

LIBRA CARECO HOLDINGS LIMITED

Annual Report and Unaudited Financial Statements

For the year ended 30 September 2018



**ANNUAL REPORT AND UNAUDITED FINANCIAL STATEMENTS FOR THE YEAR
ENDED 30 SEPTEMBER 2018**

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**ANNUAL REPORT AND UNAUDITED FINANCIAL STATEMENTS FOR THE YEAR
ENDED 30 SEPTEMBER 2018**

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

Mr J Hutchens
Mr D Smith

REGISTERED OFFICE

Southgate House
Archer Street
Darlington
County Durham DL3 6AH

DIRECTORS' REPORT

The Directors have pleasure in presenting their annual report and the unaudited financial statements for the year ended 30 September 2018.

BUSINESS REVIEW

The company has been dormant as defined in section 1169 of the Companies Act 2006 throughout the year and preceding financial year. It is anticipated that the company will remain dormant for the foreseeable future. Key performance indicators are not considered necessary for an understanding of the development, performance or position of the business of the company. There are no risks or uncertainties facing the company including those within the context of the use of financial instruments.

DIRECTORS

The directors who served throughout the year were as follows:

Mr J Hutchens
Mr D Smith

The current Directors of the Company are detailed on page 1.

THIRD-PARTY INDEMNITY PROVISIONS

The ultimate parent undertaking of the Company, FC Skyfall TopCo Limited has made qualifying third party indemnity provisions for the benefit of the Company's Directors and the directors of all its other subsidiaries, which were made during the year and remain in force to the date of this report.

Approved by the Board and signed on its behalf by:



Mr D Smith
Director
Date: 18 March 2019
Southgate House
Archer Street
Darlington
County Durham DL3 6AH

BALANCE SHEET
As at 30 September 2018

	Notes	2018 £	2017 £
INVESTMENTS	4	2,060	2,060
DEBTORS	5	50	50
NET ASSETS		<u>2,110</u>	<u>2,110</u>
CAPITAL AND RESERVES			
Called-up share capital	6	2,110	2,110
Profit and loss account		-	-
SHAREHOLDERS' FUNDS		<u>2,110</u>	<u>2,110</u>

Libra CareCo Holdings Limited (registered number 05296574) did not trade during the current year and has neither profit or loss, nor any other items of comprehensive income. There have been no movements in shareholders' funds during the current or preceding financial year. For the year ending 30 September 2018 the Company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies.

The members have not required the company to obtain an audit of its accounts 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 accounts.

These financial statements on pages 3 to 6 were approved and authorised for issue by the Board of Directors on 18 March 2019

Signed on behalf of the Board of Directors



Mr D Smith
 Director
 Date: 18 March 2019

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 30 September 2018

1. ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom law and accounting standards. They have been applied consistently throughout the current and preceding year.

The Company is a private company limited by shares and is registered in England and Wales. The address of the Company's registered office is shown on page 1. The Company is dormant.

Exemption from consolidation

The Company has taken advantage of section 400 of the Companies Act 2006 from the requirement to prepare group accounts as the Company is itself a subsidiary undertaking of FC Skyfall Upper Midco Limited. These financial statements provide information about the Company as an individual undertaking and not about its group.

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 Company is consolidated in the financial statements of its parent undertaking, FC Skyfall Upper Midco Limited, which can be obtained from the Companies House at Crown Way, Cardiff, Wales CF14 3UZ.

Investments

Fixed asset investments are stated at cost less provision for diminution in value.

2. PROFIT AND LOSS ACCOUNT

No profit and loss account is presented with these financial statements because the Company has not received income, incurred expenditure or recognised any other items of comprehensive income during either the current or preceding financial year. There have been no movements in shareholders' funds during the current or preceding financial year and therefore no statement of changes in equity has been included.

3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

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

None of the Directors received emoluments in relation to their services to the Company during the current or preceding year. Directors' emoluments have been borne by HC-One Limited, a group undertaking during the current and preceding year, and were not recharged to the Company.

