BN CARE HOLDINGS LIMITED

Registered number 14313344

ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2023

BN CARE HOLDINGS LIMITED

COMPANY INFORMATION

Directors	Wade Newmark (appointed 23 August 2022) Ned Dorbin (appointed 24 January 2023) Mark Jackson (appointed 24 January 2023)
Registered office	Artemis House 4A Bramley Road Bletchley Milton Keynes MK1 1PT
Independent Auditor	Richard Place Dobson Services Limited 1-7 Station Road Crawley RH10 1HT
Solicitors	Brachers LLP Somerfield House 59 London Road Maidstone ME16 8J
Bankers	HSBC UK Bank plc South West Corporate Banking Centre 1 Emperor Way Exeter Business Park Exeter EX1 3QS
Website	www.bncarehold.co.uk

BN CARE HOLDINGS LIMITED

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BN CARE HOLDINGS LIMITED
GROUP STRATEGIC REPORT
FOR THE PERIOD ENDED 31 MARCH 2023

The directors of BN Care Holdings Limited ("the Company") and its subsidiaries (together, "the Group") present their strategic report for the period ended 31 March 2023.

Principal activities
The Company was incorporated on 23 August 2022 with the purpose of creating a group of residential care and dementia facilities. The Company commenced trading on 24 January 2023 when it acquired businesses containing 4 care homes. The results in these financial statements therefore represent 2 months of trade.

The principal continuing activities of the Group are:

- Residential nursing care, residential care homes and dementia care homes
- Residential care activities for the elderly and disabled

Review of operations
The Group owned 4 care homes and specialises in nursing care, dementia care, end of life and palliative care. Our care homes are based in and around Exeter, Devon with one on the border of Devon in Charmouth Dorset and one in East Sussex. Our care homes are both private and council funded and offer care from residential, mobility, full nursing complex care and dementia to end of life.

Across our business, we directly employ approximately 136 people.

The Group operates in a highly competitive market that is constrained by the UK requirements covering the care sector. Our mission is to champion quality of life for all our residents; to be recognised as a kind, compassionate and committed provider offering care determined by individual needs, in homely accommodation, by caring staff, showing dignity and respect to all our residents.

Our business strategy relies upon the following key elements:

- Quality care from entry into a care home until end of life delivered at a minimum of a Good CQC rating.
- Staff retention and training: Our staff are qualified and experienced and consistently undergo training to ensure their skill level and knowledge is first rate, up to date and consistent with our values of kindness, independence, respect, privacy, dignity, choice and collaboration.
- Key relationships: In order to remain fluid in our quality of care we work closely with the Integrated Care Boards, councils and families.
- Compliance: Our operations and management teams continue to strive to ensure we are compliant with all the Care quality standards, Health and Safety standards including Cleaning, Fire, Lift maintenance, to name just a few.

The continued implementation of strategies to ensure that the business is capable of supporting our growth objectives, whilst maintaining a focus on both staff and quality of care, in areas across the Southwest with few beds, will benefit shareholders through continued payment of dividends and equity growth.

During the 2 month trading period the Group achieved revenue of £1,203,000 and an EBITDA of £146,000. Amortisation and depreciation totalled £194,000 and interest £94,000, leading to a loss before tax of £142,000. Had the Group owned the homes for a full year, the consolidated turnover would have been £7,183,000 and EBITDA £1,652,000.

The financial position of the Group is strong with excellent liquidity and a large asset base which is being fully utilised. With the ongoing living costs crisis in the economy, increasing interest rates, and continued profitability of the Group, bank borrowings are expected to be serviced during the year ending 31 March 2024 from current cash on deposit and future earnings, without necessarily reducing dividend payments.

Principal risks and uncertainties
The following is a summary of material business risks that could adversely affect our financial performance and growth potential, and how we propose to mitigate such risks:

Competition risks
The Group operates in a highly competitive market. The very nature of the life cycle unfortunately leads to a turnover of residents. We manage low-occupancy risk through establishing good relationships with the local councils and retaining trained staff teams that are highly experienced and which remain abreast of latest regulations and implications for our current and future residents. We are a new group and will invest in our brand which will be well regarded within the United Kingdom.

Environmental risks
The Group is subject to environmental regulation in respect of its waste and medical disposal. The relevant authorities are kept updated and, to the best of the directors' knowledge and belief, all responsibilities under the regulations have been discharged and there have been no breaches of any environmental regulations.

Operational risks
The care home industry is a dynamic industry and the rate of regulatory change should not be underestimated. The main risk for the Group, and therefore the focus of management, is compliance, staff retention and occupancy. During the financial period the Group introduced key performance indicators to ensure the performance in these areas is tracked and well managed.

We complete mock audits undertaken by qualified external providers for Regulatory Compliance (CQC) and Health & Safety (HSE), and in time will build internal capacity in this area. We also move our acquired homes to Care Control, a person-centred care system, to ensure the quality of care is consistent with our group. All of our homes also operate under a common financial platform, Xero, to ensure uniformity of presentation and financial accounting.

