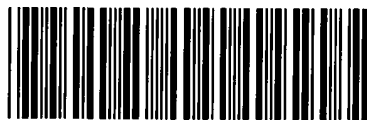


Registration number: 01795494

Barchester Assisted Living Properties (Chacombe) Limited

Annual Report and Financial Statements
for the Year Ended 31 December 2016

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Barchester Assisted Living Properties (Chacombe) Limited

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Barchester Assisted Living Properties (Chacombe) Limited

Company Information

Directors	Pete Calveley Mark Hazlewood Michael O'Reilly
Company secretary	Michael O'Reilly
Registered office	3rd Floor, The Aspect 12 Finsbury Square London EC2A 1AS
Bankers	The Royal Bank of Scotland Plc London Corporate Services 2 1/2 Devonshire Square London EC2M 4XJ
Auditor	KPMG LLP Chartered Accountants 37 Albyn Place Aberdeen AB10 1JB

Barchester Assisted Living Properties (Chacombe) Limited

Directors' Report for the Year Ended 31 December 2016

The Directors present their report and the financial statements for the year ended 31 December 2016.

Principal activity

The principal activity of Barchester Assisted Living Properties (Chacombe) Limited ("the Company") is the sale of sheltered housing to the frail and elderly on long leases. The Company refers to the assets on long leases as Close Care Units (CCU). Care and property services are provided by other companies within the Grove group ("Group").

Business review

The results for the year are set out in the profit and loss account on page 7. The Directors are satisfied with the Company's results.

The Company operates under the Barchester group brand. Barchester commands a leading position in the UK long term care sector. The business provides in excess of 12,000 registered beds, spread across its portfolio of over 200 high quality services (including nursing homes and domiciliary care) and 7 hospitals with a national footprint across the UK, the largest proportion located within London and the South East and the remainder evenly spread through the UK. Barchester has a significant number of private pay residents.

The key performance measures that the Board use to monitor Barchester's progress against its objectives are:

- Quality of care, the health and well-being of our residents;
- Occupancy levels;
- Fee levels;
- EBITDA and EBITDA per bed;
- Margin; and
- Staff agency and cost.

Barchester's strategy is one of continued growth through extension of existing facilities, acquisitions of nursing homes of a suitable quality, and development of newly built care homes. Barchester is especially focused on the private pay market.

Barchester Assisted Living Properties (Chacombe) Limited

Directors' Report for the Year Ended 31 December 2016 (continued)

Directors of the Company

The Directors who held office during the year were as follows:

Pete Calveley

Mark Hazlewood

Ian Portal - Company secretary and director (resigned 5 October 2016)

The following director was appointed after the year end:

Michael O'Reilly - Company secretary and director (appointed 3 April 2017)

Dividends

The Directors recommend no final dividend payment be made in respect of the financial year ended 31 December 2016 (2015: £nil).

Going concern

The Directors have reasonable expectation that the Company has adequate resources to continue in operation for the foreseeable future. The Directors therefore believe that it is appropriate to prepare the financial statements on a going concern basis.

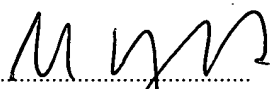
Disclosure of information to the auditor

Each Director has taken steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information. The Directors confirm that there is no relevant information that they know of and of which they know the auditor is unaware.

Reappointment of auditor

The auditor KPMG LLP is deemed to be reappointed under section 487(2) of the Companies Act 2006.

Approved by the Board on 26 June 2017 and signed on its behalf by:


.....
Mark Hazlewood
Director

Barchester Assisted Living Properties (Chacombe) Limited

Statement of Directors' Responsibilities in respect of the Directors' Report and the Financial Statements

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 UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and the 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 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 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Barchester Assisted Living Properties (Chacombe) Limited

Independent Auditor's Report to the members of Barchester Assisted Living Properties (Chacombe) Limited

We have audited the financial statements of Barchester Assisted Living Properties (Chacombe) Limited for the year ended 31 December 2016 set out on pages 7 to 15. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and the Republic of Ireland*.

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.

Respective responsibilities of directors and auditor

As explained more fully in the Statement of Directors' Responsibilities set out on page 4, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

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 2016 and of its loss for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Barchester Assisted Living Properties (Chacombe) Limited

Independent Auditor's Report to the members of Barchester Assisted Living Properties (Chacombe) Limited (continued)

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year is consistent with the financial statements.

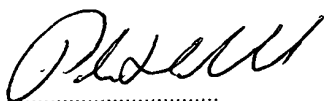
Based solely on the work required to be undertaken in the course of the audit of the financial statements and from reading the Directors' Report:

- we have not identified material misstatements in that report; and
- in our opinion, that report has been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, 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 take advantage of the small companies exemption from the requirement to prepare a strategic report.



