

McCarthy & Stone (Home Equity Interests) Limited

ANNUAL REPORT AND FINANCIAL STATEMENTS

For the year ended 31 October 2022



Company registration number: 05984851

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DIRECTORS AND ADVISERS

For the year ended 31 October 2022

Directors

J M Tonkiss

M J Abell

N J Dell (appointed 1 April 2022)

Registered Office

4th Floor

100 Holdenhurst Road

Bournemouth

Dorset

BH8 8AQ

Bankers

HSBC Bank plc

70 Pall Mall

London

SW1Y 5EZ

DIRECTORS' REPORT

For the year ended 31 October 2022

The Directors of McCarthy & Stone (Home Equity Interests) Limited (the Company) (registered number 05984851) present their Annual Report and audited financial statements for the year ended 31 October 2022. *This Directors' Report has been prepared in accordance with the provisions applicable to companies entitled under the small companies' exemption.* Accordingly, the Company is not required to include a Strategic Report.

Ownership

The Company is a wholly owned subsidiary of McCarthy & Stone Retirement Lifestyles Limited, which is consolidated within Mastiff Bidco Limited, a wholly owned indirect subsidiary of Lone Star Real Estate Fund VI. Mastiff Bidco Limited and its subsidiaries are referred to as "the Group" under the trading name of McCarthy Stone.

There has been no change to the Company's issued share capital during the year.

Principal activity

The Company's business is holding shared equity interests in retirement apartments.

Results

The profit after taxation for the year amounted to £55,820 (2021: £17,531). Dividends of £500,000 were paid during the financial period (2021: £500,000).

Directors and Directors' interests

The Directors of the Company during the year and up to the date of signing were:

Name	Date of appointment	Date of resignation
M J Abell	1 August 2020	-
J M Tonkiss	31 August 2018	-
N J Dell	1 April 2022	-

No Director has any interest in the shares of the Company. There have been no changes in the Directors' interests in the share capital of the Company since 31 October 2022.

Directors' insurance

The Group to which this Company belongs maintains Directors' and Officers' liability insurance for the Directors and Officers of all Group companies.

Directors' conflicts of interest

Each of the Directors has a duty under the Companies Act 2006 to avoid a situation where they have, or could have a direct or indirect interest that conflicts with the interests of the Company. The Company's Articles of Association contains provisions for dealing with conflicts or potential conflicts. The procedures for dealing with conflicts of interest have operated effectively during the period under review and the Directors have concluded that there were no conflicts of interest during the 14 month period.

DIRECTORS' REPORT (CONTINUED)

For the year ended 31 October 2022

Directors' indemnities

As permitted by the Company's Articles of Association, qualifying third party indemnity provisions for the benefit of its Directors have been in place throughout the year under which the Company has agreed to indemnify the Directors, to the extent permitted by law and by the Articles, against all liability arising in respect of any act or omission in the course of performing their duties.

Future developments

The Company will continue to hold shared equity interests in retirement apartments for the foreseeable future.

Employees

The Company had no employees during the current year or prior period.

Dividends

Dividends of £500,000 were paid during the year to 31 October 2022 (2021: £500,000).

Political donations

There were no political donations during the current year or prior period.

Post balance sheet events

As outlined in note 11, there were no events after the reporting period that required adjustment in the financial statements.

Going concern

The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Through a combination of third party trading, transactions with other Group entities and intra-group financing where appropriate, the Directors believe that the Company has sufficient resources to continue as a going concern. They have accordingly continued to adopt the going concern basis in preparing the financial statements. See note 1 of the financial statements for more information.

Financial risk management

The Company's activities expose it primarily to macroeconomic risks such as deflation and the cyclical nature of UK property prices, as the amount repayable of the Company is dependent upon the market price of the property to which the asset is linked.

The maintenance of formal risk registers, the identification of key control frameworks, the monitoring of key indicators and the pursuit of a broad assurance programme provides all levels of management with a clear framework within which to operate.

DIRECTORS' REPORT (CONTINUED)

For the year ended 31 October 2022

Approval of reduced disclosures

The Company, as a qualifying entity, has taken advantage, in respect of its separate financial statements, of the disclosure exemption in FRS 102 paragraph 1.12, as described within note 1.

