

REGISTERED NUMBER: 05752486

**Strategic Report, Report of the Directors and
Financial Statements for the Year Ended 31 March 2017
for
Voyage MezzCo Limited**

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Voyage MezzCo Limited

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For the Year Ended 31 March 2017**

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Voyage MezzCo Limited

**Company Information
For the Year Ended 31 March 2017**

DIRECTORS:

A Winning
P Sealey
A Cannon

SECRETARY:

P Sealey

REGISTERED OFFICE:

Voyage Care
Wall Island
Birmingham Road
Lichfield
Staffordshire
WS14 0QP

REGISTERED NUMBER:

05752486 (England and Wales)

**SENIOR STATUTORY
AUDITOR:**

Colin Brearley

AUDITOR:

KPMG LLP, Statutory Auditor
One Snowhill
Snow Hill Queensway
Birmingham
B4 6GH

Voyage MezzCo Limited

Strategic Report For the Year Ended 31 March 2017

The Directors present their Strategic Report for the year ended 31 March 2017.

PRINCIPAL ACTIVITY

The principal activity of the Company is that of an intermediate holding company. The principal activities of the Voyage Care Group, of which the Company and its subsidiaries are members, are the provision of high quality care and support services for people with learning disabilities, acquired brain injuries and other complex needs.

REVIEW OF BUSINESS

The year under review has seen further strong progress towards achieving Voyage Care's objective of becoming the market leader in the provision of high quality care services for people with learning disabilities, acquired brain injuries and other complex needs.

Voyage Care HoldCo Limited manages its operations on a divisional basis. For this reason, the Company's Directors believe that key performance indicators for the Company are not necessary or appropriate for an understanding of the development, performance or position of the business.

The performance of the Group headed by Voyage Care HoldCo Limited which includes this Company, is included in the Directors' Report of that company.

Voyage MezzCo Limited has net assets of £105,305,000 (2016: £134,971,000) as at 31 March 2017. This analysis is detailed on the Statement of Financial Position (see page 10). Correspondingly, for the year ended 31 March 2017 Voyage MezzCo Limited reported a loss after taxation of £29,666,000 (2016: £23,496,000). This analysis is detailed on the Statement of Profit and Loss (see page 8).

PRINCIPAL RISKS

The principal risks facing the business and the controls in place to mitigate these are similar to those of the Group as a whole and are as follows:

- Funding continues to be challenging as Government austerity continues. Many Local Authorities have, however, taken advantage of the 3% council tax precept, entirely dedicated to social care funding which will allow local government to raise an additional c.£4.5 billion by 2020. The Spring Budget 2017 made available an additional £2 billion for use by Local Authorities for social care, of which £1 billion will be provided in 2017/18 and in addition the Better Care Fund is now available (together delivering £2 billion to the social care sector in 2017/18);
- Recruitment and retention of skilled care workers - the Group has a bespoke system to deal with recruitment from first point of contact to employment, including Disclosure and Barring Service checks. Staff turnover is closely monitored and exit interviews performed to identify underlying trends;
- Ensuring the provision of high quality care to the people we support - this is achieved by maintaining an appropriate balance between care fees and payroll costs. Fees are always agreed with funders to reflect the care needs of the people we support to ensure that the appropriate level of care is provided. Payroll costs are controlled by regular review of weekly care hours, through an in-house management system and close control of agency usage;
- Maintaining high occupancy levels and average weekly hours - admissions and leavers and progress of referrals for vacancies are formally reported to senior management on a weekly basis;
- National Living Wage, workplace pension auto enrolment charges and apprenticeship levy - the National Living Wage (and likely consequent increases in the National Minimum Wage), workplace pension auto enrolment charges and apprenticeship levy will increase the cost base of the Group. In order to minimise the expense, the Group is approaching Local Authorities and the NHS to secure additional funding to offset these costs;

Voyage MezzCo Limited

**Strategic Report - continued
For the Year Ended 31 March 2017**

PRINCIPAL RISKS - continued

- Legal and regulatory proceedings - The application of the National Minimum Wage (NMW) regulations in relation to sleep-in shifts performed by care workers has recently received both legal and media coverage. Regulation 30 and 32 of the 2015 NMW regulations have been considered by three Employment Appeal Tribunals which concluded that a worker carrying out a sleep-in duty is working for every hour of the shift even when asleep. The latest Employment Appeal Tribunal decision on the matter is being appealed and this will be heard before the Court of Appeal in March 2018. HMRC guidance on NMW and sleep-ins was clear that it does not consider sleep-ins to be working time for the purposes of NMW. However, in recent times the NMW regulations have been interpreted differently by the Government and HMRC in relation to sleep-in shifts.

