Registration number: 04878290

# KEY2 FUTURES LIMITED ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2021



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# **COMPANY INFORMATION**

**Directors** 

D R Pugh

A Cunningham

Registered office

Venture House 12 Prospect Park Longford Road Cannock Staffordshire WS11 0LG

**Auditors** 

RSM UK Auditor LLP Chartered Accountants Suite A, 7th Floor East West Building 2 Tollhouse Hill Nottingham NG1 5FS

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#### STRATEGIC REPORT FOR THE YEAR ENDED 31 AUGUST 2021

The directors present their strategic report for the year ended 31 August 2021.

#### **Business review**

Key2 Futures Limited is a member of the Range Group, headed by Range Topco Limited. The following business review considers the trading conditions of the Group as a whole, of which this subsidiary is a member.

The Group is a specialist health services group supporting young people with complex circumstances and behavioural difficulties. Residential care is provided in family sized homes and education is delivered in small, high teacher to pupil ratio, specialist day schools for those up to 18 years old. Through our transitional services division we also provide support and access to quality housing for young people from 16 to 25, helping them to transition from residential care to independent living.

We believe that every child and young person can reach their potential with the right care and support. Our staff are key to this and they work for the Horizon group because they want to make a difference to the lives of our young people.

Our residential homes and schools are regulated by Ofsted and are subject to regular review, often exceeding the regulatory requirements. Transitional services are not formally regulated but the Horizon group achieves very high ratings from quality inspections undertaken by our commissioners.

Horizon's therapeutic pathway supports the needs of the young people in our care using psychological assessment and formulation to develop a unique therapeutic plan for each child. All care staff are trained in therapeutic parenting (the PACE model) by the in-house clinical team who also support care staff teams through regular clinical supervisions.

The Group has a resilient and proven business model. We continue, through our staff teams and operational leadership, to manage services well through COVID-19. The actions being taken, and continuing to be taken, are effectively mitigating operational and financial impacts relating to COVID-19.

During the year ended 31 August 2021 the Group retained the support of financial stakeholders, which has allowed continued investment in the business against a backdrop of stable revenue year on year (2020: £55m; 2021: 55m) and a labour market impacted by unprecedented levels of skill shortages and cost inflation.

The ongoing investment in colleagues delivering the core services of the Group, colleagues providing support and in the technology to support operations continues the work initiated in the previous year to provide a platform for sustainable growth in the number of young people supported. The opportunity presented to the Group remains high and is detailed within the Future Outlook below.

# Principal risks and uncertainties

Details of the Company's principal risk and uncertainties, and risk management policies are set out in the Directors' Report.

# Key performance indicators

As part of the management accounts, the directors use Key Performance Indicators ('KPIs') to assist in the understanding of the development, performance and position of the business of the group. The KPIs used by the group to measure its own performance include Ofsted gradings, placement numbers across all divisions and education and residential occupancy rates.

## Period ended 31 August 2020\*\*Year ended 31 August 2021

Residential Ofsted (% Good or Outstanding)	77%	73%
Education Ofsted (% Good or Outstanding)	86%	83%
Total placement numbers at year end	877	810
Residential occupancy rate of available capacity for the full year	84%	82%
Education occupancy rate of available capacity for the full year*	81%	75%

<sup>\*</sup>excludes Armley Grange in ramp up phase

<sup>\*\*</sup>the period ending 31 August 2020 began upon incorporation of Range Topco on 2 August 2019

#### STRATEGIC REPORT FOR THE YEAR ENDED 31 AUGUST 2021

#### Section 172 statement

The directors of the Group of which Key2 Future Limited is a part, are required to act in accordance with the duties detailed in section 172 of the Companies Act 2006, which are summarised as follows:

A director of a company must act in the way he considers, in good faith, would be most likely to promote the success of the Group for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to:

- a. The likely consequences of any decision in the long term;
- b. The interest of the company's employees;
- c. The need to foster the company's business relationships with suppliers, customers and others,
- d. The impact of the company's operations on the community and the environment;
- e. The desirability of the company maintaining a reputation for high standards of business conduct; and
- f. The need to act fairly between members of the company.

The statement below sets out how the directors have acted in accordance with these duties.

# Long term decisions

All long term decisions are taken to best represent the interests of all stakeholders, including employees, Local Authority customers and the young people within the care of the Group.