We have a contract in each of our homes with Worknest to advise us on HR matters and in time will employ an in-house HR specialist. Unless we can successfully retain our staff, we remain exposed to competitors and the NHS, both of which might be able to offer better wages and benefits. Our staff retention strategy includes continuing our loyalty programme and reducing reliance on agency staff.

Financial risks
The Group's activities expose it to a variety of financial risks. The Group's overall risk management program focuses on maintaining occupancy levels at 97% and ensuring each building is well-maintained. The Group uses different funding parties to ensure financial risk is minimised. The group's borrowings are with HSBC a first-class global, reputable bank.

In January 2023, BGF purchased a minority stake in the Group, giving us access to borrowings to fund future purchases of care homes. BGF is an independent company with capital of up to £2.5 billion, backed by five of the UK's main banking groups - Barclays, HSBC, Lloyds, RBS and Standard Chartered, and managed completely autonomously with an independent management team.

Use of fixed rates
The Group has entered into fixed interest rate bank loans to eliminate interest rate fluctuations.

Exposure to inflation increases, liquidity and cash flow risk
The Group is not exposed to any significant cash flow risk and holds significant cash reserves in the business.

Credit risk
Our Group has a mix of private customers and residents whose fees are council funded. Private paying residents are required to pay fees for a month in advance. We are currently reviewing our policy on residents whose deteriorating condition may lead to a lack of capacity, ensuring a financial power of attorney is in place and that delays to payments of fees do not therefore occur. Councils can sometimes delay payments when contracts change or commence but delays are not usually longer than one month and therefore credit risk is low for councils.

Liquidity risk
Liquidity risk refers to the risk that an entity will encounter difficulty in meeting financial obligations. The Group manages liquidity risk by maintaining adequate cash reserves and borrowing facilities, by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial liabilities.

Bank covenants are assessed on an ongoing basis and reported to HSBC quarterly.

Likely future developments
The Group plans are to purchase more care homes in the South West and has acquired 2 homes since 31 March 2023, providing 71 additional beds. We are also actively exploring the potential to extend our existing homes to provide additional beds. Through growth, the Group expects to increase its profit margin going forward. The Group will be focusing on becoming the leading provider of dementia friendly homes in the Southwest.

As the economic environment continues to stabilise and the care sector is improved, management are confident that the prospects of the Group will continue to improve in the foreseeable future.

Section 172(1) statement
The directors act in good faith to continually balance the success of the Group and the rewards to its shareholders against many other factors, including ensuring that:
- Business is conducted morally and ethically
- Short-term gains do not have an adverse consequence on the Group's long-term strategy, success and benefits
- Employee welfare, training and interests are taken care of
- Resident and supplier relationships are strong, mutually beneficial and comply with the Group's policies (such as anti-bribery and corruption, anti-slavery and human trafficking and corporate social responsibility)
- Any community and environmental impacts as a result of the Group's operations are considered

During the financial period, the Group:
- Met all of its bank covenants
- Met all of its shareholder reporting requirements
- Identified and achieved savings due to its group purchasing power
- Continued with a thorough training programme for staff
- Acted on feedback from its residents' families' surveys
- Continued its involvement in initiatives from council or government on improvements in the care sector.

On behalf of the directors

W. Newmark

Wade Newmark
Director

26th February 2024

BN CARE HOLDINGS LIMITED
DIRECTORS' REPORT
FOR THE PERIOD ENDED 31 MARCH 2023

The directors present their report, together with the financial statements, on the Group consisting of BN Care Holdings Limited (the 'Company' or 'Group') and the entities it controlled at the end of, or during, the period ended 31 March 2023.

Directors
The following persons were directors of BN Care Holdings Limited during the period and up to the date of this report:

Wade Newmark	(appointed 23 August 2022)
Mark Jackson	(appointed 24 January 2023)
Ned Dorbin	(appointed 24 January 2023)

Dividends
No dividends were declared or paid in the period.

Matters subsequent to the end of the financial period
Since 31 March 2023, the Group has made 2 acquisitions totalling £5,609,000 and providing 71 additional beds. See note 23 for further information.

Likely future developments
Information on likely future developments of the Group is disclosed in the strategic report.

Charitable and political donations
No charitable or political donations were made during the period.

Disabled employees
The Group gives full consideration to employment applications from disabled persons where the candidate's particular aptitudes and abilities are consistent with adequately meeting the requirements of the job. Opportunities are available to disabled employees for training, career development and promotion.

Where existing employees become disabled, it is the Group's policy to provide continuing employment wherever practicable in the same or an alternative position and to provide appropriate training to achieve this aim.

Employee engagement
The Group operates a framework for employee information and consultation which complies with the requirements of the Information and Consultation of Employees Regulations 2004. During the period, the policy of providing employees with information about the Group was via letter to each staff member and employees have also been encouraged to present their suggestions and views on the Group's performance. Regular meetings are held between local management and employees to allow a free flow of information and ideas.