Paula Holland (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
37 Albyn Place
Aberdeen
AB10 1JB

27 June 2017

Barchester Assisted Living Properties (Chacombe) Limited

Profit and Loss Account for the Year Ended 31 December 2016

	Note	2016 £ 000	2015 £ 000
Turnover		167	1
Cost of sales		<u>(158)</u>	<u>-</u>
Operating profit		<u>9</u>	<u>1</u>
Profit before tax		9	1
Taxation	5	<u>(237)</u>	<u>(296)</u>
Loss for the financial year		<u><u>(228)</u></u>	<u><u>(295)</u></u>

The above results were derived from continuing operations.

The Company has no recognised gains or losses for the year other than the results above.

Barchester Assisted Living Properties (Chacombe) Limited

Statement of Comprehensive Loss for the Year Ended 31 December 2016

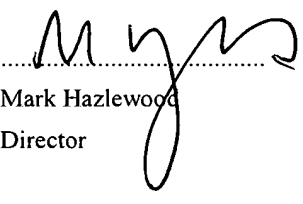
	2016	2015
	£ 000	£ 000
Loss for the year	<u>(228)</u>	<u>(295)</u>
Total comprehensive loss for the year	<u><u>(228)</u></u>	<u><u>(295)</u></u>

Barchester Assisted Living Properties (Chacombe) Limited

(Registration number: 01795494)
Balance Sheet as at 31 December 2016

	Note	2016 £ 000	2015 £ 000
Current assets			
Stocks	6	182	338
Debtors	7	<u>12,783</u>	<u>13,124</u>
		12,965	13,462
Creditors: Amounts falling due within one year	8	<u>(239)</u>	<u>(508)</u>
Net current assets		<u>12,726</u>	<u>12,954</u>
Net assets		<u>12,726</u>	<u>12,954</u>
Capital and reserves			
Called up share capital	9	270	270
Profit and loss account		<u>12,456</u>	<u>12,684</u>
Total equity		<u>12,726</u>	<u>12,954</u>

Approved and authorised by the Board on 26 June 2017 and signed on its behalf by:


.....
Mark Hazlewood
Director

Barchester Assisted Living Properties (Chacombe) Limited

Statement of Changes in Equity for the Year Ended 31 December 2016

	Share capital £ 000	Profit and loss account £ 000	Total £ 000
At 1 January 2016	270	12,684	12,954
Loss for the year	-	(228)	(228)
Total comprehensive income	-	(228)	(228)
At 31 December 2016	270	12,456	12,726

	Share capital £ 000	Profit and loss account £ 000	Total £ 000
At 1 January 2015	270	12,979	13,249
Loss for the year	-	(295)	(295)
Total comprehensive income	-	(295)	(295)
At 31 December 2015	270	12,684	12,954

The notes on pages 11 to 15 form an integral part of these financial statements.

Barchester Assisted Living Properties (Chacombe) Limited

Notes to the Financial Statements for the Year Ended 31 December 2016

1 General information

The Company is a private company limited by share capital incorporated in England and Wales.

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. The amendments to Financial Reporting Standard 102 issued in July 2015 have been applied. The presentation currency of these financial statements is sterling.

Basis of preparation

These financial statements have been prepared using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value.

No judgements have been made by the Directors, in the application of the accounting policies, that have a significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year.

Summary of disclosure exemptions

As the Company is a wholly owned subsidiary of Grove Limited the Company has taken advantage of the disclosure exemptions contained in FRS 102 Section 1.12. By virtue of FRS 102 Section 33.1A the Company has not disclosed transactions or balances with wholly owned entities which form part of the Group.

Name of parent of group

These financial statements are consolidated in the financial statements of Grove Limited.

The financial statements of Grove Limited may be obtained from www.jerseyfsc.org.

Going concern

The Directors have reasonable expectation that the Company has adequate resources to continue in operation for the foreseeable future. The Directors therefore believe that it is appropriate to prepare the financial statements on a going concern basis.

Barchester Assisted Living Properties (Chacombe) Limited

Notes to the Financial Statements for the Year Ended 31 December 2016 (continued)

2 Accounting policies (continued)

Judgements

The Company makes an estimate of the recoverable value of amounts owed by the group undertakings. When assessing impairment of group, Management considers factors including the aging profile of debtors and historical experience. See note 7 for the net carrying amount of the debtors and any associated impairment provision.

Revenue recognition

Turnover relates to the income received from the sale of close care units, and arises entirely in the United Kingdom.