On 26 July 2017 the Government announced a temporary suspension of HMRC enforcement with regards to sleep-in investigations and waived all financial penalties faced by employers who are found to have underpaid their workers for sleep-ins before 26 July 2017. The Government has now confirmed that it expects all employers to pay their workers as set out in the guidance of the department of Business, Energy & Industrial Strategy ("BEIS") which states that a person may be found to be working whilst asleep if there is a statutory requirement for them to be present at the workplace, or they would be disciplined if they left the workplace. Any employer underpaying their staff for sleep-in shifts in pay reference periods ending after 26 July 2017 will be liable to pay financial penalties. In the event that we receive a negative decision in relation to sleep-ins carried out prior to 26 July 2017, we will consider challenging that decision through the Employment Tribunal and through judicial review proceedings.


During the HMRC enforcement suspension period, industry associations have lobbied the Department of Health, BEIS and others to provide the sector with financial support in relation to any potential historic sleep-in liability and arrears due to employees prior to July 2017. The Government has not yet substantively confirmed a package of financial support but one may be proposed. It is possible that that financial support will relate to periods prior to 26 July 2017. A further Government announcement is expected on or around 2 November 2017. We are not in a position to quantify an associated impact on the business but we continue to diligently monitor the outcomes of the above proceedings to scrutinise any impact for the Group; and

- Brexit - Britain's decision to leave the European Union may lead to a more challenging environment in the short and long term due to uncertainties in the current markets and future impacts on our workforce. We continue to diligently monitor the terms of Brexit negotiations to scrutinise any impact for the Group in this time of uncertainty.

FUTURE PROSPECTS

No significant changes or developments in the company's business are anticipated in the foreseeable future.

ON BEHALF OF THE BOARD:



P Sealey - Director

Date: 25/10/17

Wall Island
Birmingham Road
Lichfield
Staffordshire
WS14 0QP

Voyage MezzCo Limited

Report of the Directors For the Year Ended 31 March 2017

The Directors present their Annual Report and the audited financial statements for the year ended 31 March 2017.

In accordance with section 414(11) of the Companies Act 2006, information that is required to be contained in the Directors' Report has been included in the Strategic Report, specifically the future prospects of the business.

GOING CONCERN

The Group, of which the Company is a member, is funded through a combination of Shareholders' Funds, Unsecured Shareholders Loans, Senior Secured Notes and Second Lien Notes. At 31 March 2017, the Group had £222 million of 6.5% Senior Secured Notes due 2018, £50 million of 11% Second Lien Notes due 2019 and committed to a Revolving Credit Facility of £37.5 million which was undrawn.

After 31 March 2017 but before the signing of these financial statements, the Group completed a refinancing transaction and the gross proceeds were used to redeem in full existing Senior Secured Notes and Second Lien Notes and to pay fees incurred in connection with the transaction. The Group is now funded through a combination of Shareholders' Funds, Unsecured Shareholders Loans, Senior Secured Notes and Second Lien Notes. The Group has £215 million of 5 7/8% Senior Secured Notes due 2023, £35 million of 10% Second Lien Notes due 2023 and committed to a £45 million Revolving Credit Facility.

As part of the refinancing transaction the Group received a £28 million Equity Contribution, used £12 million of cash at bank and in hand and utilised £7 million of its £45 million Revolving Credit Facility for working capital purposes.

After reviewing the Company's forecasts and projections, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

The Directors therefore believe it remains appropriate to prepare the financial statements on a going concern basis.

DIVIDENDS

The results for the year are set out in detail on page 8.

The Directors do not recommend the payment of a dividend (2016: £Nil).

DIRECTORS

The Directors shown below have held office during the whole of the period from 1 April 2016 to the date of this report.