#### **Employees**

The group's policy is to consult and discuss with employees, through meetings and written communications, matters likely to affect employees' interests. All staff are paid at least the National Living Wage, regardless of their age.

#### **Customers**

The customers of the Group are Local Authorities with whom all divisions undertake a collaborative approach to delivering a support package that is aligned to the young person's needs.

#### **Suppliers**

The Group agrees terms and conditions for its business transactions with suppliers before orders are placed. Payments are then made in accordance with these obligations. As a Group we believe it is important to pay our suppliers in accordance with agreed terms for the service they provide.

# **Environment**

The company is committed to maintaining an excellent reputation and strives to achieve high standards. We are highly selective about who we work alongside to deliver best value while maintaining an awareness of the environmental impact of the work that they do and strive to reduce their carbon footprint.

# Carbon reporting

The Group are committed to reducing the environmental impact of operations and support services. A base year of 1st September 2020 - 31st August 2021 has been used, as this is the earliest year for which reliable data was recorded and measured. This base year will be used as the benchmark for future emission data and consumption changes. As the Group's emissions are reported for the first year under SECR, no previous years' data is shown. All changes will therefore be monitored in the coming financial period, to be compared with the current (base) year. This will allow for comparison and insight into how the Group is performing and improving with regards to consumption and emissions.

The Group owned 74 sites during the reporting period that are included in SECR, where electricity and gas are the primary and utilities used. The Group owns 161 cars/vans and have staff mileage claims which are included in this report. All activities are based within the UK.

#### STRATEGIC REPORT FOR THE YEAR ENDED 31 AUGUST 2021

	kWh	Tons of CO2	Tons of CO2% of Total
Natural Gas	4,146,750	761	45%
Cars - Average Petrol	1,393,636	337	20%
Vans - Average Diesel	211,997	54	3%
Electricity	1,220,637	272	16%
Grey Fleet Mileage	1,013,615	250	15%
Gross emissions	7,986,634	1,674	100%
Renewable energy	880,640	. 196	12%
Net emissions	7,105,994	1,477	88%

The Group undertook an Energy Savings Opportunity Scheme (ESOS) assessment in December 2019 to identify opportunities for energy savings. Whilst the Group are committed to sustainability and becoming energy efficient whilst reducing carbon footprint, due to the COVID-19 pandemic specific efficiency improvement projects were put on hold in this financial year.

However, the following actions have been taken to reduce environmental impact:

- · Upgraded 16 inefficient gas/oil heating boilers
- · Upgraded insulation in 3 properties
- Sourced 100% renewable electricity contracts for the majority of sites and continually transitioning remaining fossil fuel supplies to low carbon energy contracts.

#### Community and other stakeholders

The directors recognise the importance of wider stakeholders in delivering their strategy and achieving sustainability within the business. The main stakeholders in the company are considered to be the employees, young people in our care and our Local Authority Partners.

#### Reputation for high standards of business conduct

In ensuring that all our stakeholders are considered as part of every decision process we believe we act fairly between all members of the company.

# **Future outlook**

The underlying opportunity for the Group remains compelling with the market growing year on year across all three divisions, whilst remaining fragmented across a high number of small providers. The Group's scale and commitment to Quality alongside investment in personnel, process and technology position it well for future growth.

Across the UK we have seen referrals for children increase with increasing complexity of behaviours being evident. Alongside this structural growth in demand, the impact of Covid-19 may create further requirements in the medium term for services with related pressures expected to lead to further increases in the number of children taken in to care and consequently the number of young people leaving care that require transitional support.

We continue to develop our education offering in order to provide high quality care, education and therapy where appropriate to meet children's needs. During the year we have developed our services to manage increasing complexity of children within both classroom and community based settings. Across the Group we have continued to recruit, retain and train staff.

We remain committed to working in partnership with Local Authorities to ensure we offer value for money and quality services to meet need.

Approved by the Board on 24 May 2022 and signed on its behalf by:

A Cunningham Director

### **DIRECTORS' REPORT FOR THE YEAR ENDED 31 AUGUST 2021**

The directors present their report and the financial statements for the year ended 31 August 2021.

#### Principal activity

The principal activity of the company is the provision of support services to young people

#### Results and dividends

The results for the year are set out on page 13, which show a profit after taxation for the year of £1,069,847 (2020 as restated: £1,472,279).

