Leadership Team on a quarterly and ad-hoc basis as new items are identified or risk mitigation is changed.

The directors are conscious that the group's operations affect a range of stakeholders, and they take care to consider and engage, to the greatest extent possible, all affected stakeholders in their decision making.

The following matrix sets out the group's various stakeholders and the ways in which the group engages with those stakeholders to influence decision making:

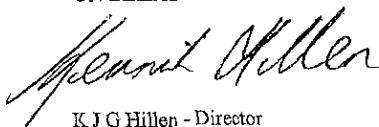
<u>Stakeholder group</u>	<u>Key engagement methods</u>	<u>Stakeholder expectations</u>	<u>Long-term value creation</u>
Clients: Individuals we support and families and friends.	Client relationships managed at multiple levels, from individual home managers and principals through to the CEO.	Transparent and collaborative relationship to safely achieve defined outcomes. Support with practical, emotional and health-related matters.	The people we support achieve positive outcomes and lead a meaningful and happy life.
Regulators	Discussion of any relevant matters with regulators in a timely and open fashion.	Full, accurate and timely disclosure of information.	Maximised quality within our services, to the benefit and reassurance of the people we support and their families.
	Engagement in improvement plans agreed with inspectors.	Adherence to regulatory standards.	Improved relationships with regulators and our reputation within the industry.
	Regular circulation of regulatory requirements, including updates, to key affected staff.	Prompt resolution of identified issues.	Growth opportunities as a result of good relationships with regulators and enhanced reputation.
			Systems developed to better enable the group to track the quality and compliance levels of our services.

GHC TOPCO LIMITED

GROUP STRATEGIC REPORT
FOR THE PERIOD 9 NOVEMBER 2021 TO 31 MARCH 2023

<u>Stakeholder group</u>	<u>Key engagement methods</u>	<u>Stakeholder expectations</u>	<u>Long-term value creation</u>
Employees	Regular employee surveys. Introduction of Blink app available to all employees allowing real-time communications and feedback. Quarterly newsletters regarding new developments and key messages. Quarterly manager conference. Whistleblowing facilities.	All employees treated fairly and equally. Employee views taken into consideration when decisions made that affect them. Meaningful development and career progression opportunities. Fair remuneration.	Improved recruitment, retention and quality. Promotion of an innovative and efficient environment through teamwork and communication. Creating an attractive workplace for culture and benefits.
Suppliers	Dedicated accounts payable team, engaging with suppliers daily. Specialist support teams engage directly with suppliers in their respective areas.	Open dialogue. Prompt payment upon invoices falling due.	Higher quality of service delivery due to good relationships with quality suppliers. Improved payment terms and credit limits.
Shareholders	Monthly reporting. Regular board meetings with investor representation.	Meeting agreed financial and operational targets. Transparent, reliable and timely information.	Shared understanding of and support for long-term business goals. Support for future growth activities.
Banking partners	Monthly and quarterly reporting. Open dialogue.	Meeting agreed financial targets. Transparent, reliable and timely.	Ensuring a financial platform to support growth, developments or acquisitions.
Local communities	Community events.	Hiring local people where possible. Meaningful opportunities to participate in the community to the benefit of all. Considerate, neighbourly behaviour.	Sustainable employment base. Positive outcomes for people we support. More support with growth activities in area.
Environment	Efforts to minimise wastage of food, water and power. Adopting remote working practices wherever possible, outside frontline services. Paperless working to the greatest possible extent.	Minimal power usage. Reducing travel as far as possible, and using efficient methods for travel. Only consuming what we need.	Protection of resources. Sustainable cloud-based methods of working available securely in any location, providing real-time information so employees can focus on care provision.
Public	Maintaining clear corporate governance with effective controls in place to ensure business is conducted to high ethical standards.	Stakeholders are treated fairly and the business acts to promote high standards of business efficacy.	Improved business reputation. Higher levels of staff and customer retention.

ON BEHALF OF THE BOARD:



K J G Hillen - Director

GHC TOPCO LIMITED

**GROUP STRATEGIC REPORT
FOR THE PERIOD 9 NOVEMBER 2021 TO 31 MARCH 2023**

5 February 2024

GHC TOPCO LIMITED

REPORT OF THE DIRECTORS FOR THE PERIOD 9 NOVEMBER 2021 TO 31 MARCH 2023

The directors present their report with the financial statements of the company and the group for the period 9 November 2021 to 31 March 2023.

COMMENCEMENT OF TRADING

GHC Topco Limited was incorporated on 9 November 2021, with the group being created on 20 January 2022, following the purchase of Custodes Acqo Limited and its subsidiaries by GHC Bidco Limited.