Where a lease is granted in respect of property, revenue is recognised where the risks and rewards of ownership are transferred to the lessee and where recovery is reasonably certain.

Tax

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

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company operates and generates taxable income.

Stocks

Close care units are classified as assets held for resale and are stated at the lower of cost and net realisable value. Costs are expenditure incurred in acquiring the close care units and bringing them to their existing condition. Net realisable value is estimated selling price less the estimated costs of completion and selling expenses. If close care units are impaired, the carrying amount is reduced to its net realisable value; the impairment loss is recognised immediately in profit or loss.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

3 Directors' remuneration

The Company had no employees other than Directors (2015: Nil). The Directors received remuneration for services to Barchester Healthcare Homes Limited of which Barchester Assisted Living Properties (Chacombe) Limited is a subsidiary undertaking, however the proportion attributable to their services to Barchester Assisted Living Properties (Chacombe) Limited is not separately identifiable.

4 Auditor's remuneration

The remuneration of the auditor in the current year was borne by another Group company. The estimate for the current year is £4,000 (2015: £4,000).

Barchester Assisted Living Properties (Chacombe) Limited

Notes to the Financial Statements for the Year Ended 31 December 2016 (continued)

5 Taxation

Tax charged in the profit and loss account

	2016 £ 000	2015 £ 000
Current taxation		
UK corporation tax	<u>237</u>	<u>296</u>

The tax on profit before tax for the year is higher than the standard rate of corporation tax in the UK (2015 - higher than the standard rate of corporation tax in the UK) of 20% (2015 - 20.25%).

The differences are reconciled below:

	2016 £ 000	2015 £ 000
Profit before tax	<u>9</u>	<u>1</u>
Corporation tax at standard rate	2	-
(Decrease)/increase in UK and foreign current tax from adjustment for prior periods	(2)	52
Tax increase from transfer pricing adjustments	<u>237</u>	<u>244</u>
Total tax charge	<u>237</u>	<u>296</u>

Reductions in the UK corporation tax rate from 23% to 21% (effective from 1 April 2014) and 20% (effective from 1 April 2015) were substantively enacted on 2 July 2013. Further reductions to 19% (effective from 1 April 2017) and to 17% (effective 1 April 2020) were substantively enacted on 26 October 2015 and 6 September 2016 respectively. This will reduce the Company's future current tax charge accordingly.

6 Stocks

	2016 £ 000	2015 £ 000
Finished goods and goods for resale	<u>182</u>	<u>338</u>

The cost of stocks recognised as an expense in the year amounted to £158,000 (2015 - £Nil).

Stocks comprises close care units which have been developed by the company and are held for resale.

Barchester Assisted Living Properties (Chacombe) Limited

Notes to the Financial Statements for the Year Ended 31 December 2016 (continued)

7 Debtors

	2016 £ 000	2015 £ 000
Amounts owed by related parties	12,783	13,124
	<u>12,783</u>	<u>13,124</u>

Amounts due from related parties stated above are legally due on demand and are thus recoverable within one year. It is not expected that a demand for these amounts will be made within the next year.

8 Creditors

	2016 £ 000	2015 £ 000
Due within one year		
Amounts due to related parties	-	261
Other payables	-	-3
Income tax liability	239	244
	<u>239</u>	<u>508</u>

Amounts due to related parties are legally due on demand and are thus due within one year. It is not expected that a demand for these amounts will be made within the next year.

9 Share capital

Allotted, called up and fully paid shares

	2016		2015	
	No.	£	No.	£
Ordinary shares of £1 each	<u>270,000</u>	<u>270,000</u>	<u>270,000</u>	<u>270,000</u>

~~10 Parent and ultimate parent undertaking~~

The Company's immediate parent is Barchester Healthcare Homes Limited, incorporated in England and Wales.

The ultimate parent is Grove Limited, incorporated in Jersey.

The most senior parent entity producing publicly available financial statements is Grove Limited. Its financial statements are available upon request from www.jerseyfsc.org.

Relationship between entity and parents

The parent of the largest group in which these financial statements are consolidated is Grove Limited, incorporated in Jersey.

Barchester Assisted Living Properties (Chacombe) Limited

Notes to the Financial Statements for the Year Ended 31 December 2016 (continued)

10 Parent and ultimate parent undertaking (continued)

The address of Grove Limited is:

Queensway House
Hilgrove Street
St Helier
Jersey
JE1 1ES

The parent of the smallest group in which these financial statements are consolidated is Barchester Healthcare Limited, incorporated in England and Wales.

The address of Barchester Healthcare Limited is:

3rd Floor, The Aspect
12 Finsbury Square
London
EC2A 1AS