The directors do not recommend the payment of a dividend.

#### Directors of the company

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

P B S Keys (resigned 11 March 2022)

D R Pugh (appointed 22 September 2020)

P A Callander (resigned 9 April 2021)

T R W Hammond (appointed 1 June 2021 and resigned 3 June 2021)

S M Roberts (resigned 30 September 2020)

The following director was appointed after the year end:

A Cunningham (appointed 21 February 2022)

# Qualifying third party indemnity provisions

The Company has provided qualifying third party indemnity provisions in respect of the board of directors which were in force during the year and at the date of this report.

# **Employment of disabled persons**

The Company's policy is to recruit disabled workers with assistance and training given as necessary. Arrangements are made, wherever possible, for retraining employees who become disabled, to enable them to perform work identified as appropriate to their aptitudes and abilities.

# **Employee involvement**

The Company's policy is to consult and discuss with employees, through meetings and written communications, matters likely to affect employees' interests.

Information on matters of concern to employees is given through information bulletins and reports which aim to achieve a common awareness on the part of all employees of the social, financial and economic factors affecting the company's performance.

We strive to listen to our staff and continue to adapt and develop our working practices to best recognise the invaluable work our staff team undertake.

# Principal risks and uncertainties

The group's customers are local authorities and any changes in government purchasing policy away from the independent sector would constitute a risk. Local authorities control of spending represents a risk to the business in terms of fees for new young people and inflationary increases on fees for existing users of the services. Increases in the National Living Wage add further pressure on costs. Wherever possible the group mitigates this risk through negotiating contracts for young people and it is committed to working with commissioners to find solutions that provide demonstrable value for money. The strategy is to continue to focus on providing high quality services delivering positive outcomes for vulnerable young people at fee levels which are competitive and represent good value.

The group operates in a highly regulated environment. The quality of care provided by the group and its compliance with regulations are monitored in a structured manner and subject to continuous review by the senior managers and the directors. A Director of Quality has been appointed overseeing all three operating divisions.

#### **DIRECTORS' REPORT FOR THE YEAR ENDED 31 AUGUST 2021**

#### Financial instruments

The Company uses various financial instruments which include cash, loans and various items, such as trade debtors and trade creditors that arise directly from its operations. The main purpose of these financial instruments is to raise finance for the Company's operations.

The existence of these financial instruments exposes the Company to a number of financial risks, which are described in more detail below.

#### Liquidity risk

The Company seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs. The policy in the year has been to ensure continuity of funding through the use of funding provided by both banks and Graphite Capital Management LLP.

#### Interest rate risk

The Company is not significantly exposed to interest rate risk as interest is currently not charged on the intercompany funding.

### Credit risk

The Company's principal financial assets are cash and trade debtors. The credit risk associated with cash is limited as the counterparties have high credit ratings assigned by international credit-rating agencies. The principal credit risk arises therefore from the Company's trade debtors which is also limited as the Company's customers are local government authorities.

#### Post balance sheet events

There have been no significant post balance sheet events.

#### Going concern

In light of the Covid-19 pandemic and impact upon trading conditions within the sectors in which the Group operates, the Directors have undertaken additional reviews in respect of going concern across the Range Group, for which this subsidiary is a member. These include an assessment of the availability of borrowing facilities, financial covenant headroom and, at the date of signing, over 2 years worth of trading during the pandemic and associated economic conditions. The Directors have also renegotiated covenants in order to provide more headroom against current trading levels.

The Group retain the support of all financial stakeholders and there remains a market appetite to provide financing to the sector in which the Group operates. The current trading forecast continues to indicate healthy financial covenant headroom. The recent trading performance of the Group has been in line with forecasts. Under a range of downside scenarios the Directors have considered possible mitigating actions such as operational improvements, trading terms and support arrangements that could be initiated should the need arise. Alongside this scenario planning, the Directors continue to closely manage expenditure and seek increased weekly fee rates on placements across all trading divisions.

After reviewing the group's forecasts for the period to 31 August 2023 the directors have a reasonable expectation that the group has adequate resources to continue in operational existence for the foreseeable future. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

# **DIRECTORS' REPORT FOR THE YEAR ENDED 31 AUGUST 2021**

# Appointment of auditors

RSM UK Audit LLP were appointed as auditor to the Company and in accordance with section 485 of the Companies Act 2006, a resolution proposing that they be re-appointed will be put at a General Meeting.