DIVIDENDS

No dividends will be distributed for the period ended 31 March 2023.

DIRECTORS

The directors who have held office during the period from 9 November 2021 to the date of this report are as follows:

S M P Adcock - appointed 8 February 2023
Ms E C Gilvcar - appointed 4 July 2022
J S Godden - appointed 23 December 2021
K J G Hillen - appointed 23 December 2021
Ms R K Murray - appointed 9 November 2021 - resigned 28 March 2023
P G K Bachmann - appointed 23 December 2021 - resigned 11 July 2022

All the directors who are eligible offer themselves for election at the forthcoming first Annual General Meeting.

STREAMLINED ENERGY AND CARBON REPORTING

No Streamlined Energy and Carbon Report ('SECR') is provided, as the annual energy consumption of GHC Bidco Limited itself did not exceed 40,000 kWh and none of its subsidiaries is individually required to provide an SECR.

INDEMNITY PROVISION FOR DIRECTORS

No qualifying third party indemnity provision for the benefit of one or more directors was in force at any time during the financial period or to the date of approval of this report.

EMPLOYEE INFORMATION

The directors recognise the importance of human resources. Employee views are taken into consideration when decisions are made that affect them, through real-time communication and feedback. There is meaningful development and career progression opportunities within the group, creating an attractive workplace. Employees are treated fairly and equally, as monitored by regular employee surveys.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Group Strategic Report, the Report of the Directors 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 the group and of the profit or loss of the group 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;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 and the group's transactions and disclose with reasonable accuracy at any time the financial position of the company and the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the group's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the group's auditors are aware of that information.

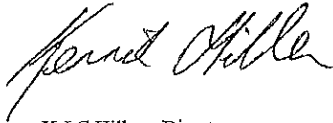
GHC TOPCO LIMITED

**REPORT OF THE DIRECTORS
FOR THE PERIOD 9 NOVEMBER 2021 TO 31 MARCH 2023**

AUDITORS

Pursuant to Section 487(2) of the Companies Act 2006, the auditors will be deemed to be reappointed and Keelings Limited will therefore continue in office.

ON BEHALF OF THE BOARD:

A handwritten signature in black ink, appearing to read 'K J G Hillen', written in a cursive style.

K J G Hillen - Director

5 February 2024

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF GHC TOPCO LIMITED

Opinion

We have audited the financial statements of GHC Topco Limited (the 'parent company') and its subsidiaries (the 'group') for the period ended 31 March 2023 which comprise the Consolidated Income Statement, Consolidated Other Comprehensive Income, Consolidated Balance Sheet, Company Balance Sheet, Consolidated Statement of Changes in Equity, Company Statement of Changes in Equity, Consolidated Cash Flow Statement and Notes to the Consolidated Cash Flow Statement, 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).

In our opinion the financial statements:

- give a true and fair view of the state of the group's and of the parent company affairs as at 31 March 2023 and of the group's loss for the period 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 Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the group 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 group's and the parent 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 directors are responsible for the other information. The other information comprises the information in the Group Strategic Report and the Report of the Directors, but does not include the financial statements and our Report of the Auditors 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.

In connection with our audit of the financial statements, 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 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 Group Strategic Report and the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Group Strategic Report and the Report of the Directors 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 group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the Group Strategic Report or the Report of the Directors.

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

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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.

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF GHC TOPCO LIMITED

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities set out on page seven, 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 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 group's and the parent 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 group or the parent company or to cease operations, or have no realistic alternative but to do so.

Auditors' 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 a Report of the Auditors 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 our procedures are capable of detecting irregularities, including fraud is detailed below:

We gained an understanding of the legal and regulatory framework applicable to the group and the industry in which it operates and considered the risk of acts by management which were contrary to applicable laws and regulations, including fraud. These included, but were not limited to, compliance with Financial Reporting Framework FRS 102, Companies Act 2006, General Data Protection Regulations and applicable Health and Safety and Employment Legislation. We made enquiries of the directors of the group to obtain further understanding of the risks of non-compliance. We focused on laws and regulations that could give rise to a material misstatement in the financial statements. Our tests included, but were not limited to:

- agreeing the financial statement disclosures to underlying supporting documentation;
- enquiring of management about known or suspected instances of non-compliance with laws and regulations;
- reviewing minutes of board meetings throughout the year; and
- obtaining an understanding of the control environment in place to prevent and detect irregularities.

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. 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 from fraud, rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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 Report of the Auditors.

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 a Report of the Auditors 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.