Business relationships
The Group fosters business relationships with its residents by acting on feedback from their families.

The Group fosters business relationships with its suppliers by working together to streamline delivery to service the residents efficiently and adequately ensuring the relationship is mutually beneficial, as well as by paying invoices within payment terms.

Indemnity of directors
The Company has indemnified the directors of the Group for costs incurred, in their capacity as a director, for which they may be held personally liable, except where there is a lack of good faith. The Group in turn has taken out the requisite Directors' and Officers' insurance to mitigate this risk.

Disclosure of information to the auditors
So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the Group's auditor, each director has taken all the steps that they are obliged to take as a director in order to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

Auditor
The auditor, Richard Place Dobson Services Limited, was appointed during the period in accordance with Section 485 of the Companies Act 2006.

On behalf of the directors

W. Newmark

Wade Newmark
Director

26th February 2024

BN CARE HOLDINGS LIMITED
DIRECTORS' RESPONSBILITIES STATEMENT
FOR THE PERIOD ENDED 31 MARCH 2023

The directors are responsible for preparing the strategic report, 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 FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 Group and the profit or loss of the Group for that year.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' has 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 that the Group will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's transactions and disclose with reasonable accuracy at any time the financial position of 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 Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

BN CARE HOLDINGS LIMITED
INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF BN CARE HOLDINGS LIMITED

Opinion
We have audited the financial statements of BN Care Holdings Limited (the 'parent company') and its subsidiaries (the 'group') for the period ended 31 March 2023 which comprise the group profit and loss account, the group balance sheet, the company balance sheet, the group statement of changes in equity, the company statement of changes in equity, the group statement of cash flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including 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 the parent company's 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 *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the group and parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

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

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006
In our opinion, based on the work undertaken in the course of our audit:
- the information given in the strategic report and the directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

BN CARE HOLDINGS LIMITED
INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF BN CARE HOLDINGS LIMITED

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 their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

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

- adequate accounting records have not been kept 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.

Responsibilities of directors
As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. In preparing the financial statements, the directors are responsible for assessing the 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 parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

We have considered the susceptibility of the entity's financial statements to material misstatement, including how fraud might occur. We consider that the calculation of judgmental balances constitute the main risk of fraud and error and we consider property valuation to be the primary area of judgement.

As auditors we are required to consider which laws and regulations are of significance in the context of the entity. We consider regulation as regards quality of care provision and as overseen by the Care Quality Commission to be of greatest significance to the entity.

Risks identified	**Audit response**
Valuation of freehold properties	We considered valuation reports produced as at the time the business combinations occurred as well as independently available property indices in considering the validity of judgements on valuation.
Fraud or error in income recognition	As well as testing a randomly selected sample we considered the occupancy levels at the homes and the fee levels and sought to obtain evidence for revenue by proving the balance in total using evidence outside of the accounting system.
Fraud or error arising from management override of business controls	We considered the manual adjustments made by management in the accounting period and after it and reviewed all material transactions and an additional random sample of transactions for evidence of management override. We considered possible motivations for management to seek to manipulate the accounts.

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.

BN CARE HOLDINGS LIMITED
INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF BN CARE HOLDINGS LIMITED

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.

Darren Harding ACA FCCA DChA (Senior Statutory Auditor)
For and on behalf of Richard Place Dobson Services Limited

Date: 6 March 2024

Chartered Accountants
Statutory Auditor

Ground Floor
1 - 7 Station Road
Crawley
West Sussex
01293 521191
RH10 1HT

BN CARE HOLDINGS LIMITED
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD ENDED 31 MARCH 2023

	Note	Period ending 2023 £000
Revenue from continuing operations	4	1,203
Expenses		
Cost of sales		(885)
Administrative expenses		(366)
Operating loss		(48)
Interest payable and similar expenses	9	(94)
Loss before tax		(142)
Tax on loss	10	(18)
Loss for the period		(160)

There was no other comprehensive income for 2023.

All the activities for the company are from continuing operations.

BN CARE HOLDINGS LIMITED
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
REGISTERED NUMBER: 14313344
AS AT 31 MARCH 2023

	Note		As at 31 March 2023 £000
Fixed assets			
Intangible assets	11		5,135
Tangible assets	12		5,036
			10,171
Current assets			
Debtors - amounts falling due within one year	14	285	
Stock		1	
Cash at bank and in hand		1,239	
		1,525	
Creditors - amounts falling due within one year	15	(1,471)	
Net current assets			54
Total assets less current liabilities			10,225
Creditors – amounts falling due after more than one year	16		(9,297)
Provisions for liabilities			
Deferred taxation	17		(88)
Net assets			840
Equity			
Called up share capital	18		-
Share premium account	19		1,000
Profit and loss account	19		(160)
			840

The financial statements were approved and authorised for issue by the Board and were signed on their behalf by:

W. Newmark

Wade Newmark
Director

26 February 2024

The notes on pages 18 to 34 form part of these financial statements.