The Company also intend to take advantage of these exemptions in the financial statements to be issued in the following year. Objections may be served on the Company by McCarthy & Stone Retirement Lifestyles Limited, as the immediate parent of the entity. They should be served by no later than 31 October 2023.

Approved by the Board and signed on its behalf by:



M J Abell
Director

23 May 2023

McCarthy & Stone (Home Equity Interests) Limited
4th Floor
100 Holdenhurst Road
Bournemouth
Dorset
BH8 8AQ

DIRECTORS' RESPONSIBILITIES STATEMENT

For the year ended 31 October 2022

Directors' responsibilities statement in respect of the financial statements

The Directors are responsible for preparing the Annual Report and 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), including 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 Company and of the profit or loss of the Company for that year.

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

- Select suitable accounting policies and then apply them consistently;
- Make judgements and 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 that the Company will continue in business.

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

The directors are responsible for the maintenance and integrity of the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

PROFIT AND LOSS ACCOUNT

For the year ended 31 October 2022

	Notes	2022 £	2021 £
Administrative expenses		(5,000)	(5,000)
Other gains and losses	3	59,805	50,628
Operating profit	3	54,805	45,628
Interest receivable and similar income	4	80	-
Interest payable and similar expenses	5	-	(29,047)
Profit before taxation		54,885	16,581
Tax credit on profit	6	935	950
Profit for the financial year		55,820	17,531

All of the figures above relate to continuing operations.

There were no gains or losses other than those stated in the Profit and Loss Account above. Accordingly, no Statement of Comprehensive Income is given.

The notes on pages 10 to 17 form part of these financial statements.

BALANCE SHEET

As at 31 October 2022

	Notes	2022 £	2021 £
Non-current assets			
Other debtors: amounts due after one year	7	3,868,398	4,197,728
Current assets			
Other debtors: amounts due within one year	7	4,471,188	4,589,838
		8,339,586	8,787,566
Other creditors: amounts falling due within one year	8	-	(3,800)
Net assets		8,339,586	8,783,766
Capital and reserves			
Called up share capital	9	8,200,001	8,200,001
Profit and loss account		139,585	583,765
Shareholders' funds		8,339,586	8,783,766

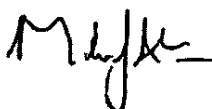
For the year ended 31 October 2022 the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

- The members have not required the Company to obtain an audit of its financial statements for the year in question in accordance with section 476.
- The Directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of financial statements.

The notes on pages 10 to 17 form part of these financial statements.

The financial statements were authorised for issue by the Board of Directors on 23 May 2023 and were signed on its behalf:



M J Abell
Director

Company registration number: 05984851

STATEMENT OF CHANGES IN EQUITY

For the year ended 31 October 2022

	Notes	Share capital £	Profit and loss account £	Total £
Balance as at 1 November 2020	9	8,200,001	1,066,234	9,266,235
Profit for the year		-	17,531	17,531
Total comprehensive income for the year		-	17,531	17,531
Dividends paid		-	(500,000)	(500,000)
Balance as at 31 October 2021	9	8,200,001	583,765	8,783,766
Profit for the year		-	55,820	55,820
Total comprehensive income for the year		-	55,820	55,820
Dividends paid		-	(500,000)	(500,000)
Balance as at 31 October 2022	9	8,200,001	139,585	8,339,586

The notes on pages 10 to 17 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 October 2022

1. Accounting policies

The following accounting policies have been used in dealing with items that are considered material in relation to the Company financial statements. They have been applied consistently throughout the current year and prior period.

McCarthy & Stone (Home Equity Interests) Limited (the Company) is a private company limited by shares and registered in England and Wales under the Companies Act 2006. The address of the registered office is given on page 2.

Basis of accounting

The financial statements have been prepared on a going concern basis under the historical cost convention, modified to include certain items at fair value, and in accordance with FRS 102 'the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland' and the Companies Act 2006.

The functional currency of the Company is considered to be pounds sterling because that is the currency of the primary economic environment in which the Company operates.