Domenico Marello (Senior Statutory Auditor)
for and on behalf of Keelings Limited
Statutory Auditors, Chartered Tax Advisers
and Chartered Certified Accountants
Broad House
1 The Broadway
Old Hatfield
Hertfordshire
AL9 5BG

5 February 2024

GHC TOPCO LIMITED

**CONSOLIDATED INCOME STATEMENT
FOR THE PERIOD 9 NOVEMBER 2021 TO 31 MARCH 2023**

	Notes	£
TURNOVER		20,025,234
Cost of sales		16,235,480
GROSS PROFIT		3,789,754
Administrative expenses		6,231,505
		(2,441,751)
Other operating income		18,624
OPERATING LOSS	4	(2,423,127)
Loan and rent release	5	983,026
		(1,440,101)
Interest payable and similar expenses	6	2,491,889
LOSS BEFORE TAXATION		(3,931,990)
Tax on loss	7	-
LOSS FOR THE FINANCIAL PERIOD		(3,931,990)
Loss attributable to:		
Owners of the parent		(3,931,990)

The notes form part of these financial statements

GHC TOPCO LIMITED

**CONSOLIDATED OTHER COMPREHENSIVE INCOME
FOR THE PERIOD 9 NOVEMBER 2021 TO 31 MARCH 2023**

	Notes	£
LOSS FOR THE PERIOD		(3,931,990)
OTHER COMPREHENSIVE INCOME		-
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD		<u>(3,931,990)</u>
Total comprehensive income attributable to: Owners of the parent		<u>(3,931,990)</u>

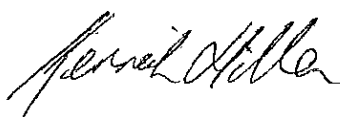
The notes form part of these financial statements

GHC TOPCO LIMITED (REGISTERED NUMBER: 13732569)

CONSOLIDATED BALANCE SHEET
31 MARCH 2023

	Notes	£	£
FIXED ASSETS			
Intangible assets	9		13,323,887
Tangible assets	10		20,123,267
Investments	11		..
			<u>33,447,154</u>
CURRENT ASSETS			
Debtors	12	2,794,507	
Cash at bank and in hand		<u>1,146,879</u>	
		3,941,386	
CREDITORS			
Amounts falling due within one year	13	<u>6,772,417</u>	
NET CURRENT LIABILITIES			<u>(2,831,031)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			30,616,123
CREDITORS			
Amounts falling due after more than one year	14		(32,884,950)
PROVISIONS FOR LIABILITIES	18		<u>(359,475)</u>
NET LIABILITIES			<u><u>(2,628,302)</u></u>
CAPITAL AND RESERVES			
Called up share capital	19		1,303,688
Retained earnings	20		<u>(3,931,990)</u>
SHAREHOLDERS' FUNDS			<u><u>(2,628,302)</u></u>

The financial statements were approved by the Board of Directors and authorised for issue on 5 February 2024 and were signed on its behalf by:



K J G Hillen - Director

The notes form part of these financial statements

GHC TOPCO LIMITED (REGISTERED NUMBER: 13732569)

COMPANY BALANCE SHEET
31 MARCH 2023

	Notes	£	£
FIXED ASSETS			
Intangible assets	9		-
Tangible assets	10		-
Investments	11		576,916
			<u>576,916</u>
CURRENT ASSETS			
Debtors	12	1,248,373	
CREDITORS			
Amounts falling due within one year	13	206,531	
NET CURRENT ASSETS			<u>1,041,842</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			1,618,758
CREDITORS			
Amounts falling due after more than one year	14		1,003,118
NET ASSETS			<u>615,640</u>
CAPITAL AND RESERVES			
Called up share capital	19		1,303,688
Retained earnings	20		(688,048)
SHAREHOLDERS' FUNDS			<u>615,640</u>
Company's loss for the financial year			<u>(688,048)</u>

The financial statements were approved by the Board of Directors and authorised for issue on 5 February 2024 and were signed on its behalf by:



K J G Hillen Director

The notes form part of these financial statements

GHC TOPCO LIMITED

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD 9 NOVEMBER 2021 TO 31 MARCH 2023**

	Called up share capital £	Retained earnings £	Total equity £
Changes in equity			
Issue of share capital	1,303,688	-	1,303,688
Total comprehensive income	-	(3,931,990)	(3,931,990)
Balance at 31 March 2023	<u>1,303,688</u>	<u>(3,931,990)</u>	<u>(2,628,302)</u>

The notes form part of these financial statements

GHC TOPCO LIMITED

**COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD 9 NOVEMBER 2021 TO 31 MARCH 2023**

	Called up share capital £	Retained earnings £	Total equity £
Changes in equity			
Issue of share capital	1,303,688	-	1,303,688
Total comprehensive income	-	(688,048)	(688,048)
Balance at 31 March 2023	1,303,688	(688,048)	615,640