BN CARE HOLDINGS LIMITED
COMPANY STATEMENT OF FINANCIAL POSITION
REGISTERED NUMBER: 14313344
AS AT 31 MARCH 2023

	Note		As at 31 March 2023 £000
Fixed assets			
Investments	13		236
Current assets			
Debtors - amounts falling due within one year	14	1,931	
Cash at bank and in hand		263	
		2,194	
Creditors - amounts falling due within one year	15	(65)	
Net current assets			2,129
Total assets less current liabilities			2,365
Creditors – amounts falling due after more than one year	16		(1,438)
Net assets			927
Equity			
Called up share capital	18		-
Share premium account	19		1,000
Profit and loss account	19		(73)
			927

W. Newmark

Wade Newmark
Director

26 February 2024

The notes on pages 18 to 34 form part of these financial statements.

BN CARE HOLDINGS LIMITED
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
REGISTERED NUMBER: 14313344
FOR THE PERIOD ENDED 31 MARCH 2023

	Called up share capital £000	Share premium account £000	Profit and loss account £000	Total £000
Shares issued during the period	-	1,000	-	1,000
Loss for the period and total comprehensive income	-	-	(160)	(160)
As at 31 March 2023	-	1,000	(160)	840

BN CARE HOLDINGS LIMITED
COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 31 MARCH 2023

	Called up share capital £000	Share premium account £000	Profit and loss account £000	Total £000
Shares issued during the period	-	1,000	-	1,000
Loss for the period and total comprehensive income	-	-	(73)	(73)
As at 31 March 2023	-	1,000	(73)	927

BN CARE HOLDINGS LIMITED
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE PERIOD ENDED 31 MARCH 2023

	2023 £000
Cash flows from operating activities	
Loss for the period	(160)
Adjustments for:	
Taxation charge	18
Net finance costs	94
Amortisation of intangible assets	177
Depreciation of tangible assets	17
Increase in debtors	(76)
Increase in creditors	51
Increase in provisions	12
Net interest payable	(94)
Net cash generated from operating activities	**39**
Cash flows from investing activities	
Purchase of tangible assets	
Acquisitions of businesses	(8)
Deferred consideration	(236)
Cash acquired on business acquisitions	(838)
Net cash flows from investing activities	933
	(149)
Cash flows from financing activities	
Net proceeds from borrowings	1,349
Repayment of borrowings	(1,000)
Net proceeds from share issues	1,000
Net cash flows from financing activities	**1,349**
Net increase in cash and cash equivalents	**1,239**
Cash at the beginning of the period	0
Cash and cash equivalents at the end of the period	**1,239**
Cash and cash equivalents at the end of the period comprise	
Cash at bank and in hand	1,239
	1,239

1 GENERAL INFORMATION

BN Care Holdings Limited (the "Company") (registered number 14313344) and its subsidiaries (together, the "Group") provide residential care and residential care activities for the elderly and disabled.

The Company is a private limited company incorporated in England and Wales. The Company is limited by shares. The registered office is Artemis House, Bramley Road, Bletchley, Milton Keynes, MK1 1PT.

2 ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

These financial statements were prepared in accordance with FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and the Companies Act 2006.

Historical cost convention
The financial statements have been prepared under the historical cost convention.

Critical accounting estimates
The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 3.

REDUCED DISCLOSURE FRAMEWORK

The Company has taken advantage of the exemption from disclosing the following information in its company only accounts, as permitted by the reduced disclosure regime within FRS 102:

- Section 7 'Statement of Cash Flows' – Presentation of a Statement of Cash Flow and related notes and disclosures.
- *Section 11 'Basic Financial Instruments' & Section 12 'Other Financial Instrument Issues'* – Interest income/expense and net gains/losses for financial instruments not measured at fair value, amount of any impairment loss, risks arising from financial instruments, and transferred financial assets not derecognised, loan defaults or breaches, and descriptions of hedging relationships.
- Section 33 'Related Party Disclosures' – Compensation for key management personnel.

The Company is included within these consolidated financial statements.

The following *principal accounting policies have been applied:*

2.2 BASIS OF CONSOLIDATION

The consolidated financial statements present the results of the Company and its subsidiaries as if they form a single entity.

Subsidiaries are all those entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. *Subsidiaries are fully consolidated from the date on which control is* transferred to the Group. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the Group are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

2 ACCOUNTING POLICIES (continued)

2.2 BASIS OF CONSOLIDATION (continued)

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. In the Statement of financial position, the acquiree's identifiable assets and liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the Consolidated statement of comprehensive income from the date on which control is obtained. Where the Group loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The Group recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Non-controlling interest in the results and equity of subsidiaries are shown separately in the statement of profit or loss and other comprehensive income, balance sheet and statement of changes in equity of the Group. Losses incurred by the Group are attributed to the non-controlling interest in full, even if that results in a deficit balance.