The Company meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its separate financial statements. The results of the Company will continue to be consolidated at McCarthy & Stone Limited for the full financial year and the post-acquisition results are also included at Mastiff BidCo Limited consolidation. Exemptions have been taken in these separate Company financial statements in relation to financial instruments, presentation of a cash flow statement and remuneration of key management personnel.

Going concern

The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. When making this assessment, the Directors have considered the results and future forecasts of the Group given the high level of intercompany transactions with the Company.

The Directors have assessed the Group's business activities and the factors likely to affect future performance in light of current and anticipated economic conditions. In making their assessment the Directors have reviewed the Group's latest budget, forecasts, available loan and revolving credit facility and considered reasonably possible downside sensitivities in performance and mitigating actions.

As a result of the above considerations, the Directors consider that the Group and Company have adequate resources in place for at least 12 months from the date of the approval of these financial statements and have therefore adopted the going concern basis of accounting in preparing the financial statements.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 October 2022

1. Accounting policies (continued)

Other operating income

The Company previously attracted a risk of ownership premium payable by other McCarthy & Stone Group companies, in recognition of the scheme assets which the Company holds. This was reported as other operating income to reflect the nature of the intra-group transaction however has since lapsed.

Profit or loss on realisation of the shared equity assets is also recognised within other operating income.

Corporation tax

Corporation tax comprises current tax. Current tax is based on taxable profits for the year ended 31 October 2022. Tax is charged or credited directly to equity if it relates to items that are credited or charged to equity. Otherwise, tax is recognised in the profit and loss account.

Financial assets

Basic financial assets, including trade and other receivables, cash and bank balances are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

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

Other financial assets and shared equity receivables are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 October 2022

1. Accounting policies (continued)

Financial assets (continued)

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) despite having retained some significant risks and rewards of ownership, *control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.*

Shared equity receivables

Shared equity interests arise from sales incentive schemes under which the Company acquires a contractual entitlement to receive a proportion of the proceeds of sale of an apartment. These interests are normally protected by a legal charge over the relevant apartment and/or a restriction on title.

The value of the shared equity receivables changes in response to an underlying variable and therefore is accounted for as a derivative. The shared equity receivables are initially recognised at fair value plus transaction costs that are directly attributable to the receivable. The fair value of future anticipated cash receipts takes into account the Directors' view of future house price movements and the expected timing of receipts.

The Directors revisit the future anticipated cash receipts from the assets at each reporting date as these assets are also subsequently recognised at fair value. The difference between the anticipated future receipt and the initial fair value is credited/charged to interest payable and similar expenses or other gains and losses.

Related party transactions

The company discloses transactions with related parties which are not wholly-owned within the same group. It does not disclose transactions with members of the same group that are wholly owned.

2. Critical accounting judgements and estimation uncertainty

In the application of the Company's accounting policies, which are described in note 1, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying the Company's accounting policies

No critical judgments have been made in the process of applying the Company's accounting policies that have a material effect on the amounts recognised in the financial statements.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 October 2022

2. Critical accounting judgements and estimation uncertainty (continued)

Critical assumptions and major sources of estimation uncertainty

The Company does not have any key assumptions concerning the future, or other key sources of estimation uncertainty in the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Other assumptions and sources of estimation uncertainty

The following assumption and sources of estimation uncertainty carry risk of resulting in a material adjustment to the carrying amounts of assets and liabilities over the longer-term.

Fair value of shared equity receivables

Shared equity receivables are recognised at the fair value of future anticipated cash receipts that takes into account the Directors' view of an appropriate discount rate, a new build premium, future house price movements and the expected timing of receipts. Shared equity receivables are reviewed at each reporting date using a variety of estimates that anticipate future cash flows from the assets. The revaluation is mainly driven by changes in discount rates and the timing of receipts. Should both of these assumptions be impacted by a reasonably possible change of a 1% increase or decrease, the effect has been illustrated below:

	Increase assumptions by 1% £'000	Decrease assumptions by 1% £'000
Discount rate	179.5	(169.9)
Timing of receipts	(135.5)	140.4

As at 31 October 2022, the shared equity receivables were valued at £3,868,398 (2021: £4,197,728).