The notes form part of these financial statements

GHC TOPCO LIMITED

**CONSOLIDATED CASH FLOW STATEMENT
FOR THE PERIOD 9 NOVEMBER 2021 TO 31 MARCH 2023**

	Notes	£
Cash flows from operating activities		
Cash generated from operations	1	4,812,483
Interest paid		(2,076,005)
Interest element of finance lease payments paid		(415,884)
Net cash from operating activities		<u>2,320,594</u>
 Cash flows from investing activities		
Purchase of intangible fixed assets		(14,582,657)
Purchase of tangible fixed assets		(21,290,298)
Sale of tangible fixed assets		40
Net cash from investing activities		<u>(35,872,915)</u>
 Cash flows from financing activities		
New loans in year		23,524,868
New finance leases		9,870,644
Share issue		1,303,688
Net cash from financing activities		<u>34,699,200</u>
 Increase in cash and cash equivalents		<u>1,146,879</u>
Cash and cash equivalents at beginning of period	2	-
 Cash and cash equivalents at end of period	2	<u><u>1,146,879</u></u>

The notes form part of these financial statements

GHC TOPCO LIMITED

**NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT
FOR THE PERIOD 9 NOVEMBER 2021 TO 31 MARCH 2023**

1. RECONCILIATION OF LOSS BEFORE TAXATION TO CASH GENERATED FROM OPERATIONS

	£
Loss before taxation	(3,931,990)
Depreciation charges	2,425,801
Profit on disposal of fixed assets	(40)
Finance costs	2,491,889
	<u>985,660</u>
Increase in trade and other debtors	(2,794,507)
Increase in trade and other creditors	6,621,330
	<u>4,812,483</u>
Cash generated from operations	<u>4,812,483</u>

2. CASH AND CASH EQUIVALENTS

The amounts disclosed on the Cash Flow Statement in respect of cash and cash equivalents are in respect of these Balance Sheet amounts:

Period ended 31 March 2023

	31.3.23 £	9.11.21 £
Cash and cash equivalents	<u>1,146,879</u>	<u>-</u>

3. ANALYSIS OF CHANGES IN NET DEBT

	At 9.11.21 £	Cash flow £	At 31.3.23 £
Net cash			
Cash at bank and in hand	-	1,146,879	1,146,879
	-	1,146,879	1,146,879
Debt			
Finance leases	-	(9,870,644)	(9,870,644)
Debts falling due within 1 year	-	(500,004)	(500,004)
Debts falling due after 1 year	-	(23,024,864)	(23,024,864)
	-	(33,395,512)	(33,395,512)
Total	-	<u>(32,248,633)</u>	<u>(32,248,633)</u>

The notes form part of these financial statements

GHC TOPCO LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD 9 NOVEMBER 2021 TO 31 MARCH 2023

1. STATUTORY INFORMATION

GHC Topco Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the General Information page.

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

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

The financial statements are prepared in Pounds 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 Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for at least 12 months from the date of approval of these financial statements. The Group therefore continues to adopt the going concern basis in preparing its consolidated financial statements.

Financial Reporting Standard 102 - reduced disclosure exemptions

In preparing these financial statements, advantage has been taken of the following disclosure exemptions available in FRS 102:

- only one reconciliation of the number of shares outstanding at the end of the period has been presented, as the reconciliations for the group and parent company would be identical;
- no cash flow statement has been presented for the parent company;
- disclosures in respect of the parent company's financial instruments have not been made, as the equivalent disclosure has been provided in respect of the group as a whole;
- no disclosure has been made of the aggregate remuneration of key management personnel of the parent company, as their remuneration is included in the totals for the group as a whole; and
- related party transactions and balances with group members are not disclosed. Transactions between group entities that have been eliminated on consolidation are not included in the consolidated financial statements.

GHC TOPCO LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE PERIOD 9 NOVEMBER 2021 TO 31 MARCH 2023

2. ACCOUNTING POLICIES - continued

Basis of consolidation

The consolidated financial statements present the results of the company and its subsidiaries ('the group') as if they form a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the Statement of Financial Position, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the Consolidated Profit and Loss Account from the date on which control is obtained. They are deconsolidated from the date control ceases.

Significant judgements and estimates

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. These estimates and judgements are made in the light of historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual results may differ from those anticipated.

In the preparation of these financial statements, the group's critical accounting judgements and estimates are in respect of impairment of assets, depreciation and the provision for doubtful debts. Details of these judgements and estimates are described in the relevant accounting policy, the notes to the financial statements and below:

- Impairment of fixed assets: factors taken into consideration include the economic viability and expected future financial performance of the asset and, where it is a component of a larger cash-generating unit, the viability and expected future performance of that unit.