2.3 REVENUE

Revenue is recognised when it is probable that the economic benefit will flow to the Group and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable. Revenue is derived from the provision of residential care services and is recognised over the period of residential occupancy.

2.4 LEASES

The determination of whether an arrangement is or contains a lease is based on the substance of the arrangement and whether the arrangement conveys a right to use the asset.

Where the arrangement effectively transfers substantially all the risks and benefits of ownership of the asset to the lessee, the lease is classified as a finance lease. Where the lessor effectively retains substantially all such risks and benefits, the arrangement is classified as an operating lease.

Finance leases are capitalised; a lease asset and liability are established at the fair value of the leased assets, or if lower, the present value of minimum lease payments. Lease payments are allocated between the principal component of the lease liability and the finance costs, so as to achieve a constant rate of interest on the remaining balance of the liability.

Leased assets acquired under a finance lease are depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the consolidated entity will obtain ownership at the end of the lease term.

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

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight-line basis over the lease term, unless another systematic basis is representative of the time pattern of the lessee's benefit from the use of the leased asset.

2.5 FINANCE COSTS

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2 ACCOUNTING POLICIES (continued)

2.6 PENSIONS

DEFINED CONTRIBUTION PENSION PLAN

The Group operated a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Once the contributions have been paid the Group has no further payment obligations.

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown as a liability in the Statement of financial position. The assets of the plan are held separately from the Group in independently administered funds.

2.7 CURRENT AND DEFERRED TAXATION

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the reporting date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met; and
- Where they relate to timing differences in respect of interests in subsidiaries, associates, branches and joint ventures and the Group can control the reversal of the timing differences and such reversal is not considered probable in the foreseeable future.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

2.8 FAIR VALUE MEASUREMENT

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

2 ACCOUNTING POLICIES (continued)

2.9 INTANGIBLE ASSETS

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 to the Consolidated statement of comprehensive income over its estimated useful economic life of 5 years.

OTHER INTANGIBLE ASSETS

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

2.10 TANGIBLE FIXED ASSETS

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

The Group adds to the carrying amount of an item of fixed assets the cost of replacing part of such an item when that cost is incurred, if the replacement part is expected to provide incremental future benefits to the Group. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to profit and loss during the period in which they are incurred.

Depreciation is calculated on a straight-line basis to write off the net cost of each item of tangible assets (excluding land) over their expected useful lives as follows:

Freehold buildings	- 50 years
Fixtures, fittings and equipment	- 3 years
Motor vehicles	- 4 years

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Consolidated statement of comprehensive income.

2.11 IMPAIRMENT OF FIXED ASSETS AND GOODWILL

Goodwill and other intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired.

Assets that are subject to depreciation or amortisation are assessed at each reporting date to determine whether there is any indication that the assets are impaired. Where there is any indication that an asset may be impaired, the carrying value of the asset (or cash-generating unit to which the asset has been allocated) is tested for impairment. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's (or CGU's) fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs).

Non-financial assets that have been previously impaired are reviewed at each reporting date to assess whether there is any indication that the impairment losses recognised in prior periods may no longer exist or may have decreased.

2 ACCOUNTING POLICIES (continued)

2.12 VALUATION OF INVESTMENTS

Investments in subsidiaries are measured at cost less accumulated impairment and are assessed at each reporting date to determine whether there is any indication that the investments are impaired. Where there is any indication that an investment may be impaired, the carrying value of the asset (or cash-generating unit (CGU) to which the asset has been allocated) is tested for impairment. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's (or CGU's) fair value less costs to sell and value in use.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGU's). Where merger relief is applicable, the cost of the investment in the subsidiary undertaking is measured at the nominal value of the shares issued together with the fair value of any additional consideration paid.

2.13 DEBTORS

Short-term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.14 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.

In the Consolidated statement of cash flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand, which are shown within borrowings in current liabilities on the balance sheet.

2.15 CREDITORS

Creditors represent liabilities for goods and services provided to the Group prior to the end of the financial period and which are unpaid. Short-term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.16 PROVISIONS FOR LIABILITIES

Provisions are made where an event has taken place that gives the Group a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to profit or loss in the period that the Group becomes aware of the obligation, and are measured at the best estimate at the reporting date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties. If the time value of money is material, provisions are discounted using a current pre-tax rate specific to the liability. The increase in the provision resulting from the passage of time is recognised as a finance cost.

When payments are eventually made, they are charged to the provision carried in the Statement of financial position.

2 ACCOUNTING POLICIES (continued)

2.17 FINANCIAL INSTRUMENTS

The Group enters into basic financial instrument transactions that result in the recognition of financial asset and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

2.18 CURRENT AND NON-CURRENT CLASSIFICATION

Assets and liabilities are presented in the balance sheet based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the Group's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

2.19 CALLED UP SHARE CAPITAL

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.20 DIVIDENDS

Dividends are recognised when declared and when they are no longer at the discretion of the Company.

