

# **EHP (Liss) Limited**

## **Audited Financial Statements**

**For the period from 12 December 2019 to 31 December 2020**

Company Number: 12360628

SATURDAY



\*AACCK1W2\*

A17

04/09/2021

#171

COMPANIES HOUSE

**EHP (Liss) Limited**  
**Audited Financial Statements**  
**For the period from 12 December 2019 to 31 December 2020**

**CONTENTS**

	<b>Page</b>
Company Information	1
Directors' Report	2
Independent Auditors' Report	3 – 5
Statement of Comprehensive Income	6
Statement of Financial Position	7
Statement of Changes in Equity	8
Notes to the Financial Statements	9 – 14

# **EHP (Liss) Limited**

## **Company Information**

### **Directors**

Zoe Amy Rizzuto  
Helen Jayne Wetherall

### **Registered Office**

8<sup>th</sup> Floor  
1 Fleet Place  
London  
EC4M 7RA

### **Company Secretary**

LHJ Secretaries Limited  
3rd Floor, Liberation House  
Castle Street  
St. Helier  
Jersey  
JE1 2LH  
Channel Islands

### **Independent Valuer**

Knight Frank LLP  
55 Baker Street  
London  
W1U 8EW

### **Solicitors**

Pinsent Masons LLP  
30 Crown Place  
Earl Street  
London  
EC2A 4ES

### **Independent Auditor**

BDO LLP  
55 Baker Street  
London  
W1U 7EU

### **Administrator**

Langham Hall Fund Management (Jersey) Limited  
3rd Floor, Liberation House  
Castle Street  
St. Helier  
Jersey  
JE1 2LH  
Channel Islands

# **EHP (Liss) Limited**

## **Directors' Report**

**For the period from 12 December 2019 to 31 December 2020**

The Directors present their report and financial statements for the period from 12 December 2019 to 31 December 2020.

The report has been prepared in accordance with the special provisions relating to small companies under Section 415A (1) and (2) of the Companies Act 2006.

These are the Company's first set of financial statements.

### **Principal activities**

EHP (Liss) Limited (the "Company") was incorporated on 12 December 2019. The Company's principal activity is a property investment company investing in UK Real Estate.

### **Strategic report**

The Directors have taken advantage of the exemptions allowed under Section 414B of the Companies Act 2006 and have not prepared a Strategic Report.

### **Results and dividends**

The profit for the period amounted to £2,720,833. The Directors have not paid or declared dividends in respect of the period.

### **Directors**

The following persons served as directors during the period:

Zoe Amy Rizzuto (appointed on 12 December 2019)

Helen Jayne Wetherall (appointed on 12 December 2019)

Directors fees of £4,216 were paid during the year to Langham Hall Fund Management (Jersey) Ltd in respect of Zoe Amy Rizzuto and Helen Jane Wetherall.

### **Statement of Directors' responsibilities**

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 Statement of Comprehensive Income of the Company for that period.

In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.



.....  
Helen Jayne Wetherall

Director

Date: 29/06/2021

**EHP (Liss) Limited**  
**Independent Auditors' Report**  
**For the year ended 31 December 2020**

**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 profit 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 EHP (Liss) Limited ("the Company") for the year ended 31 December 2020 which comprise the Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity, and 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.

**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 performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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

**Other information**

The Directors are responsible for the other information. The other information comprises the information included in the annual report, 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.

**Opinions on other matters prescribed by the Companies Act 2006**

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

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

**EHP (Liss) Limited**  
**Independent Auditors' Report**  
**For the year ended 31 December 2020**

**Opinions on other matters prescribed by the Companies Act 2006 (continued)**

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report and Director's 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 by the Company, 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 Statement of Directors' Responsibilities, 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.

**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 gained an understanding of the legal and regulatory framework applicable to the Company and the industry in which it operates, and considered the risk of acts by the Company that were contrary to applicable laws and regulations, including fraud.