- Depreciation of tangible fixed assets: these are depreciated over their useful lives, taking into account residual values. The useful lives and residual values are assessed annually and depend on a number of factors. As regards useful lives, considerations include technological innovation and maintenance programmes, while residual value assessments review matters such as future market conditions, the remaining life of the asset and projected disposal values.

- Doubtful debts: a provision is made when the directors consider that collection of the full amount due is no longer probable. Their assessment is based on the age of the debt, the likely success of any action taken to recover it and the costs of such action.

Turnover

Turnover is measured at the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

The group operates 10 care homes for up to 457 older residents who require residential, nursing care or who are living with dementia. Turnover represents fees in respect of these residents and is recognised for each period of occupancy within the accounting period.

Goodwill

Goodwill represents the difference between the cost of a business combination and the acquirer's interest in the fair value of the group's share of the identifiable assets and liabilities of the acquiree at the date of acquisition. Subsequent to initial recognition, goodwill is measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is amortised on a straight line basis and charged to the Consolidated Profit and Loss Account over its useful economic life of ten years.

Intangible assets

Intangible assets are initially measured at cost. After initial recognition, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

Development costs are being amortised evenly over their estimated useful life of nil years.

GHC TOPCO LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE PERIOD 9 NOVEMBER 2021 TO 31 MARCH 2023

2. ACCOUNTING POLICIES - continued

Impairment of assets

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

The 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.

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 and an impairment loss is recognised immediately in the Consolidated Profit and Loss Account.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the lower of:

- a. the revised estimate of its recoverable amount; and
- b. 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 Consolidated Profit and Loss Account.

Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

Financial instruments

The entity has elected to apply the provisions of Section 11 'Basic Financial Instruments' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the entity's balance sheet when the entity 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 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 transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Basic financial liabilities 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 transaction is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Equity

Equity comprises the following:

- share capital, which represents the nominal value of equity shares; and
- profit and loss reserves, which represent retained profits.

An equity share is a contract that evidences a residual interest in the assets of the company after deducting all its liabilities. Equity shares issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity shares are recognised as liabilities once they are no longer at the discretion of the company.

Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Consolidated Profit and Loss Account, 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 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.

GHC TOPCO LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE PERIOD 9 NOVEMBER 2021 TO 31 MARCH 2023**

2. ACCOUNTING POLICIES - continued

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. 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.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or future taxable profits.

Taxation

Taxation for the period comprises current and deferred tax. Tax is recognised in the Consolidated Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. 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.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Hire purchase and leasing commitments

Assets obtained under hire purchase contracts or finance leases are capitalised in the balance sheet. Those held under hire purchase contracts are depreciated over their estimated useful lives. Those held under finance leases are depreciated over their estimated useful lives or the lease term, whichever is the shorter.

The interest element of these obligations is charged to profit or loss over the relevant period. The capital element of the future payments is treated as a liability.

Rentals paid under operating leases are charged to profit or loss on a straight line basis over the period of the lease.

Pension costs and other post-retirement benefits

The group operates a defined contribution pension scheme. Contributions payable to the group's pension scheme are charged to profit or loss in the period to which they relate.

GHC TOPCO LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE PERIOD 9 NOVEMBER 2021 TO 31 MARCH 2023

2. ACCOUNTING POLICIES - continued

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 into known amounts of cash with an insignificant risk of change in value.

Finance costs

Finance costs are charged to the Consolidated Profit and Loss Account 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.

Operating leases

Rentals paid under operating leases are charged to the Consolidated Profit and Loss Account on a straight line basis over the lease term.

Hire purchase and leasing commitments

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible fixed assets. Assets acquired by finance lease are depreciated over the shorter of the lease term and their useful lives. Assets acquired by hire purchase are depreciated over their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the group. Obligations under such agreements are included in creditors, net of the finance charge, allocated to future periods. The finance element of the rental payment is charged to the Consolidated Profit and Loss Account so as to produce a constant rate of charge on the net obligation outstanding in each period.

Group pension plan

Contributions to the group's defined pension plans are charged to the Consolidated Profit and Loss Account in the year in which they become payable.