2.21 BUSINESS COMBINATIONS

The acquisition method of accounting is used to account for business combinations regardless of whether equity instruments or other assets are acquired.

The consideration transferred is the sum of the acquisition date fair values of the assets transferred, equity instruments issued or liabilities incurred by the acquirer to former owners of the acquiree and the amount of any non-controlling interest in the acquiree. For each business combination, the non-controlling interest in the acquiree is measured at either fair value or at the proportionate share of the acquiree's identifiable net assets. All acquisition costs are capitalised.

On the acquisition of a business, the Group assesses the financial assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, the Group's operating or accounting policies and other pertinent conditions in existence at the acquisition date.

2 ACCOUNTING POLIIES (continued)

2.21 BUSINESS COMBINATIONS (continued)

The difference between the acquisition date fair value of assets acquired, liabilities assumed and any non-controlling interest in the acquiree and the fair value of the consideration transferred is recognised as goodwill. If the consideration transferred and the pre-existing fair value is less than the fair value of the identifiable net assets acquired, being a bargain purchase to the acquirer, the difference is recognised as a gain directly in profit or loss by the acquirer on the acquisition date, but only after a reassessment of the identification and measurement of the net assets acquired, the non-controlling interest in the acquiree, if any, the consideration transferred and the acquirer's previously held equity interest in the acquirer.

Business combinations are initially accounted for on a provisional basis. The acquirer retrospectively adjusts the provisional amounts recognised and also recognises additional assets or liabilities during the measurement period, based on new information obtained about the facts and circumstances that existed at the acquisition date. The measurement period ends on either the earlier of (i) 12 months from the date of the acquisition or (ii) when the acquirer receives all the information possible to determine fair value.

3 JUDGEMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Goodwill and other indefinite life intangible assets
The Group tests annually, or more frequently if events or changes in circumstances indicate impairment, whether goodwill and other indefinite life intangible assets have suffered any impairment, in accordance with the accounting policy stated in note 2.

Business combinations
As discussed in note 2, business combinations are initially accounted for on a provisional basis. The fair value of assets acquired, liabilities and contingent liabilities assumed are initially estimated by the Group taking into consideration all available information at the reporting date. Fair value adjustments on the finalisation of the business combination accounting are retrospective, where applicable, to the period the combination occurred and may have an impact on the assets and liabilities, depreciation and amortisation reported.

4 REVENUE

	Group 2023 £000
Fee income	1,203

All revenue arose from continuing operations and within the United Kingdom.

5 OPERATING PROFIT

The operating profit is stated after charging:

	Group 2023 £000
Amortisation of intangible assets, including goodwill	177
Depreciation of tangible fixed assets	17
Defined pension contribution	10

6 AUDITOR'S REMUNERATION

During the financial period the following fees were paid or payable for services provided by Richard Place Dobson LLP, the auditor of the Company, and its subsidiaries:

	Group 2023 £000
Audit services	
Audit of the financial statements	30
Other services	
Other assurance services	12
	42

7 EMPLOYEES

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

	Group 2023	Company 2023
Management	2	2
Operations and administration	132	-
Average number of employees	134	2

7 EMPLOYEES (continued)

The employee benefits expense during the period was as follows:

	Group 2023 £000	Company 2023 £000
Wages and salaries	599	14
Social security costs	52	4
Cost of defined contribution pension scheme	10	1
Total employee benefits expense	661	29

8 DIRECTORS' REMUNERATION

Key management personnel disclosures

Compensation
The aggregate compensation made to directors and other members of key management personnel of the Group is set out below:

	Group 2023 £000
Aggregate compensation	2

9 INTEREST PAYABLE AND SIMILAR EXPENSES

	Group 2023 £000
Interest and finance charges	94

10 TAXATION

	Group 2023 £000
CORPORATION TAX	
Current tax expense for the period	8
Total Current Tax	8
DEFERRED TAX	
Origination and reversal of timing differences	(2)
Changes in tax rates	3
Adjustments in respect of previous periods	9
Total Deferred Tax	10
Taxation on loss on ordinary activities	18

Factors affecting the tax charge for the period

The tax assessed for the period is higher than the standard rate of corporation tax of 19%. The differences are explained below:

Loss on ordinary activities before tax	(142)
Loss on ordinary activities multiplied by the standard rate of corporation tax of 19%	(27)
Effects of:	
Expenses not deductible for tax purposes	33
Adjustments to brought forward values	9
Deferred tax asset not recognised	1
Impact of tax rate change on deferred tax liabilities	3
Other timing differences	(1)
Total tax charge for the period	18

Factors that may affect future tax charges

The UK Corporation tax rate will rise from 19% to 25% in 2023 and this was substantively enacted on 24 May 2021. Accordingly, this rate will be used to measure any deferred tax assets and liabilities in future reporting periods.