Our procedures included agreeing the financial statement disclosures to underlying supporting documentation where relevant, review of Board meeting minutes, enquiries with management as to the risks of non-compliance and any instances thereof. Challenging assumptions and judgements made by management in their significant accounting estimates, in particular in relation to investment properties. In response to the risk of management override of controls we identified and tested journal entries, in particular any journal entries posted with unusual account combinations including unusual or unexpected journal postings to the income statement.

We also 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.

**EHP (Liss) Limited**  
**Independent Auditors' Report**  
**For the year ended 31 December 2020**

**Extent to which the audit was capable of detecting irregularities, including fraud (continued)**

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 noncompliance 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 is available 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.

Geraint Jones (Senior statutory auditor)  
For and on behalf of BDO LLP, Statutory auditor,  
London, United Kingdom  
Date

**EHP (Liss) Limited****Statement of Comprehensive income****For the period from 12 December 2019 to 31 December 2020**

		<b>12 Dec 2019 to 31 Dec 2020</b>
	<b>Note</b>	<b>£</b>
<b>Revenue</b>	<b>4</b>	<b>527,728</b>
Administrative and other expenses excluding fair value movements	<b>5</b>	<b>(24,248)</b>
Change in fair value of investment property	<b>9</b>	<b>2,306,609</b>
Administrative and other expenses		<b>2,282,361</b>
<b>Operating profit</b>		<b>2,810,089</b>
Finance income	<b>6</b>	<b>26,466</b>
Finance costs	<b>7</b>	<b>(103,900)</b>
<b>Profit for the period before tax</b>		<b>2,732,655</b>
Taxation charge	<b>8</b>	<b>(11,822)</b>
<b>Profit and total comprehensive profit for the period</b>		<b>2,720,833</b>

All amounts included in the Statement of Comprehensive Income for the period relate to continuing activities.  
There are no items of comprehensive income other than the profit for the financial period.

The accompanying notes on pages 9 to 14 form part of the financial statements.

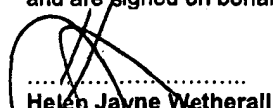


**EHP (Liss) Limited**  
**Company Number: 12360628**  
**Statement of Financial Position**  
**As at 31 December 2020**

	Note	As at 31 Dec 2020 £
<b>Assets</b>		
<b>Fixed assets</b>		
Investment property	9	17,050,000
<b>Total fixed assets</b>		<b>17,050,000</b>
<b>Current assets</b>		
Trade and other receivables	10	483,081
<b>Total current assets</b>		<b>483,081</b>
<b>Total assets</b>		<b>17,533,081</b>
<b>Liabilities</b>		
<b>Current liabilities</b>		
Trade and other payables	11	7,325,326
Current tax liability	8	11,822
Bank borrowings	12	85,153
<b>Total current liabilities</b>		<b>7,422,301</b>
<b>Non-current liabilities</b>		
Bank borrowings	12	7,389,847
<b>Total non-current liabilities</b>		<b>7,389,847</b>
<b>Total liabilities</b>		<b>14,812,148</b>
<b>Total net assets</b>		<b>2,720,933</b>
<b>Equity</b>		
Share capital	13	100
Retained earnings		2,720,833
<b>Total equity</b>		<b>2,720,933</b>

These financial statements have been prepared and delivered in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with FRS 102 'The Financial Reporting Standards applicable in the UK and Republic of Ireland'.

These financial statements were approved by the board of directors and authorised for issue on 29/06/2021 and are signed on behalf of the board by:

  
 .....  
**Helen Jayne Wetherall**  
 Director

Company registration number: 12360628

The accompanying notes on pages 9 to 14 form part of the financial statements.

**EHP (Liss) Limited****Statement of Changes in Equity****For the period from 12 December 2019 to 31 December 2020**

	Note	Share capital £	Retained earnings £	Total equity £
Balance as at 12 December 2019		-	-	-
Total comprehensive income		-	2,720,833	2,720,833
Shares issued	13	100	-	100
Balance as at 31 December 2020		<u>100</u>	<u>2,720,833</u>	<u>2,720,933</u>

The accompanying notes on pages 9 to 14 form part of the financial statements.