# Energy and carbon reporting

The Group's carbon reporting analysis can be found in the Strategic Report.

#### Disclosure of information to the auditors

Each director has taken the 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 auditors are aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

Approved by the Board on 24 May 2022 and signed on its behalf by:

A Cunningham Director

#### STATEMENT OF DIRECTORS' RESPONSIBILITIES

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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- · select suitable accounting policies and apply them consistently;
- · make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards 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 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.

#### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF KEY2 FUTURES LIMITED

#### **Opinion**

We have audited the financial statements of Key2 Futures Limited (the 'company') for the year ended 31 August 2021, which comprise the Profit and Loss Account, Balance Sheet, Statement of Changes in Equity, and Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 August 2021 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
   and
- · have been prepared in accordance with the requirements of the Companies Act 2006.

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Conclusions relating to going concern

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

Based on the work 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 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.

#### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF KEY2 FUTURES LIMITED

#### Opinion on other matter prescribed by the Companies Act 2006

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

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

# Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report and the Directors' Report.

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.

#### Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities set out on page 8, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

# Auditor's responsibilities for the audit of the financial statements

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

#### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF KEY2 FUTURES LIMITED

The extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the audit engagement team:

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory framework that the company operates in and how the company is complying with the legal and regulatory framework;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud;
- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud.

As a result of these procedures we consider the most significant laws and regulations that have a direct impact on the financial statements are FRS 102, UK tax legislation and Companies Act 2006. We performed audit procedures to detect non-compliances which may have a material impact on the financial statements which included reviewing financial statement disclosures, inspecting relevant correspondence and evaluating advice received from external tax advisors.

The most significant laws and regulations that have an indirect impact on the financial statements are those in relation to Ofsted. We performed audit procedures which included an inquiry of management and those charged with governance whether the company is in compliance with these law and regulations, as well as a review of the latest reports published by Ofsted for each of the sites managed by the company.

The audit engagement team identified the risk of management override of controls and revenue recognition as the areas where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed included but were not limited to testing manual journal entries and other adjustments and evaluating the business rationale in relation to significant, unusual transactions and transactions entered into outside the normal course of business, performance of procedures including data analytics on revenue in the year and tests of detail on revenue transactions to supporting documentation.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF KEY2 FUTURES LIMITED

Use of this 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.

RSM UK Andit LLP

Richard King FCA (Senior Statutory Auditor) For and on behalf of RSM UK Auditor LLP, Statutory Auditor

Suite A, 7th Floor East West Building 2 Tollhouse Hill Nottingham NG1 5FS

Date: 24 May 2022

# PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 AUGUST 2021

	Note	Year ended 31 August 2021 £	(As restated) Year ended 31 August 2020 £
Turnover	3	12,643,682	13,323,649
Cost of sales		(5,103,876)	(5,910,495)
Gross profit		7,539,806	7,413,154
Administrative expenses		(6,501,894)	(5,896,864)
Operating profit	4	1,037,912	1,516,290
Taxation	8	31,935	(44,011)
Profit for the financial year		1,069,847	1,472,279

The above results were derived from continuing operations.

The company has no other comprehensive income for the current and comparative year.

# (REGISTRATION NUMBER: 04878290) BALANCE SHEET AS AT 31 AUGUST 2021

		31 August 2021	(As restated) 31 August 2020
• .	Note	£	£
Fixed assets			
Tangible assets	9	576,242	596,434
Current assets			
Debtors	10	7,911,486	8,332,275
Cash at bank and in hand		1,477,555	1,149,541
		9,389,041	9,481,816
Creditors: Amounts falling due within one year	11	(910,839)	(2,083,750)
Net current assets		8,478,202	7,398,066
Total assets less current liabilities		9,054,444	7,994,500
Provisions .	12	(237,822)	(237,822)
Deferred tax liabilities	8	<u>-</u>	(9,903)
Net assets		8,816,622	7,746,775
Capital and reserves			
Called up share capital	14	300,400	300,400
Share premium reserve		365,409	365,409
Capital redemption reserve		270	270
Profit and loss account		8,150,543	7,080,696
Total equity		8,816,622	7,746,775

Approved and authorised by the Board on 24 May 2022 and signed on its behalf by:

A Cunningham

Director

# STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 AUGUST 2021

	Share capital £	Share premium £	Capital redemption reserve £	Profit and loss account £	Total £
At 1 September 2020 (as previously stated) Prior period adjustment (see note 20)	300,400	365,409 -	270	7,525,827 (445,131)	8,191,906 (44 <u>5,131)</u>
At 1 September 2020 (As restated) Profit for the year	300,400	365,409	. 270	7,080,696 1,069,847	7,746,775 1,069,847
At 31 August 2021	300,400	365,409	270	8,150,543	8,816,622
	Share capital £	Share premium £	Capital redemption reserve £	Profit and loss account £	Total £
At 1 September 2019 (as previously stated) Prior period adjustment (see note 20)	capital	premium	redemption reserve	loss account	
previously stated) Prior period adjustment (see	capital £	premium £	redemption reserve £	loss account £ 5,769,294	£ 6,435,373

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2021

#### 1 General information

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

The address of its registered office is: Venture House 12 Prospect Park Longford Road Cannock Staffordshire WS11 0LG

# 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'.

#### Basis of preparation

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

The presentational currency of the financial statements is Pounds Sterling, being the functional currency of the primary economic environment in which the company operates. Monetary amounts in these financial statements are rounded to the nearest Pound.

# Summary of disclosure exemptions

The company has not presented a cash flow statement on the grounds that the company is a wholly owned subsidiary and a group cash flow statement is included in the financial statements of the ultimate parent company, Range Topco Limited.

The Company has taken advantage of the exemption under FRS 102 Section 33.7 not to disclose transactions with other wholly owned group companies.

## Name of parent of group

These financial statements are consolidated in the financial statements of Range Topco Limited.

The financial statements of Range Topco Limited may be obtained from Companies House.

#### Going concern

In light of the Covid-19 pandemic and impact upon trading conditions within the sectors in which the Group operates, the Directors have undertaken additional reviews in respect of going concern. These include an assessment of the availability of borrowing facilities, financial covenant headroom and, at the date of signing, over 2 years worth of trading during the pandemic and associated economic conditions. The Directors have also renegotiated covenants in order to provide more headroom against current trading levels.

The Group retain the support of all financial stakeholders and there remains a market appetite to provide financing to the sector in which the Group operates. The current trading forecast continues to indicate healthy financial covenant headroom. The recent trading performance of the Group has been in line with forecasts. Under a range of downside scenarios the Directors have considered possible mitigating actions such as operational improvements, trading terms and support arrangements that could be initiated should the need arise. Alongside this scenario planning, the Directors continue to closely manage expenditure and seek increased weekly fee rates on placements across all trading divisions.

After reviewing the group's forecasts for the period to 31 August 2023 the directors have a reasonable expectation that the group has adequate resources to continue in operational existence for the foreseeable future. The group therefore continues to adopt the going concern basis in preparing its financial statements.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2021

#### Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

#### Rendering of transitional services

Revenue from the provision of transitional services is recognised at the end of the completed working month based on the number of days of services provided.

Where income is received in advance this is initially held in the statement of financial position and released to the profit and loss account as services are provided.

#### Tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the profit and loss account, except that a charge 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.

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements and on unused tax losses or tax credits in the company. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

The carrying amount of deferred tax assets are reviewed at each reporting date and a valuation allowance is set up against deferred tax assets so that the net carrying amount equals the highest amount that is more likely than not to be recovered based on current or future taxable profit.

# Tangible assets

Tangible assets are stated in the statement of financial position at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of tangible assets includes directly attributable incremental costs incurred in their acquisition and installation.

#### Depreciation

Depreciation is charged so as to write off the cost of assets, other than land and properties under construction over their estimated useful lives, as follows:

#### Asset class

Fixtures, fittings & domestic appliances Office equipment

# Depreciation method and rate

33% straight line basis 33% straight line basis

#### Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

# Trade debtors

Trade debtors are amounts due from customers for services performed in the ordinary course of business.

Trade debtors are recognised initially at the transaction price. All trade debtors are repayable within one year and hence are included at the undiscounted cost of cash expected to be received. A provision for the impairment of trade debtors is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the debtors.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2021

#### Trade creditors

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if the company does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

Trade creditors are recognised initially at the transaction price and all are repayable within one year and hence are included at the undiscounted amount of cash expected to be paid.

