

# Accomplish Group Cymru Lifestyles South Limited

Annual report and unaudited financial statements

Year ended 31 March 2023

Company registration number: 06161800



# Accomplish Group Cymru Lifestyles South Limited

## Annual report and financial statements

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# Accomplish Group Cymru Lifestyles South Limited

## Directors and other information

### **Directors**

D L Manson  
C J Anderton

### **Registered office**

Maybrook House  
Second Floor  
Queensway  
Halesowen  
B63 4AH

### **Company registration number**

06161800

# Accomplish Group Cymru Lifestyles South Limited

## Directors' report

The directors present their report and financial statements for the year ended 31 March 2023.

### Principal activity

The principal activity of the company is the provision of care and support to vulnerable adults with mental health needs, acquired brain injuries, learning disabilities or autism in supported living services. The company is in the process of becoming dormant following the transfer of services.

### Results and dividends

The results for the period are set out in the profit and loss account on page 5 and in the related notes.

In order to reflect the fact that the company no longer manages the contractual relationships with local authorities (as these contracts are in the main with a fellow group company, Accomplish Group Contract Management Limited), an arm's length mark-up has been applied to profit before interest and tax. This percentage mark-up may vary over time to ensure that it continues to provide an arm's length return to the company, based on the care services that it provides. If contracts are still in the process of being novated to Accomplish Group Contract Management Limited the company providing care services will retain some of their own billing. If a company is generating an overall profit before interest and tax in excess of, or lower than, the agreed full cost mark-up, Accomplish Group Contract Management Limited charges or credits the company such that the agreed arm's length full cost mark-up is met. The directors feel that this gives an appropriate representation of the company's results.

The balance sheet shows that the company has net current assets of £nil (2022: £nil) and net assets of £nil (2022: £nil).

No dividends were paid during the year (2022: £nil).

### Directors

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

D I. Manson (appointed 1 July 2022)  
C J Anderton (appointed 1 July 2022)  
M Ramsey (resigned 30 June 2022)  
L M Dutton (resigned 30 June 2022)

### Group restructure

Accomplish Mipco was the ultimate parent to this company. On 1 July 2022, the Accomplish group, a group of companies headed by Accomplish Mipco Limited, merged with the Keys group, a group of companies headed by the company previously known as Keys Group Limited (now renamed Keys Accomplish Group Limited). The Keys group provides residential, educational and transitional support ("leaving care") services to young people typically aged between eight and eighteen. The Keys group supports people who have emotional and behavioural difficulties, physical disabilities, learning disabilities and special educational needs.

The Accomplish and Keys groups were both owned by G Square at the point of the restructure and continue to be after that date with the ultimate controlling party for both being G Square Capital (GP) CV LLP. Both now have a new ultimate parent company of Keys Group Limited (formerly Union Mipco Limited), and are now known together as the "group".

# Accomplish Group Cymru Lifestyles South Limited

## Directors' report *(continued)*

### **Group restructure** *(continued)*

As a result of this merger the existing banking facilities were replaced with a combined facility for the group. This consists of a £270m unitranche facility expiring on 1 July 2029, with access to a committed capex/acquisition unitranche facility of £50m expiring on 1 July 2029 and a revolving credit facility of £15m expiring on 1 January 2029. The Keys group still retains the £15m of £12% preference shares, however as part of the merger, the preference shares are now redeemable on the 10<sup>th</sup> anniversary of the adoption date or on an exit.

### **Political donations**

The company made no political donations nor incurred any political expenditure during the year (2022: £nil).

### **Going concern**

Given the winding down of the company's operations, the directors have not prepared the financial statements on a going concern basis.

### **Small companies exemption**

In preparing the directors' report, the directors have taken the small companies exemption under Section 414 (B) of the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013, not to prepare a strategic report for presentation with these financial statements.

### **Qualifying third party indemnity provisions**

The company purchased and maintained throughout the financial year and up to the date of approval of the financial statements, Directors' and Officers' liability insurance in respect of itself and its directors.

### **Future outlook**

The directors anticipate the company will become dormant in the next twelve months as all services have now been transferred.