# **EHP (Liss) Limited**

## **Notes to the Financial Statements**

### **1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

#### **1.1 General Information**

The financial statements of EHP (Liss) Limited (the "Company") for the period ended 31 December 2020 were authorised for issue by the Board of Directors on ~~23 June~~ 2021.

The Company is a registered private company incorporated in England and Wales with registration number 12360628. The registered office is 8th Floor, 1 Fleet Place, London, England, EC4M 7RA. The Company's principal activity is the investment in UK Real Estate.

The Company is a member of the EHP Partners I LP group which comprises of EHP Partners I LP and its subsidiaries (the "Group").

These financial statements represent the separate financial statements of the Company and are the first set of financial statements prepared since incorporation.

#### **1.2 Basis of preparation**

The financial statements have been prepared in accordance with Financial Reporting Standard 100 Application of Financial Reporting Requirements ("FRS 100") and Financial Reporting Standard 102, The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102"). The financial statements have been prepared under the historical cost convention, as modified by the revaluation of investment properties and derivative financial instruments, which have been measured at fair value through the Statement of Comprehensive Income, and in accordance with the Companies Act 2006.

The Company has taken advantage of the small companies' exemption which is permissible under FRS 102 Section 1A and have not provided a Statement of Cash Flow.

- **Going concern**

The main risk from Covid-19 for the Company is that the tenants of the properties do not pay their rent, leaving the Company unable to meet bank financing commitments. The bank facility is repayable in March 2023 (HSBC). There are quarterly covenant tests required on the facility, testing: Loan to Value, Debt Service Cover and Interest Service Cover with the ability to cure any failed test with additional equity at least once in any year.

Under the terms of the lease there is good visibility on the current trading of the tenant businesses and see increasing occupancy driven by; new residents seeking a safer environment in which to be cared for and increased demand for beds from NHS / Local authorities for patients that need to be discharged from hospitals to free up beds. With this increased occupancy the Company are seeing increasing profitability and the Company would therefore expect the tenant to remain in a strong position to continue to pay their rent on time, as they have done to date. There is significant headroom on loan to value covenants.

The Directors have formed a judgement at the time of approving the financial statements, that there is a reasonable expectation of the Company having adequate resources to continue in operational existence for the foreseeable future as they are currently in a net current liability position and there is an expectation that finance will remain available to pay the current liabilities of £6,939,220. The Directors have prepared the financial statements on a going concern basis.

### **2. PRINCIPAL ACCOUNTING POLICIES**

The principal accounting policies adopted in the preparation of the financial statements are set out below.

- **Currency**

The Company financial information is presented in Sterling (£) which is also the Company's functional currency and values are rounded to the nearest £ except where indicated otherwise.

- **Investment property**

Investment property, which is property held to earn rentals and/or for capital appreciation, is initially measured at cost, being the fair value of the consideration given, including expenditure that is directly attributable to the acquisition of the investment property. Subsequent to initial recognition, investment property is stated at its fair value at the balance sheet date. Gains or losses arising from changes in the fair value of investment property are included in Statement of Comprehensive Income for the year in which they arise.

# **EHP (Liss) Limited**

## **Notes to the Financial Statements**

### **2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)**

- **Investment property**

Subsequent expenditure is capitalised only when it is probable that future economic benefits are associated with the expenditure. All other property expenditure such as ongoing repairs and maintenance are expensed as incurred.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in the Statement of Comprehensive Income in the year in which the property is derecognised.

Deferred acquisition costs represent costs incurred on investment properties which were acquired after the year and subsequently capitalised.

Significant accounting judgements, estimates and assumptions made in the valuation of investment properties are discussed in Note 3.

- **Rental income**

Rental income from investment property is recognised on a straight-line basis over the expected term of ongoing leases. Lease incentives and step rents with minimum uplifts are spread evenly over the expected lease term.