11 INTANGIBLE FIXED ASSETS

Group

	Goodwill £000
COST	
At the beginning of the period	-
On acquisition of subsidiaries (note 21)	5,312
At 31 March 2023	**5,312**
AMORTISATION	
At the beginning of the period	-
Charge for the period	177
At 31 March 2023	**177**
NET BOOK VALUE	
At 31 March 2023	**5,135**
At the beginning of the period	-

The additions relate to 3 acquisitions in the period. These consist of Horsenden Holdings Limited, Horsenden Land 2 Limited and Horsenden Land 3 Limited on 24 January 2023 for £236,000 collectively. See note 21 for further information.

12 TANGIBLE FIXED ASSETS

GROUP	Freehold land & buildings £000	Furniture, fittings & equipment £000	Motor Vehicles £000	Total £000
COST OR VALUATION				
At the beginning of the period	-	-	-	-
On acquisition of subsidiaries (note 21)	4,864	166	15	5,045
Additions	-	8	-	8
Disposals	-	-	-	-
At 31 March 2023	**4,864**	**174**	**15**	**5,053**
DEPRECIATION				
At the beginning of the period	-	-	-	-
Charge for the period	10	7	-	17
At 31 March 2023	**10**	**7**	**-**	**17**
NET BOOK VALUE				
At 31 March 2023	**4,854**	**167**	**15**	**5,036**
At the beginning of the period	-	-	-	-

12 TANGIBLE FIXED ASSETS (continued)

There are no tangible fixed assets in the Company.

13 FIXED ASSET INVESTMENTS

Company

	Investments in subsidiaries £000
COST OR VALUATION	
At the beginning of the period	-
Additions	236
At 31 March 2023	**236**

During the period the Company acquired 100% of the share capital in Horsenden Holdings Limited, Horsenden Land 2 Limited and Horsenden Land 3 Limited.

SUBSIDIARY UNDERTAKINGS

The Group owns the share capital of the following companies, all of which are incorporated in England and Wales and were acquired during the period. The companies marked with a * are indirectly owned.

Name	Registered office	Class of shares	Proportion held %
Horsenden Holdings Limited	(1)	Ordinary	100
Horsenden Land 2 Limited	(1)	Ordinary	100
Horsenden Land 3 Limited	(1)	Ordinary	100
Chartbeech Limited *	(1)	Ordinary	100
The Dales Nursing Home Limited *	(1)	Ordinary	100
St Vincents Care Limited *	(2)	Ordinary	100
Bymead House Limited *	(1)	Ordinary	100

Registered offices
(1) Artemis House, 4a Bramley Road, Mount Farm, Milton Keynes, MK1 1PT
(2) St Vincents Care Limited, Down Road, Bexhill-on-Sea, TN39 4HD

14 DEBTORS

	Group 2023 £000	Company 2023 £000
Trade debtors	62	-
Amounts owed by group undertakings	-	1,906
Prepayments and accrued income	163	8
Other debtors	59	16
Deferred tax asset	1	1
	285	1,931

15 CREDITORS – AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group 2023 £000	Company 2023 £000
Trade creditors	93	2
Amounts owed by group undertakings	-	24
Corporation tax	184	-
Other taxation and social security	83	5
Other creditors	76	-
Bank loans	446	-
Accruals and deferred income	589	34
	1,471	65

16 CREDITORS – AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	Group 2023 £000	Company 2023 £000
Bank loans	7,859	-
Loan notes	1,438	1,438
	9,297	1,438

On 24 January 2023, the Group received loan notes from BGF and its Chairman, Mark Jackson, with a face value of £1,500,000. Interest is paid quarterly in arrears at a rate of 9% per annum based on the face value. The notes are repayable in eight equal bi-annual tranches, with the first repayment due in June 2028. The BGF loan notes are secured – see note 25 for further information.

The Group has received 4 loans from HSBC, 2 of which are repayment loans and 2 are interest only. The interest payable on the loans varies from 4% to 7%. The final payment dates for the loans range between December 2026 and January 2028.

16 CREDITORS – AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR (continued)

The total secured liabilities (current and non-current) are as follows:

	Group 2023 £000	Company 2023 £000
Bank loans	8,305	-
Loan notes	1,438	1,438
	9,743	1,438

The repayment profile of the loans is as follows:

	Group 2023 £000	Company 2023 £000
Due in less than 1 year	446	-
Due between 2 and 5 years	7,859	-
Due after 5 years	1,438	1,438
	9,743	1,438

17 DEFERRED TAXATION

	Group 2023 £000	Company 2023 £000
The deferred tax liability/(asset) comprise temporary differences attributable to:		
Amounts recognised in profit or loss:		
Tax losses not utilised and carried forward	-	(1)
Capital allowances in advance of depreciation	41	-
	41	(1)
Amounts recognised in equity:		
Revaluation of tangible assets	47	-
Deferred tax liability/(asset)	88	(1)

18 SHARE CAPITAL

ALLOTTED, CALLED UP AND FULLY PAID	2023 £000
133,136 Ordinary shares of £0.001 each	-
65,659 A Ordinary shares of £0.001 each	-
2,000 B Ordinary shares of £0.001 each	-
	-

None of the ordinary shares are redeemable. The Ordinary and A Ordinary shares have voting rights and the B Ordinary shares do not. Similarly the Ordinary and A Ordinary shares are entitled to dividends and to distributions on a liquidation, whilst the B Ordinary shares are not entitled to either.