#### Provisions

Provisions are made where an event has taken place that gives the company 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 the Statement of Comprehensive Income in the year that the company becomes aware of the obligation, and are measured at the best estimate at the Statement of Financial Position date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Statement of Financial Position

#### Leases

Leases in which substantially all the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease.

#### 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.

# Defined contribution pension obligation

A defined contribution plan is a pension plan under which fixed contributions are paid into a pension fund and the company has no legal or constructive obligation to pay further contributions even if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

Contributions to defined contribution plans are recognised as employee benefit expense when they are due. If contribution payments exceed the contribution due for service, the excess is recognised as a prepayment.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2021

# **Financial instruments**

#### Classification

Financial instruments are classified and accounted for according to the substance of the contractual arrangement, as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities. Where shares are issued, any component that creates a financial liability of the company is presented as a liability on the balance sheet. The corresponding dividends relating to the liability component are charged as interest expenses in the profit and loss account.

#### Recognition and measurement

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

# Impairment

Assets, other than those measured at fair value, are assessed for indicators of impairment at each balance sheet date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss as described below

A non financial asset is impaired where there is objective evidence that, as a result of one or more events that occurred after initial recognition, the estimated recoverable value of the asset has been reduced. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.

The recoverable amount of goodwill is derived from measurement of the present value of the future cash flows of the cash-generating units ('CGUs') of which the goodwill is a part. Any impairment loss in respect of a CGU is allocated first to the goodwill attached to that CGU, and then to other assets within that CGU on a pro-rata basis.

Where indicators exist for a decrease in impairment loss, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised. Where a reversal of impairment occurs in respect of a CGU, the reversal is applied first to the assets (other than goodwill) of the CGU on a pro-rata basis and then to any goodwill allocated to that CGU.

For financial assets carried at amortised cost, the amount of an impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

For financial assets carried at cost less impairment, the impairment loss is the difference between the asset's carrying amount and the best estimate of the amount that would be received for the asset if it were to be sold at the reporting date.

Where indicators exist for a decrease in impairment loss, and the decrease can be related objectively to an event occurring after the impairment was recognised, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired financial asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2021

#### Judgements and estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the Statement of financial position date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ form those estimates. The following judgements (apart from those involving estimates) have had the most significant effect on the amounts recognised in the financial statements:

#### Useful economic lives of tangible assets

The annual deprecation charge for tangible assets is sensitive to changes in the estimated useful economic lives and residual value of the assets. The useful economic lives and residual values are re-assessed annually. They are amended when necessary to reflect current estimates, based on technological advancement, future investments, economic utilisation and the physical condition of the assets.

## Impairment of debtors

The company makes an estimate of the recoverable value of trade and other debtors. When assessing impairment of trade and other debtors, management considers factors including the current credit rating of the debtor, the ageing profit of debtors and historical experience.

#### 3 Revenue

The analysis of the company's revenue for the year from continuing operations is as follows:

	Year ended 31 August	Year ended 31 August
	2021	2020
	£	£
Provision of care and education services	12,643,682	13,323,649

The total turnover of the company has been derived from its principal activity wholly undertaken in the United Kingdom.

# 4 Operating profit

Arrived at after charging:

	Year ended 31 August 2021 £	Year ended 31 August 2020 £
Depreciation expense	446,422	295,682
Operating lease expense - property	3,241,226	3,300,851

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2021

#### 5 Staff costs

The aggregate payroll costs (including directors' remuneration) were as follows:

	Year ended 31 August 2021 £	Year ended 31 August 2020 £
Wages and salaries	2,849,855	3,078,271
Social security costs	253,598	232,798
Pension costs, defined contribution scheme	60,304	64,372
	3,163,757	3,375,441

The average number of persons employed by the company (including directors) during the year, analysed by category was as follows:

	Year ended 31 August 2021 No.	Year ended 31 August 2020 No.
Operations	116	116
Administration	6	13
	122	129

#### 6 Directors' remuneration

All directors of this company were remunerated through Range Bidco Limited. These costs were charged from Range Bidco Limited at a gross value of £231,916 (2020 - £232,113).

# 7 Auditor's remuneration

Fees payable to the company's auditor for the audit of the company's annual financial statements totalled £29,000 (2020 - £15,000).