- **Taxation**

Taxation on the profit or loss for the period is comprised of current and deferred tax. Tax is recognised in the Statement of Comprehensive Income except to the extent that it relates to items recognised as direct movement in equity, in which case it is recognised as a direct movement in equity. Current tax is expected tax payable on taxable income for the period, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous periods.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax that is provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

- **Trade and other receivables**

Trade and other receivables are amounts due in the ordinary course of business. If collection is expected in one year or less, they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are initially recognised at fair value, and subsequently where necessary re-measured at amortised cost less provision for impairment. A provision for impairment of trade receivables is established when there is objective evidence the Company will not be able to collect all amounts due in accordance with the original terms of the receivables. Balances are written off to the Statement of Comprehensive Income when the probability of recovery is assessed as being remote.

- **Trade and other payables**

Trade and other payables are classified as current liabilities if payment is due within one year or less from the end of the current accounting period. If not, they are presented as non-current liabilities. Trade and other payables are recognised initially at their fair value and subsequently measured at amortised cost until settled.

### **3. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS**

The preparation of the financial statements requires the directors to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future years.

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial information:

# **EHP (Liss) Limited**

## **Notes to the Financial Statements**

### **3. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (CONTINUED)**

- Fair valuation of investment properties**

The Company's properties have been independently valued by Knight Frank LLP (the "Independent Valuer") in accordance with definitions published by the Royal Institution of Chartered Surveyors' ("RICS") Valuation – Professional Standards, July 2017, Global and UK Editions (commonly known as the "Red Book").

The Company uses the valuation carried out by its Independent Valuer as the fair value of its property portfolio. The valuation is based upon assumptions including future rental income and appropriate capitalisation rate. The Independent Valuer makes reference to market evidence of transaction prices for similar properties.

### **4. REVENUE**

	<b>12 Dec 2019 to 31 Dec 2020</b>
	<b>£</b>
Rental income from investment property	527,728
	<b><u>527,728</u></b>

Rental income is derived from investment properties and is recognised on a straight line basis over the expected term of the relevant leases.

### **5. ADMINISTRATIVE AND OTHER EXPENSES**

	<b>12 Dec 2019 to 31 Dec 2020</b>
	<b>£</b>
Administration fees	15,716
Accounting fees	7,367
Legal and professional fees	1,165
	<b><u>24,248</u></b>

### **6. FINANCE INCOME**

	<b>12 Dec 2019 to 31 Dec 2020</b>
	<b>£</b>
Interest income	26,466
	<b><u>26,466</u></b>

### **7. FINANCE COSTS**

	<b>12 Dec 2019 to 31 Dec 2020</b>
	<b>£</b>
Interest expense	103,900
	<b><u>103,900</u></b>

# EHP (Liss) Limited

## Notes to the Financial Statements

### 8. TAXATION

	12 Dec 2019 to 31 Dec 2020 £
Current tax charge	
Corporation tax on profits for the period	11,822
Deferred tax charge	
Origination and reversal of timing differences	-
<b>Total tax charge</b>	<b>11,822</b>

#### Reconciliation of the total tax charge

The tax charge for the year is more than the standard rate of corporation tax in the UK of 19%. The differences are explained below:

	12 Dec 2019 to 31 Dec 2020 £
Profit for the period before tax	2,732,655
UK corporation tax at 19%	519,204
Effects of:	
Unrealised gain on valuation of investment property	(438,256)
REIT exempt income	(69,126)
<b>Total tax charge</b>	<b>11,822</b>

#### Deferred tax liability

	12 Dec 2019 to 31 Dec 2020 £
Deferred tax liability/(asset) brought forward	-
Origination and reversal of timing differences	-
<b>Deferred tax liability/(asset) carried forward</b>	<b>-</b>

Taxation on the profit or loss for the period not exempt under UK REIT regulation comprises current and deferred tax. Current tax is expected tax payable or any non-REIT taxable income for the period, using tax rates enacted or substantively enacted at the period end date, and any adjustments to tax payable in respect of previous years.