On behalf of the board



C J Anderton

*Director*

*Maybrook House, Second Floor, Queensway, Halesowen B63 4AH*

13 September 2023

# Accomplish Group Cymru Lifestyles South Limited

## Statement of directors' responsibilities in respect of the directors' report and the financial statements

The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', 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 then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the company's ability to continue as a going concern, disclosing as applicable, matters relating to going concern; and
- use the going concern basis of accounting 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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to error or fraud, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect such fraud and other irregularities.

# Accomplish Group Cymru Lifestyles South Limited

## Profit and loss account

For the year ended 31 March 2023

	<i>Note</i>	<b>2023 £'000</b>	<b>2022 £'000</b>
<b>Turnover</b>	<b>3</b>	<b>3</b>	<b>-</b>
Cost of sales		<b>(3)</b>	<b>(2)</b>
		<hr/>	<hr/>
<b>Gross profit /(loss)</b>		<b>-</b>	<b>(2)</b>
Administrative costs, before exceptional costs		-	(27)
Loss on disposal of fixed assets		-	(2)
Administrative costs		-	(29)
		<hr/>	<hr/>
<b>Operating profit/(loss)</b>	<b>6</b>	<b>-</b>	<b>(31)</b>
<b>Profit/(loss) before taxation</b>		<b>-</b>	<b>(31)</b>
Tax on profit/(loss)		-	-
		<hr/>	<hr/>
<b>Profit/(loss) for the financial year</b>		<b>-</b>	<b>(31)</b>
		<hr/>	<hr/>

All amounts relate to continuing operations.

The company had no other comprehensive income and accordingly, a statement of other comprehensive income has not been presented.

The accompanying notes are an integral part of the financial statements.

# Accomplish Group Cymru Lifestyles South Limited

## Balance sheet

At 31 March 2023

	Note	2023 £'000	2023 £'000	2022 £'000	2022 £'000
<b>Current assets</b>					
Debtors: amounts falling due within one year	7	3		-	
<b>Creditors: amounts falling due within one year</b>	8	(3)		-	
<b>Net current assets</b>			-		-
<b>Total assets less current liabilities</b>			-		-
<b>Net assets</b>			-		-
<b>Capital and reserves</b>					
Called up share capital	9		-		-
Profit and loss account	10		-		-
<b>Shareholders' funds</b>			-		-

For the year ending 31 March 2023 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

### Directors' responsibilities:

- The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476; and
- 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 were approved by the board of directors on 13 September 2023 and signed on its behalf by:



C J Anderton  
Director

Company registration number: 06161800

The accompanying notes are an integral part of the financial statements.



# Accomplish Group Cymru Lifestyles South Limited

## Statement of changes in equity

*For the year ended 31 March 2023*

	Share capital £'000	Profit and loss account £'000	Total £'000
<b>Balance at 1 April 2022</b>	-	-	-
<b>Total comprehensive income for the year</b>			
Profit for the financial year	-	-	-
	<hr/>	<hr/>	<hr/>
<b>Balance at 31 March 2023</b>	-	-	-
	<hr/>	<hr/>	<hr/>

	Share capital £'000	Profit and loss account £'000	Total £'000
<b>Balance at 1 April 2021</b>	-	31	31
<b>Total comprehensive income for the year</b>			
Loss for the financial year	-	(31)	(31)
	<hr/>	<hr/>	<hr/>
<b>Balance at 31 March 2022</b>	-	-	-
	<hr/>	<hr/>	<hr/>

The accompanying notes are an integral part of the financial statements.

# Accomplish Group Cymru Lifestyles South Limited

## Notes

*(forming part of the financial statements)*

### **1 Accounting policies**

Accomplish Group Limited (company registration number 06161800 (the “company”) is a company limited by shares and incorporated and domiciled in England in the United Kingdom. The address of its registered office is: Maybrook House, Second Floor, Queensway, Halesowen B63 4AH.

The financial statements have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, ‘The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland’ (‘FRS 102’) and the Companies Act 2006. The presentation currency of these financial statements is sterling. Monetary amounts in these financial statements are rounded to the nearest £’000.

The company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements. These financial statements are the company’s separate financial statements.