The Company has taken advantage of the exemption not to disclose amounts paid for non audit services as these are disclosed in the consolidated financial statements of the ultimate parent company, Range Topco Limited.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2021

# 8 Taxation

Tax (credited)/charged in the profit and loss account

	Year ended 31 August 2021 £	(As restated) Year ended 31 August 2020 £
Current taxation		
UK corporation tax	31,556	237,440
UK corporation tax adjustment to prior periods	2,871	(231,192)
	34,427	6,248
Deferred taxation		
Arising from origination and reversal of timing differences	(46,349)	43,546
Arising from changes in tax rates and laws	(13,550)	(3,541)
Arising from previously unrecognised tax loss, tax credit or temporary difference of prior periods	(6,463)	(2,242)
Total deferred taxation	(66,362)	37,763
Tax (receipt)/expense in the income statement	(31,935)	44,011

The tax on profit before tax for the year is lower than the standard rate of corporation tax in the UK (2020 - lower than the standard rate of corporation tax in the UK) of 19% (2020 - 19%).

The differences are reconciled below:

	Year ended 31 August 2021 £	(As restated) Year ended 31 August 2020 £
Profit before tax	1,037,912	1,516,290
Corporation tax at standard rate  Effect of expense not deductible in determining taxable profit  Deferred tax credit relating to changes in tax rates or laws  Deferred tax credit from unrecognised temporary difference from a prior period  Decrease in UK and foreign current tax from adjustment for prior periods  Tax increase from effect of capital allowances and depreciation  Tax decrease arising from group relief	197,203 8,024 (13,550) - (3,592) - (220,020)	288,095 55,112 (3,541) (2,242) (231,192) 4,841 (67,062)
Total tax (credit)/charge	(31,935)	44,011
Deferred tax Deferred tax assets and liabilities 31 August 2021		Asset £
Fixed asset timing differences Short term timing differences		53,809 2,649 56,458

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2021

31 August 2020	Liability £
Fixed asset timing differences Short term timing differences	9,903
-	9,903

# Factors that may affect future tax charges

Current and deferred taxation has been measured at the tax rate of 19% (2020 - 19%) in these financial statements.

The March 2021 Budget announced a further increase to the main rate of corporation tax to 25% from April 2023. This rate had not been substantively enacted at the balance sheet date.

# 9 Tangible assets

	Furniture, fittings & domestic appliances £	Office equipment £	Total £
Cost			
At 1 September 2020	973,371	753,672	1,727,043
Additions	266,785	159,445	426,230
At 31 August 2021	1,240,156	913,117	2,153,273
Depreciation			
At 1 September 2020	680,578	450,031	1,130,609
Charge for the year	222,096	224,326	446,422
At 31 August 2021	902,674	674,357	1,577,031
Carrying amount			
At 31 August 2021	337,482	238,760	576,242
At 31 August 2020	292,793	303,641	596,434

# 10 Debtors

	Note	31 August 2021 £	(As restated) 31 August 2020 £
Trade debtors		1,389,194	2,859,622
Amounts owed by group undertakings		6,094,122	4,765,875
Other debtors		4,774	52,958
Prepayments and accrued income		366,938	653,820
Deferred tax assets	8 _	56,458	
	<u>=</u>	7,911,486	8,332,275

Amounts owed by group undertakings are unsecured, interest free and repayable on demand.

Prepayments includes rent deposits amounting to £291,738 (2020 - £301,450).

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2021

#### 11 Creditors

	31 August 2021 £	(As restated) 31 August 2020 £
Due within one year		
Trade creditors	148,059	284,437
Amounts owed to group undertakings	289,424	232,110
Social security and other taxes	159,509	1,325,994
Outstanding defined contribution pension costs	2,540	1,188
Other creditors	9,343	11,516
Accrued expenses	32,908	225,000
Corporation tax liability	269,056	3,505
	910,839	2,083,750

Amounts owed to group undertakings are unsecured, interest free and repayable on demand.

## 12 Provisions

	Dilapidations provision £	Other provisions £	Total £
At 1 September 2020 (As restated) and at 31 August 2021	94,822	143,000	237,822

The dilapidations provision is held in respect of certain leasehold properties.

Other provisions include amounts relating to estimated value of claims against the Company from former employees (£20,000) and other regulatory issues to be resolved (£123,000).