**EHP (Liss) Limited**  
**Notes to the Financial Statements**

**9. INVESTMENT PROPERTY**

	As at 31 Dec 2020 £
Opening balance	-
Additions during the period	14,743,391
Change in fair value during the period	2,306,609
Closing balance	<u>17,050,000</u>

Knight Frank LLP valued Blenheim Court Care Home at £17,050,000 as at 31 December 2020. The historic cost of the property is £14,743,391.

**10. TRADE AND OTHER RECEIVABLES**

	As at 31 Dec 2020 £
VAT receivable	629
Other debtors	482,452
	<u>483,081</u>

All trade and other receivables are considered due within one year.

**11. TRADE AND OTHER PAYABLES**

	As at 31 Dec 2020 £
Amounts due to group undertakings	7,241,938
Deferred rental income	83,388
	<u>7,325,326</u>

All trade and other payables are considered due within one year.

**12. BANK BORROWINGS**

	As at 31 Dec 2020 £
At beginning of period	-
Drawdowns	7,475,000
At end of period	7,475,000
Less: unamortised loan arrangement fees	-
Carrying value	<u>7,475,000</u>

**Maturity of bank borrowings drawn**

	As at 31 Dec 2020 £
Repayable in less than 1 year	85,153
Repayable between 1 and 2 years	85,153
Repayable between 2 and 5 years	7,304,694
	<u>7,475,000</u>

## **EHP (Liss) Limited**

### **Notes to the Financial Statements**

#### **12. BANK BORROWINGS (CONTINUED)**

On 18 June 2020, Liss Developments Ltd novated an amount of £7,475,000 to the Company under the HSBC Bank plc facility agreement dated 29 March 2018. The loan has a 5 year term from the date of the facility agreement with a fixed rate of 2.45% plus a 3 month LIBOR interest rate. The loan is due to mature on 29 March 2023.

The guarantors of the loan are members of the Group which consists of the Company, EHP BottomCo Limited, 55 Plus Limited, EHP PropCo 1 Limited, Hailsham House (New Road) Limited, Kettlewell House Limited, EHP (Buckingham) Limited and Berkley Care (Warwick) Limited.

#### **13. SHARE CAPITAL**

	As at 31 Dec 2020 £
Authorised:	
100 Ordinary Shares of £1.00 each	100
Issued:	
100 Ordinary Shares of £1.00 each	100

Share capital represents the nominal value of share capital subscribed for.

On 12 December 2019 the Company issued 100 ordinary shares at £1 per share (£1 nominal value) for a total consideration of £100.

#### **14. CONTINGENT LIABILITIES**

There were no contingent liabilities as at 31 December 2020.

#### **15. RELATED PARTY DISCLOSURES**

As at 31 December 2020, included in trade and other receivables is an interest free loan amount of £482,352 owed to the Company by EHP BottomCo Limited, a company registered in Jersey. The Company is wholly owned by EHP BottomCo Limited. The interest free loan amount is repayable on demand.

As at 31 December 2020, included in trade and other payables is an interest free loan amount of £7,942 owed by the Company to EHP MidCo Limited, a company registered in Jersey. EHP BottomCo Limited is wholly owned by EHP MidCo Limited. The interest free loan amount is repayable on demand.

As at 31 December 2020, included in trade and other payables is an interest free loan amount of £7,233,996 owed by the Company to Liss Developments Limited, a company registered in Jersey. The Company and Liss Developments Limited share the same immediate parent EHP BottomCo Limited. The interest free loan amount is repayable on demand.

Directors fees of £4,216 were paid during the year to Langham Hall Fund Management (Jersey) Ltd in respect of Zoe Amy Rizzuto and Helen Jane Wetherall.

#### **16. POST BALANCE SHEET EVENTS**

No significant events have occurred after 31 December 2020 to the date the Directors approved the Financial Statements.

#### **17. ULTIMATE CONTROLLING PARTY**

The Company is wholly owned by its immediate parent EHP BottomCo Limited a company incorporated in Jersey. There is no ultimate controlling party.