A Winning
P Sealey
A Cannon

The Directors benefited from qualifying third party indemnity provisions in place during the financial year and at the date of this report.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITOR

The Directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware and each Director has taken all steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

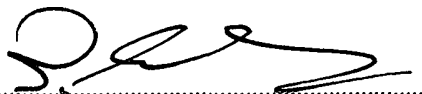
Voyage MezzCo Limited

**Report of the Directors - continued
For the Year Ended 31 March 2017**

AUDITOR

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be re-appointed and KPMG LLP will, therefore, continue in office.

ON BEHALF OF THE BOARD:



.....
P Sealey - Director

Date: 25/10/17

Wall Island
Birmingham Road
Lichfield
Staffordshire
WS14 0QP

Voyage MezzCo Limited

Statement of Directors' Responsibilities For the Year Ended 31 March 2017

The Directors are responsible for preparing the Strategic Report, the Report of the Directors and financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare company financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Accounting Standards and applicable law (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS 101).

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 accounting 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 corporate and financial information included on the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

**Independent Auditor's Report to the Members of
Voyage MezzCo Limited**

We have audited the financial statements of Voyage MezzCo Limited for the year ended 31 March 2017 on pages eight to eighteen. 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 101 '*Reduced Disclosure Framework*'.

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 six, 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 March 2017 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.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and the Report of the Directors 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 Strategic Report and the Report of the Directors:

- we have not identified material misstatements in those reports; and
- in our opinion, those reports have 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.



**Colin Brearley (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor**

Chartered Accountants
One Snowhill
Snow Hill Queensway
Birmingham
B4 6GH

Date: 26/10/17.....

Voyage MezzCo Limited

**Statement of Profit and Loss
For the Year Ended 31 March 2017**

	Notes	2017 £'000	2016 £'000
OPERATING PROFIT		-	-
Interest payable and similar expenses	5	<u>(29,666)</u>	<u>(23,496)</u>
LOSS BEFORE TAXATION		(29,666)	(23,496)
Tax on loss	7	<u>-</u>	<u>-</u>
LOSS FOR THE FINANCIAL YEAR		<u>(29,666)</u>	<u>(23,496)</u>

Voyage MezzCo Limited

**Statement of Other Comprehensive Income
For the Year Ended 31 March 2017**

	2017 £'000	2016 £'000
LOSS FOR THE YEAR	(29,666)	(23,496)
OTHER COMPREHENSIVE INCOME	—	—
TOTAL COMPREHENSIVE EXPENSE FOR THE YEAR	<u>(29,666)</u>	<u>(23,496)</u>

Voyage MezzCo Limited (Registered number: 05752486)

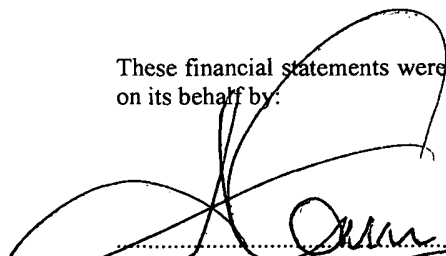
Statement of Financial Position

31 March 2017

	Notes	2017 £'000	2016 £'000
FIXED ASSETS			
Investments	8	-	-
CURRENT ASSETS			
Debtors	9	256,185	255,998
CREDITORS			
Amounts falling due within one year	10	<u>(9,494)</u>	<u>(9,306)</u>
NET CURRENT ASSETS		<u>246,691</u>	<u>246,692</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		246,691	246,692
CREDITORS			
Amounts falling due after more than one year	11	<u>(141,386)</u>	<u>(111,721)</u>
NET ASSETS		<u>105,305</u>	<u>134,971</u>
CAPITAL AND RESERVES			
Called up share capital	12	-	-
Share premium	13	348,208	348,208
Retained earnings	13	<u>(242,903)</u>	<u>(213,237)</u>
EQUITY SHAREHOLDERS' FUNDS		<u>105,305</u>	<u>134,971</u>

These financial statements were approved by the Board of Directors on its behalf by:

25 October 2017 and were signed


A Cannon - Director

Voyage MezzCo Limited

**Statement of Changes in Equity
For the Year Ended 31 March 2017**

	Called up share capital £'000	Share premium £'000	Retained earnings £'000	Total equity £'000
Balance at 1 April 2015	-	348,208	(189,741)	158,467
Changes in equity				
Total comprehensive income	-	-	(23,496)	(23,496)
Balance at 31 March 2016	-	348,208	(213,237)	134,971
Changes in equity				
Total comprehensive income	-	-	(29,666)	(29,666)
Balance at 31 March 2017	-	348,208	(242,903)	105,305

Voyage MezzCo Limited

Notes to the Financial Statements For the Year Ended 31 March 2017

1. STATUTORY INFORMATION

Voyage MezzCo Limited is a private company, limited by shares, registered in England and Wales. The Company's registered number and registered office address can be found on the Company Information page.

The Company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

2. ACCOUNTING POLICIES

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Basis of preparation

These financial statements have been prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS 101) and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRS"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The Company's ultimate parent undertaking, Voyage Care HoldCo Limited includes the Company in its consolidated financial statements. The consolidated financial statements of Voyage Care HoldCo Limited are prepared in accordance with International Financial Reporting Standards adopted by the EU and are available to the public.

As the consolidated financial statements of Voyage Care HoldCo Limited include the equivalent disclosures, the Company has also taken the exemption under FRS 101 available in respect of the following disclosures:

- a cash flow statement and related notes;
- disclosures in respect of transactions with wholly owned subsidiaries;
- the effects of new but not yet effective IFRS's; and
- certain disclosures required by IFRS 13 "Fair Value Measurement" and the disclosures required by IFRS 7 "Financial Instrument Disclosures".

The Company proposes to continue to adopt the reduced disclosure framework of FRS 101 in its next financial statements.

Judgements, estimates and assumptions

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets and liabilities, income and expenses.

The estimates and assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an on-going basis and any revisions to these estimates are recognised in the period in which the estimates are revised and in any future period affected.

The key assumptions which have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year are:

Impairment of investments

Determining whether investments in subsidiaries are impaired requires management to consider the carrying value of the net assets and the estimated net present value of future cash flows of trading companies based on a value in use calculation. Determining whether an investment is impaired requires an estimation of the value in use of the cash generating units (CGUs). The value in use calculation requires the Company to estimate the future cash flows expected to arise from the CGUs, and a suitable discount rate in order to calculate present value.

Voyage MezzCo Limited

Notes to the Financial Statements - continued For the Year Ended 31 March 2017

2. ACCOUNTING POLICIES - continued

Interest receivable and payable

Interest receivable and interest payable is recognised in the Statement of Profit and Loss as it accrues, using the effective interest method.

Taxation including deferred tax

The charge for taxation is based on the profit or loss for the year and comprises current and deferred taxation. Income tax is recognised in the Statement of Profit and Loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in the Statement of Other Comprehensive Income.

Tax currently payable is based on the taxable profit or loss for the year. Taxable profit or loss differs from 'profit / loss before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. Tax is calculated using tax rates enacted or substantively enacted at the date of the Statement of Financial Position.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Going concern

The Group, of which the Company is a member, is funded through a combination of Shareholders' Funds, Unsecured Shareholders Loans, Senior Secured Notes and Second Lien Notes. At 31 March 2017, the Group had £222 million of 6.5% Senior Secured Notes due 2018, £50 million of 11% Second Lien Notes due 2019 and committed to a Revolving Credit Facility of £37.5 million which was undrawn.

After 31 March 2017 but before the signing of these financial statements, the Group completed a refinancing transaction and the gross proceeds were used to redeem in full existing Senior Secured Notes and Second Lien Notes and to pay fees incurred in connection with the transaction. The Group is now funded through a combination of Shareholders' Funds, Unsecured Shareholders Loans, Senior Secured Notes and Second Lien Notes. The Group has £215 million of 5 7/8% Senior Secured Notes due 2023, £35 million of 10% Second Lien Notes due 2023 and committed to a £45 million Revolving Credit Facility.

As part of the refinancing transaction the Group received a £28 million Equity Contribution, used £12 million of cash at bank and in hand and utilised £7 million of its £45 million Revolving Credit Facility for working capital purposes.

After reviewing the Company's forecasts and projections, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

The Directors therefore believe it remains appropriate to prepare the financial statements on a going concern basis.