19 RESERVES

Share premium account

The share premium account includes any premiums received on issue of share capital.

Profit and loss account

The profit and loss account includes all current and prior period retained profits and losses.

20 RELATED PARTY TRANSACTIONS

The Company has taken advantage of the exemption available under FRS102 Section 33.1(A) to not disclose transactions with wholly owned group undertakings.

BGF Nominees and BGF UKEF Nominees (collectively BGF) hold ordinary shares in the Company. The Group purchased management services from BGF totaling £13,000 in the period and at 31 March 2023 the balance owing and included in creditors was £13,000. Additionally, during the period the Company borrowed £1,457,000 from BGF under secured loan notes. The loan notes bear interest at a fixed rate of 9% per annum with outstanding interest of £nil as at 31 March 2023. The loan notes are repayable in tranches commencing in June 2028.

Mark Jackson is the Company chairman and also holds ordinary shares in the Company. During the period the Company borrowed £43,000 from Mark Jackson under secured loan notes. The loan notes bear interest at a fixed rate of 9% per annum with outstanding interest of £708 as at 31 March 2023. The loan notes are repayable in tranches commencing in June 2028.

21 BUSINESS COMBINATIONS

The additions relate to three acquisitions in the period, all on 24 January 2023. These consist of the Horsenden Holdings group (comprising Horsenden Holdings Limited, Chartbeech Limited and The Dales Nursing Home Limited); the Horsenden Land 2 group (comprising Horsenden Land 2 Limited and St Vincents Care Limited) and the Horsenden Land 3 group (comprising Horsenden Land 3 Limited and Bymead House Limited). The consideration for these acquisitions was £236,000.

RECOGNISED AMOUNTS OF IDENTIFIABLE ASSETS ACQUIRED AND LIABILITIES ASSUMED

	Fair value 2023 £000
GROUP	
FIXED ASSETS	
Tangible	5,045
CURRENT ASSETS	
Debtors	6,473
Cash at bank and in hand	933
TOTAL ASSETS	12,451
CREDITORS	
Due within one year	(8,057)
Due after more than one year	(9,470)
TOTAL IDENTIFIABLE NET LIABILITIES	(5,076)
Goodwill	5,312
TOTAL PURCHASE CONSIDERATION	236
CONSIDERATION	
Cash	-
Directly attributable costs	236
TOTAL PURCHASE CONSIDERATION	236

CASH OUTFLOW ON ACQUISITION

Purchase consideration and directly attributable costs settled in cash	236
Less: Cash and cash equivalents acquired	(933)
NET CASH INFLOW ON ACQUISITION	697

22 PENSION COMMITMENTS

The group operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Group in an independently administered fund. The pension cost charge represents contributions payable by the Group to the fund and amounted to £10,000. Contributions totalling £17,000 were payable to the fund at the reporting date and are included in creditors.

23 POST BALANCE SHEET EVENTS

On 19 May 2023 the Group acquired the Barton Place group (Barton Place Holdings Limited and Barton Place Limited) for £3,600,000 on a debt free cash free basis. The Barton Place group operates a residential nursing home.

On 8 December 2023 the Group acquired the Court House group (Court House Care Properties Limited and Court House Care Services (Devon) Limited for £2,750,000 on a debt free cash free basis. The Court House group operates a residential care home.

24 CONTROLLING PARTY

The Company is majority owned by Wade Newmark.

25 CHARGES AND GUARANTEES

Charges have been registered with Companies House for the Company and all of its subsidiaries in line with Chapter A1 Part 25 of the Companies Act 2006. The charges are in favour of BGF Nominees Limited acting through its registered office at 13-15 York Buildings, London, WC2N 6JU and HSBC UK Bank plc acting through its service address at Customer Service Centre, BX8 5HB, and include fixed and floating charges on the respective property of all of the companies in the group.

BN CARE HOLDINGS LIMITED
TRADING PROFIT AND LOSS ACCOUNT
FOR THE PERIOD ENDED 31 MARCH 2023

Company

	2023	
	£000	**£000**
Administrative Expenses		
Wages and salaries	14	
Employer's NI	4	
Employer's pensions - defined contributions scheme	1	
Travel expenses	1	
Computer software costs	0	
Insurance	2	
Accountancy and audit fees	6	
Professional fees	17	
Consultancy fees	5	
Management fees	13	
Subscriptions	1	
Travel expenses	0	
Sundry expenses	2	
		(66)
OPERATING LOSS		(66)
Interest payable and similar charges		
Interest payable on other loans	24	
Interest receivable on preference shares	(15)	
		(9)
LOSS FOR THE PERIOD BEFORE TAX		(75)