# 13 Pension and other schemes

# Defined contribution pension scheme

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge for the year represents contributions payable by the company to the scheme and amounted to £60,304 (2020 - £64,372).

Contributions totalling £2,540 (2020 - £1,188) were payable to the scheme at the end of the year and are included in creditors.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2021

# 14 Share capital

#### Allotted, called up and fully paid shares

	31 August 2021		31 Augu	ust 2020
	No.	£	No.	£
Ordinary A Shares of £0.01 each	8,100	81	8,100	81
Ordinary B Shares of £0.01 each	8,100	81	8,100	81
Ordinary C Shares of £0.01 each	9,000	90	9,000	90
Ordinary D Shares of £0.01 each	900	9	900	9
Ordinary E Shares of £0.01 each	900	9	900	9
Ordinary F Shares of £0.01 each	9,000	90	9,000	90
Ordinary I Shares of £0.01 each	4,000	40	4,000	40
Redeemable Preference Shares of £1				
each	300,000	300,000	300,000	300,000
	340,000	300,400	340,000	300,400

All shares rank pari passu in all material respects.

The directors have concluded that the redeemable preference shares are a form of equity as opposed to debt. This follows consideration of all of the conditions attaching to the shares, including the fact that there is no fixed date for redemption, no fixed dividend or coupon and redemption is expected to be discretionary and in the hands of shareholders.

# 15 Obligations under leases and hire purchase contracts

# **Operating leases**

The total of future minimum lease payments is as follows:

	31 August 2021	31 August 2020
	· £	£
Not later than one year	1,618,378	249,232
Later than one year and not later than five years	195,742	243,900
	1,814,120	493,132

The amount of non-cancellable operating lease payments recognised as an expense during the year was £3,241,226 (2020 - £3,300,851).

# 16 Contingent liabilities

The company is party to an inter-company cross guarantee in relation to the borrowings in the parent company. The total borrowings as at 31 August 2021 were £59,747,343 (2020 - £60,073,805).

# 17 Charges and Securities

Clydesdale Bank PLC has a fixed and floating charge over the assets of the company.

# 18 Related party transactions

The company has taken advantage of the exemption under FRS 102 Section 33.7 not to disclose transactions with other wholly owned group companies.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2021

# 19 Immediate and ultimate parent undertaking

The company's immediate parent is Horizon 2912 Limited, incorporated in England and Wales.

The controlling entity of the Group is Range Topco Limited of which there is no ultimate controlling party. This is due to the B ordinary shares being held by certain individuals and funds managed by Graphite Capital. None of the funds individually has an ultimate controlling stake in the company. No individual holds more than 20% of the share capital of the company. Hence, the Directors consider that there is no ultimate controlling party of the company.

Range Topco Limited is the smallest and largest group of undertakings for which consolidated accounts are drawn up.

# 20 Correction of prior period error

In preparing the financial statements for the year ended 31 August 2021 it was noted that late adjustments were not processed in the 31 August 2020 financial statements. These were processed in the Range Topco Limited consolidated accounts but were not cascaded into the subsidiary accounts. The comparative financial information for the period to 31 August 2020 has been restated to show the impact of these errors:

The combined impact of the prior period adjustments is to reduce the brought forward profit and loss account balance at 1 September 2019 by £160,877.

The 2020 comparative figures presented in these financial statements have been affected as follows:

Profit and loss account

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2021

Administrative Previously reported (5,612,610) (284,254) Late adjustments not posted (5,896,864) As reported in the current financial statements

£

Balance sheet as at 31 August 2020

·	Trade debtors	Amounts due from Amounts due to group group undertakings undertakings		Provisions for liabilities	Profit and loss account
	£	£	£	£	£
Previously reported	2,877,464	4,818,054	-	(94,822)	(7,525,827)
Late adjustments not posted	(17,842)	(52,179)	(232,110)	(143,000)	445,131
As reported in the current financial statements	2,859,622	4,765,875	(232,110)	(237,822)	(7,080,696)

Balance sheet as at 1 September 2019

	Trade debtors	Provisions for liabilities	Profit and loss account
•	£	£	£
Previously reported	2,796,299	(103,661)	(5,769,294)
Late adjustments not posted	(17,877)	(143,000)	160,877
As reported in the current financial statements	2,778,422	(246,661)	(5,608,417)