Investment in subsidiary undertakings

Investments in subsidiary undertakings are stated at cost less provision for impairment.

Voyage MezzCo Limited

**Notes to the Financial Statements - continued
For the Year Ended 31 March 2017**

3. EMPLOYEES AND DIRECTORS

There were no staff costs for the year ended 31 March 2017 nor for the year ended 31 March 2016.

4. DIRECTORS' EMOLUMENTS

Emoluments paid to the Directors in respect of their services to the Group including this Company:

	2017	2016
	£'000	£'000
Emoluments	679	615
Pension contributions	<u>87</u>	<u>67</u>
	<u>766</u>	<u>682</u>

Emoluments of the highest paid Director are as follows:

	2017	2016
	£'000	£'000
Emoluments	340	348
Pension contributions	<u>55</u>	<u>28</u>
	<u>395</u>	<u>376</u>

Three of the Directors active in the year accrued benefits under money purchase pension schemes (2016: Three Directors).

The Directors received no emoluments for their services to the Company in the current year (2016: £Nil).

Directors' emoluments were paid by another group company.

5. INTEREST PAYABLE AND SIMILAR EXPENSES

	2017	2016
	£'000	£'000
Interest payable to group undertakings	<u>29,666</u>	<u>23,496</u>

6. AUDITOR'S REMUNERATION

	2017	2016
	£'000	£'000
Audit of financial statements	<u>-</u>	<u>-</u>

The Company is not required to disclose separate information about fees for non-audit services provided to the company because the consolidated financial statements of the Company's ultimate parent, Voyage Care HoldCo Limited, disclose such fees on a consolidated basis.

Audit fees were borne by another group company.

Voyage MezzCo Limited

Notes to the Financial Statements - continued For the Year Ended 31 March 2017

7. TAXATION

Analysis of tax expense

No liability to UK corporation tax arose for the year ended 31 March 2017 nor for the year ended 31 March 2016.

Factors affecting the tax expense

The tax assessed for the year is higher (2016: higher) than the standard rate of corporation tax in the UK. The difference is explained below:

	2017 £'000	2016 £'000
Loss before income tax	<u>(29,666)</u>	<u>(23,496)</u>
Loss multiplied by the standard rate of corporation tax in the UK of 20% (2016: 20%)	(5,933)	(4,699)
Effects of:		
Group relief surrendered	-	394
Expenses not deductible for tax purposes	5,933	-
Effect of rate change on deferred tax balances	-	502
Deferred tax not recognised	<u>-</u>	<u>3,803</u>
Tax expense	<u>-</u>	<u>-</u>

Factors that may affect future tax charges

A reduction in the UK corporation tax rate from 21% to 20% (effective from 1 April 2015) was substantively enacted on 2 July 2013. Further reductions to 19% (effective from 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015, and an additional reduction to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016. This will reduce the Company's future current tax charge accordingly. The deferred tax asset/liability at 31 March 2017 has been calculated based on these rates.

Voyage MezzCo Limited

Notes to the Financial Statements - continued For the Year Ended 31 March 2017

8. INVESTMENTS

NET BOOK VALUE	Shares in subsidiary undertakings £'000
On 1 April 2016 and 31 March 2017	—

The subsidiary undertakings of the Company, all of which are registered in Great Britain, are summarised as follows:

Subsidiary	Nature of business	Country of incorporation	Holding	Proportion held %
Voyage 1 Limited *	Community care	England	Ordinary	100
Voyage 2 Unlimited *	Community care	England	Ordinary	100
Voyage Limited *	Community care	England	Ordinary	100
Voyage Specialist Healthcare Limited *	Community care	England	Ordinary	100
Voyage Care BondCo PLC *	Investment company	England	Ordinary	100
Voyage HoldCo 2 Limited	Intermediate holding company	England	Ordinary	100
Voyage BidCo Limited *	Intermediate holding company	England	Ordinary	100
Voyage Healthcare Group Limited *	Intermediate holding company	England	Ordinary	100
Voyage Care Limited *	Intermediate holding company	England	Ordinary	100
Solor Care (South West) Limited *	Community care	England	Ordinary	100
Solor Care London Limited *	Community care	England	Ordinary	100
Solor Care South East (2) Limited *	Community care	England	Ordinary	100
Solor Care West Midlands Limited *	Community care	England	Ordinary	100
Solor Care Limited *	Community care	England	Ordinary	100
Solor Care South East Limited *	Community care	England	Ordinary	100
Solor Care Holdings (3) Limited *	Intermediate holding company	England	Ordinary	100
Solor Care Holdings (2) Limited *	Dormant	England	Ordinary	100
Solor Care Group Limited *	Community care	England	Ordinary	100
Evesleigh (East Sussex) Limited *	Community care	England	Ordinary	100
Evesleigh Care Homes Limited *	Community care	England	Ordinary	100
Primary Care (UK) Limited *	Community care	England	Ordinary	100
Skills for Living (Leicestershire) Limited *	Community care	England	Ordinary	100
Redcliffe House Limited *	Community care	England	Ordinary	100
The Cedars (Mansfield) Limited *	Community care	England	Ordinary	100

*Held by subsidiary undertaking

The registered address of the Company and its subsidiary undertakings stated above is Wall Island, Birmingham Road, Lichfield, Staffordshire, WS14 0QP.

9. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2017 £'000	2016 £'000
Amounts due from group undertakings	<u>256,185</u>	<u>255,998</u>

The amounts due from group undertakings have no fixed repayment date.

Deferred tax assets totalling £676,000 (2016: £4,518,000) have not been recognised as it is improbable that sufficient taxable profits will arise against which the losses can be utilised.

Voyage MezzCo Limited

Notes to the Financial Statements - continued For the Year Ended 31 March 2017

10. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2017 £'000	2016 £'000
Amounts due to group undertakings	<u>9,494</u>	<u>9,306</u>

The amounts repayable to group undertakings have no fixed repayment date.

11. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2017 £'000	2016 £'000
Amounts payable to group undertakings	<u>141,386</u>	<u>111,721</u>

The amounts repayable to group undertakings have no fixed repayment date, but are due after more than one year.

12. CALLED UP SHARE CAPITAL

	2017 £'000	2016 £'000
Allotted, called up and fully paid:		
10,000 ordinary shares of £0.0001 each	-	-
360 "B" deferred ordinary shares of £0.0001 each	<u>-</u>	<u>-</u>
	<u>-</u>	<u>-</u>

Subject to the rights attached to any other share or class of share, the holders of the "B" deferred ordinary shares shall be entitled to be paid a dividend out of the profits available for distribution in respect of any financial year or other accounting period of the company and determined to be paid provided that no such dividend has been declared on the ordinary shares or a dividend (excluding the amount of any associated tax credit) of less than £100,000 per ordinary share has been declared. The "B" deferred ordinary shares shall confer no further right to participate in the profits of the Company.

On a return of capital on a winding up (and for the avoidance of doubt excluding conversion or redemption or reduction of capital in accordance with the terms of issues of any share, or purchase by the Company of any share or on a capitalisation issue and subject to the rights of any other class of shares that may be issued) there shall be paid to the holders of the "B" deferred ordinary shares the nominal capital paid up or credited as paid up on such "B" deferred ordinary shares after paying to the holders of the ordinary shares the nominal capital paid up or credited as paid up on the ordinary shares held by them respectively together with the sum of £100,000 on each ordinary share.

13. RESERVES

	Share premium £'000	Retained earnings £'000	Totals £'000
At 1 April 2016	348,208	(213,237)	134,971
Loss for the year	<u>-</u>	<u>(29,666)</u>	<u>(29,666)</u>
At 31 March 2017	<u>348,208</u>	<u>(242,903)</u>	<u>105,305</u>

Voyage MezzCo Limited

**Notes to the Financial Statements - continued
For the Year Ended 31 March 2017**

14. ULTIMATE PARENT UNDERTAKING

The Company's immediate parent undertaking is Voyage HoldCo 1 Limited and its ultimate parent undertaking is Voyage Care HoldCo Limited, both of which are registered in England and Wales.

Copies of the Group financial statements of Voyage Care HoldCo Limited can be obtained from:

The Company Secretary
Voyage Care HoldCo Limited
Wall Island
Birmingham Road
Lichfield
Staffordshire
WS14 0QP