3. EMPLOYEES AND DIRECTORS

	£
Wages and salaries	20,579,671
Social security costs	187,969
Other pension costs	308,916
	<u>21,076,556</u>

The average number of employees during the period was as follows:

Management	13
Nursing and care	307
Ancillary	87
Administration	18
	<u>425</u>

	£
Directors' remuneration	-

GHC TOPCO LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE PERIOD 9 NOVEMBER 2021 TO 31 MARCH 2023

4. OPERATING LOSS

The operating loss is stated after charging/(crediting):

	£
Hire of plant and machinery	16,769
Other operating leases	1,155,580
Depreciation - owned assets	923,777
Depreciation - assets on finance leases	243,254
Profit on disposal of fixed assets	(40)
Goodwill amortisation	1,258,062
Development costs amortisation	708
Auditors' remuneration	24,000
Auditors' remuneration for non audit work	12,000
The auditing of accounts of any associate of the company	54,000
Taxation compliance services	6,000
Other non- audit services	24,000
	<u>24,000</u>

5. EXCEPTIONAL ITEMS

	£
Loan and rent release	983,026
	<u>983,026</u>

The exceptional item represents the Group's share of loan and rent releases from Brimington Care Limited and Kilburn Care Limited which have been adjusted on consolidation.

6. INTEREST PAYABLE AND SIMILAR EXPENSES

	£
Bank loan interest	977,238
Other interest	1,094,915
Late payment interest	2,010
Loan interest	1,842
Leasing	415,884
	<u>2,491,889</u>

7. TAXATION

Analysis of the tax charge

No liability to UK corporation tax arose for the period.

Reconciliation of total tax charge included in profit and loss

The tax assessed for the period is higher than the standard rate of corporation tax in the UK. The difference is explained below:

	£
Loss before tax	(3,931,990)
Loss multiplied by the standard rate of corporation tax in the UK of 19%	(747,078)
Effects of:	
Expenses not deductible for tax purposes	(161,460)
Capital allowances in excess of depreciation	(136,187)
Tax liability on pre acquisition profits	(121,358)
Disallowed charge for goodwill	239,032
Utilisation of management expenses	(6,984)
Utilisation of group losses brought forward	(108,653)
Unused losses carried forward	1,042,688
Total tax charge	<u>-</u>

GHC TOPCO LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE PERIOD 9 NOVEMBER 2021 TO 31 MARCH 2023

8. INDIVIDUAL INCOME STATEMENT

As permitted by Section 408 of the Companies Act 2006, the Income Statement of the parent company is not presented as part of these financial statements.

9. INTANGIBLE FIXED ASSETS

Group

	Goodwill £	Development costs £	Totals £
COST			
Additions	14,573,646	9,011	14,582,657
At 31 March 2023	14,573,646	9,011	14,582,657
AMORTISATION			
Amortisation for period	1,258,062	708	1,258,770
At 31 March 2023	1,258,062	708	1,258,770
NET BOOK VALUE			
At 31 March 2023	13,315,584	8,303	13,323,887

10. TANGIBLE FIXED ASSETS

Group

	Long leasehold £	Improvements to property £	Plant and machinery £
COST			
Additions	18,251,134	998,568	565,842
At 31 March 2023	18,251,134	998,568	565,842
DEPRECIATION			
Charge for period	235,328	24,226	124,187
At 31 March 2023	235,328	24,226	124,187
NET BOOK VALUE			
At 31 March 2023	18,015,806	974,342	441,655

	Fixtures and fittings £	Computer equipment £	Totals £
COST			
Additions	1,300,285	174,469	21,290,298
At 31 March 2023	1,300,285	174,469	21,290,298
DEPRECIATION			
Charge for period	771,565	11,725	1,167,031
At 31 March 2023	771,565	11,725	1,167,031
NET BOOK VALUE			
At 31 March 2023	528,720	162,744	20,123,267

GHC TOPCO LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE PERIOD 9 NOVEMBER 2021 TO 31 MARCH 2023

10. TANGIBLE FIXED ASSETS - continued

Group

As at 20 January 2022, a subsidiary of the Company acquired Custodes Acqco Limited, the directors considered the fair value of the group's fixed assets to be materially similar to their aggregated carrying value.

Fixed assets, included in the above, which are held under finance leases are as follows:

	Long leasehold £	Plant and machinery £	Totals £
COST			
Additions	18,251,134	31,517	18,282,651
At 31 March 2023	18,251,134	31,517	18,282,651
DEPRECIATION			
Charge for period	235,328	7,926	243,254
At 31 March 2023	235,328	7,926	243,254
NET BOOK VALUE			
At 31 March 2023	18,015,806	23,591	18,039,397

11. FIXED ASSET INVESTMENTS

Company

	Shares in group undertakings £
COST	
Additions	576,916
At 31 March 2023	576,916
NET BOOK VALUE	
At 31 March 2023	576,916

GHC TOPCO LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE PERIOD 9 NOVEMBER 2021 TO 31 MARCH 2023

11. FIXED ASSET INVESTMENTS - continued

The following are wholly-owned subsidiary undertakings of GHC Topco Limited:

Name	Class of Shares	Principal Activity
GHC Bidco Limited	Ordinary	Holding company
Custodes Acqco Limited	Ordinary	Holding company
New Century Care (Borough Green) Limited	Ordinary	Care home operator
New Century Care (Caterham) Limited	Ordinary	Care home operator
New Century Care (Colchester) Limited	Ordinary	Care home operator
New Century Care (Finchley) Limited	Ordinary	Care home operator
Aaron House Limited	Ordinary	Care home operator
New Century Care (Southampton) Limited	Ordinary	Care home operator
New Century Care Limited	Ordinary	Administrative service company
New Century Finance & Leasing Limited	Ordinary	Administrative service company
GHC Midco Limited	Ordinary	Holding company
GHC Midco II Limited	Ordinary	Holding company
GHC Bidco II Limited	Ordinary	Holding company
Brimington Care Limited	Ordinary	Care home operator
Kilburn Care Limited	Ordinary	Care home operator
Aurem Care Shared Services Limited	Ordinary	Holding company
GHC Midco 2 Limited	Ordinary	Holding company
Salutem SL Opco 1 Limited	Ordinary	Holding company
Salutem SL Alium Parentco Limited	Ordinary	Holding company
Kettlewell House And Operations Limited	Ordinary	Care home operator
Hailsham House And Operations Limited	Ordinary	Care home operator

The above companies have their registered office at 5th Floor, 167-169 Great Portland Street, London, England, W1W 5PF.

The following subsidiary entities are exempt from audit by virtue of s479A of Companies Act 2006:

GHC Midco Limited
GHC Midco II Limited
GHC Bidco II Limited
Brimington Care Limited
Kilburn Care Limited
Aurem Care Shared Services Limited
GHC Midco 2 Limited
Salutem SL Opco 1 Limited
Salutem SL Alium Parentco Limited
Kettlewell House And Operations Limited
Hailsham House And Operations Limited

12. DEBTORS

	Group £	Company £
Amounts falling due within one year:		
Trade debtors	1,741,453	-
Other debtors	73,210	-
Prepayments and accrued income	979,844	78,414
	<u>2,794,507</u>	<u>78,414</u>
Amounts falling due after more than one year:		
Amounts owed by group undertakings	-	1,169,959
	<u>-</u>	<u>1,169,959</u>
Aggregate amounts	<u>2,794,507</u>	<u>1,248,373</u>

GHC TOPCO LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE PERIOD 9 NOVEMBER 2021 TO 31 MARCH 2023

13. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group £	Company £
Bank loans and overdrafts (see note 15)	500,004	-
Finance leases (see note 16)	10,558	-
Trade creditors	1,718,872	206,531
Social security and other taxes	558,234	-
VAT	180,872	-
Other creditors	1,375,157	-
Accruals and deferred income	2,428,720	-
	<u>6,772,417</u>	<u>206,531</u>

14. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	Group £	Company £
Bank loans (see note 15)	11,291,657	-
Other loans (see note 15)	11,733,207	-
Finance leases (see note 16)	9,860,086	-
Amounts owed to group undertakings	-	1,003,118
	<u>32,884,950</u>	<u>1,003,118</u>

15. LOANS

An analysis of the maturity of loans is given below:

	Group £
Amounts falling due within one year or on demand:	
Bank loans	<u>500,004</u>
Amounts falling due between one and two years:	
Bank loans - 1-2 years	<u>500,004</u>
Amounts falling due between two and five years:	
Bank loans - 2-5 years	<u>1,500,012</u>
Amounts falling due in more than five years:	
Repayable otherwise than by instalments	
Other loans more than 5 years	
- secured	8,115,187
Other loans more than 5 years	
- unsecured	3,618,020
	<u>11,733,207</u>
Repayable by instalments	
Bank loans more than 5 years	<u>9,291,641</u>

The bank loan is repayable by May 2034 and interest is charged at 6% over the SONIA (previously LIBOR).

GHC TOPCO LIMITED

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE PERIOD 9 NOVEMBER 2021 TO 31 MARCH 2023**

16. LEASING AGREEMENTS

Minimum lease payments fall due as follows:

Group	Finance leases
	£
Gross obligations repayable:	
Within one year	355,494
Between one and five years	1,671,381
In more than five years	48,936,963
	<u>50,963,838</u>
Finance charges repayable:	
Within one year	344,936
Between one and five years	1,658,550
In more than five years	39,089,708
	<u>41,093,194</u>
Net obligations repayable:	
Within one year	10,558
Between one and five years	12,831
In more than five years	9,847,255
	<u>9,870,644</u>

In 2019, six subsidiaries each entered into a sale and leaseback arrangement in respect of property recognised in these accounts. As a result, finance leases over 150 years commenced on 24 May 2019. The terms of the leases include an option to repurchase the properties for £1 each at the end of the leases.