NOTES TO THE FINANCIAL STATEMENTS (Continued)
For the year ended 30 September 2018

4. INVESTMENTS

Cost	Shares in subsidiary undertakings £
At 1 October 2017 and 30 September 2018	2,060

At 30 September 2018, the Company held investments directly or indirectly in the following subsidiary undertakings:

Name	Country of incorporation	% Holdings	Principal activity
Libra CareCo Investments 1 Limited ^{*a}	Great Britain	100%	Parent company of Libra Investments 2 Limited
Libra CareCo Investments 2 Limited ^a	Great Britain	100%	Parent company of Libra CareCo Limited and Libra GuaranteeCo Limited
Libra GuaranteeCo Limited ^a	Great Britain	100%	Dormant company
Libra CareCo Limited ^a	Great Britain	100%	Parent company of NHP Limited
NHP Limited ^a	Great Britain	100%	Parent company of subsidiary undertakings with investment in care home properties
NHP Securities No.1 Limited ^a	Great Britain	100%	Investment in care home properties
NHP Securities No.2 Limited ^a	Great Britain	100%	Investment in care home properties
NHP Securities No.3 Limited ^a	Great Britain	100%	Investment in care home properties
NHP Securities No.4 Limited ^a	Great Britain	100%	Dormant company
NHP Securities No.9 Limited ^b	Jersey	100%	Dormant company
NHP Securities No.11 Limited ^b	Jersey	100%	Parent company of NHP Securities No.9 Limited
NHP Management Limited ^a	Great Britain	100%	Management of care home property portfolios
NHP Operations (York) Limited ^a	Great Britain	100%	Care home property development
LLNH Limited ^a	Great Britain	100%	Dormant company
Care Homes No. 1 Limited ^c	Cayman Islands	100%	Investment in care home properties

* held directly by Libra CareCo Holdings Limited. All others are indirect.

All shares held are ordinary shares.

^a The registered address is Southgate House, Archer Street, Darlington, County Durham, DL3 6AH.

^b The registered address is 47 Esplanade, St Helier, Jersey, Channel Islands, JE1 0BD.

^c The registered address is c/o Walkers Corporate Limited, Cayman Corporate Centre, 27 Hospital Road, George Town, Grand Cayman, KY1-9008, Cayman Islands.

5. DEBTORS

	2018 £	2017 £
Amount due by group undertaking	50	50

NOTES TO THE FINANCIAL STATEMENTS (Continued)
For the year ended 30 September 2018

6. CALLED-UP SHARE CAPITAL

	2018 £	2017 £
Called-up, allotted and fully paid:		
211,000 ordinary shares at 1p each	2,110	2,110

7. SUBSEQUENT EVENTS

No other significant events are noted between the year ended 30 September 2018 and the date of signing of this report.

8. RELATED PARTY TRANSACTIONS

The Company has taken exemption provided under FRS 102 to not disclose intercompany transactions with other group undertakings within the FC Skyfall Upper Midco Limited group.

There are no transactions between the Company and the Directors during the current year or the preceding year.

The cost of the annual return fee was borne by NHP Management Limited, a group undertaking, without any right of reimbursement.

No other related party transaction is noted.

9. CONTINGENT LIABILITIES

The Company and its group undertakings are guarantors to a facility agreement entered into by FC Skyfall Bidco Limited, the Company's intermediate parent undertaking. The facility is secured by a fixed and floating charge over the group assets and unlimited guarantee from its group undertakings. As at 18 March 2019 the outstanding loan amount is £270.2m.

10. ULTIMATE CONTROLLING PARTY

The immediate parent undertaking is NHP Holdco 3 Limited, a company incorporated in the Cayman Islands. The Directors regard FC Skyfall LP, a limited partnership incorporated and registered in the Cayman Islands, as the ultimate parent undertaking. There is no controlling party beyond FC Skyfall LP.

The largest group into which these financial statements are consolidated is FC Skyfall Holdco 3 Limited with registered office at c/o Trident Trust Company (Cayman) Limited, One Capital Place, Shedden Road, PO Box 847, George Town, Grand Cayman KY-1103.

The smallest group in which the results of the Company are consolidated is that headed by FC Skyfall Upper Midco Limited, a company incorporated in England and Wales. The registered address of FC Skyfall Upper Midco Limited is 25 Canada Square, Level 37, London, England, E14 5LQ.

Copies of financial statements of all the companies for the year ended 30 September 2018 are available from Companies House at Crown Way, Cardiff, Wales, CF14 3UZ.