3. Operating profit

a. Employees

The Company had no employees during the current or preceding year.

b. Auditor's remuneration

Due to exemption from audit by parent guarantee, no audit fees have been incurred during the period. Remuneration of the Group auditor is settled by McCarthy & Stone (Developments) Limited on behalf of all companies within the McCarthy & Stone Group, and not recharged in period. The total Group audit fee for the year ended 31 October 2022 was £0.5m (2021: £0.5m).

c. Directors' remuneration

The Directors received no remuneration from the Company in the current year ended 31 October 2022 or the prior year. The Directors are paid by other Group companies and the allocation to this Company for the year ended 31 October 2022 is £nil (2021: £nil).

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 October 2022

3. Operating profit (continued)

d. Other gains and losses

	2022	2021
	£	£
Profit from realisation of shared equity receivables	59,805	50,628
Other gains and losses	59,805	50,628

Other operating income is linked to profits arising from the realisation of shared equity receivables.

4. Interest receivable and similar income

	2022	2021
	£	£
Gain in fair value on long-term receivable	80	-
Interest payable and similar expenses	80	-

5. Interest payable and similar expenses

	2022	2021
	£	£
Loss in fair value on long-term receivable	-	29,047
Interest payable and similar expenses	-	29,047

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 October 2022

6. Corporation Tax

a. Analysis of tax (credit) on profit for the period

	2022 £	2021 £
<i>Current tax:</i>		
UK corporation tax on profit for the period	(935)	(950)
Tax (credit) on profit	(935)	(950)

b. Factors affecting tax charge for the period

	2022 £	2021 £
Profit before tax	54,885	16,581
Anticipated tax charge based on profit before tax at 19.00% (2021: 19.00%)	10,428	3,150
<i>Effects of:</i>		
Expenses not deductible for tax purposes	(11,363)	(4,100)
Tax (credit) for the year	(935)	(950)

The rate of corporation tax was 19.0% throughout the year (2021: 19.0%).

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 October 2022

7. Other debtors

	2022 £	2021 £
Shared equity receivables	3,868,398	4,197,728
Amounts due after one year	3,868,398	4,197,728
Amounts owed by Group undertakings	4,471,188	4,589,838
Amounts due within one year	4,471,188	4,589,838

Balances owed by Group undertakings are interest free, unsecured and repayable on demand. There are no guarantees on balances and no provisions against outstanding balances have been made.

8. Other creditors: amounts falling due within one year

	2022 £	2021 £
Amounts owed to Group undertakings	-	3,800

Balances owed by Group undertakings are interest free, unsecured and repayable on demand. All amounts owed to Group undertakings have been repaid in the year. There are no guarantees on balances and no provisions against outstanding balances have been made.

9. Share capital

	Authorised No.	Authorised £	Allotted, called up & fully paid No.	Allotted, called up & fully paid £
Equity share capital				
Ordinary shares of £1 each				
As at 31 October 2021 & 2022	8,301,000	8,301,000	8,200,001	8,200,001

Each ordinary share carries equal voting, dividend and capital repayment rights. The profit and loss account represents cumulative profits or losses net of other adjustments. There is a single class of ordinary shares. There are no restrictions on the distribution of dividends and the repayment of capital.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 October 2022

10. Related parties

The Company has taken advantage of the exemption available under FRS 102, section 33.1A, not to disclose transactions with wholly-owned members of the Group headed by Mastiff BidCo Limited.

11. Ultimate parent undertaking and controlling party

The immediate parent undertaking is McCarthy & Stone Retirement Lifestyles Limited.

Mastiff BidCo Limited, which is registered in Jersey, is considered to be the Company's ultimate parent undertaking and immediate controlling party.

The financial statements of Mastiff BidCo Limited can be obtained from their registered office:

44 Esplanade
St Helier
Jersey
JE4 9WG

The ultimate controlling party is Lone Star Real Estate Fund VI, LP.

12. Post balance sheet events

On 30 January 2023, the Government Department for Levelling up, Housing and Communities published the Self Remediation Terms and Deed of Bilateral Contract and requested all housebuilders to sign the contract committing them to self-remediating fire risks in developments they are deemed responsible for. The Group has disclosed a contingent liability with respect to the Self Remediation Terms and Deed of Bilateral Contract.

There are no specific post balance sheet events related to the Company.