17. SECURED DEBTS

The following secured debts are included within creditors:

Group	£
Other loans	8,115,187
Bank loans	11,791,661
Finance leases	9,870,644
	<u>29,777,492</u>

The bank loan is secured by way of a fixed and floating charge over the assets of the group.

The finance leases are secured on the assets to which they relate.

Other loans include loan notes of £8,115,187 which are secured by a fixed charge over the entire issued share capital of GHC Bidco Limited.

GHC TOPCO LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE PERIOD 9 NOVEMBER 2021 TO 31 MARCH 2023

18. PROVISIONS FOR LIABILITIES

	Group
	£
Deferred tax	
Accelerated capital allowances	359,475
	<u>359,475</u>
Group	
	Deferred
	tax
	£
Excess of capital allowances	
over depreciation	359,475
	<u>359,475</u>
Balance at 31 March 2023	<u>359,475</u>

19. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:			
Number:	Class:	Nominal value:	
			£
1,303,687	A Ordinary	£1	1,303,687
1	B Ordinary	£1	1
			<u>1,303,688</u>

The following shares were allotted and fully paid for cash at par during the period:

1,303,687 A Ordinary shares of £1 each
1 B Ordinary shares of £1 each

By ordinary resolution dated 20 January 2022, the 1 issued Ordinary share was redesignated as 1 A Ordinary share and a further 901,686 A Ordinary shares of £1.00 each were allotted together with 1 B Ordinary share of £1.00.

On 18 January 2023, a further 352,000 A Ordinary shares of £1.00 each were allotted.

On 26 January 2023, a further 50,000 A Ordinary shares of £1.00 each were allotted.

The A Ordinary and B Ordinary shares rank equally in all respects except that the B Ordinary shares shall not be entitled to dividend, return of capital on winding-up or voting rights.

20. RESERVES

Group	
	Retained
	earnings
	£
Deficit for the period	(3,931,990)
At 31 March 2023	<u>(3,931,990)</u>
Company	
	Retained
	earnings
	£
Deficit for the period	(688,048)
At 31 March 2023	<u>(688,048)</u>

GHC TOPCO LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE PERIOD 9 NOVEMBER 2021 TO 31 MARCH 2023

21. PENSION COMMITMENTS

The group contributes to pension schemes for the benefit of its employees. These schemes operate on the money purchase principle, which ensures that their liabilities cannot exceed their assets. The assets of the schemes are held in independent funds. The pension charge represents contributions payable for the year by the group and amounts to £194,685. Pension contributions of £117,400 were owed at the balance sheet date.

22. PARENT COMPANIES

The immediate parent of the Company is Gresham House (Nominees) Limited, a company incorporated in England, whose registered office is at 5 New Street Square, London, EC4A 3TW. Gresham House (Nominees) Limited owns 70% of the Company's share capital, whilst 30% of the Company's share capital is owned by SSL Care Limited, a company registered in England, whose registered office is at 5th Floor, 167-169 Great Portland Street, London, W1W 5PF. The Company's ultimate controlling party is Gresham House plc, whose registered office is at 5 New Street Square, London, EC4A 3RW. The consolidated financial statements of Gresham House plc are available from Companies House, Crown Way, Cardiff CF14 3UZ.

23. RELATED PARTY DISCLOSURES

During the period:

- GHC Midco Limited, a subsidiary of the Company, issued loan notes of £8.11m to Gresham House (Nominees) Limited, the most proximate parent company of the Company, and SSL Care Limited. Interest of £1,011,811 (at a rate of 10% per annum) has been accrued on these loan notes; and
 - GHC Midco 2 Limited, a subsidiary of the Company, issued loan notes of £3.16m to Gresham House (Nominees) Limited, the most proximate parent company of the Company, and SSL Care Limited. Interest of £62,492 (at a rate of 10% per annum) has been accrued on these loan notes; and
 - GHC Bidco II Limited, a sub-subsidiary of the Company, issued loan notes of £450,000 to Gresham House (Nominees) Limited, the most proximate parent company of the Company, and SSL Care Limited. Interest of £7,890 (at a rate of 10% per annum) has been accrued on these loan notes.
 - SSL Care Limited, a 30% shareholder in the Company, paid expenses of £88,509 on behalf of Aurem Care Shared Services Limited, a subsidiary of the Company, with this sum being outstanding at the balance sheet date.
- All other transactions with related parties outside of the group are considered to be at arm's length.