The company’s ultimate parent undertaking, Keys Group Limited (formerly Union Mipco Limited) includes the company in its consolidated financial statements. The consolidated financial statements of Keys Group Limited (formerly Union Mipco Limited) are prepared in accordance with FRS 102 and are available to the public as stated in note 11. In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the period;
- Cash flow statement and related notes; and
- Key management personnel compensation.

As the consolidated financial statements of Keys Group Limited (formerly Union Mipco Limited) include the disclosures equivalent to those required by FRS 102, the company has also taken the exemptions available in respect of the following disclosures:

- Certain disclosures required by FRS 102.11 Basic Financial Instruments and FRS 102.12 Other Financial Instrument Issues in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets and liabilities, income and expense. Actual results may differ from these estimates.

#### ***Measurement convention***

The financial statements are prepared on the historical cost basis.

# Accomplish Group Cymru Lifestyles South Limited

## Notes (continued)

### 1 Accounting policies (continued)

#### **Going concern**

Given the winding down of the company's operations, the directors have not prepared the financial statements on a going concern basis, as set out in the directors' report.

#### **Basic financial instruments**

##### *Other debtors/creditors*

Other debtors are recognised initially at transaction price less attributable transaction costs. Other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest rate. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

#### **Impairment excluding deferred tax assets**

##### *Financial assets (including other debtors)*

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the group would receive for the asset if it were to be sold at the reporting date. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

#### **Turnover**

Turnover represents amounts receivable for the provision of care and support to people with complex needs and challenging behaviour in supported living services, net of VAT. Revenue for the period is recognised when the services are provided and deferred income relates to fees that are invoiced in advance. In order to reflect the fact that the company no longer manages the contractual relationships with local authorities (as these contracts are in the main with a fellow group company, Accomplish Group Contract Management Limited), an arm's length mark-up has been applied to profit before interest and tax. This percentage mark-up may vary over time to ensure that it continues to provide an arm's length return to the company, based on the care services that it provides. If contracts are still in the process of being novated to Accomplish Group Contract Management Limited the company providing care services will retain some of their own billing. If a company is generating an overall profit before interest and tax in excess of, or lower than, the agreed full cost mark-up, Accomplish Group Contract Management Limited charges or credits the company such that the agreed arm's length full cost mark-up is met. The directors feel that this gives an appropriate representation of the company's results.

# Accomplish Group Cymru Lifestyles South Limited

## Notes (continued)

### 1 Accounting policies (continued)

#### **Provisions**

Provisions are recognised when the company has a legal or constructive present obligation as a result of a past event, it is probable that the company will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting end date, taking into account the risks and uncertainties surrounding the obligation.

Where the effect of the time value of money is material, the amount expected to be required to settle the obligation is recognised at present value. When a provision is measured at present value the unwinding of the discount is recognised as a finance cost in profit or loss in the period it arises.

#### **Onerous contracts**

Anticipated losses on onerous contracts are provided for where it is recognised that the terms of a contract will result in unavoidable future operating losses. The provision is based on management's best estimate of the operating losses expected to be incurred over the remaining life of the contract.

#### **Contingencies**

Contingent liabilities are not recognised. Contingent liabilities arise as a result of past events when (i) it is not probable that there will be an outflow of resources or that the amount cannot be reliably measured at the reporting date or (ii) when the existence will be confirmed by the occurrence or non occurrence of uncertain future events not wholly within the company's control. Contingent liabilities are disclosed in the financial statements unless the probability of an outflow of resources is remote. Contingent assets are not recognised. Contingent assets are disclosed in the financial statements when an inflow of economic benefits is probable

The company is part of a VAT group and therefore they have joint and several liability for any VAT due. This has been borne by Keys PCE Limited and fully paid since the year end.

### 2 Judgements and key sources of estimation uncertainty

The principal accounting judgements and estimates utilised in the presentation of the financial statements of the company which have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are:

#### **Valuation of amounts owed by group undertakings**

The company assess the recoverability of intercompany balances annually or more frequently if warranted by a change in circumstances. If it is determined that the carry values cannot be recovered, the unrecoverable amounts are charged against current earnings. Recoverability is dependent upon assumptions and judgements regarding market conditions and future cash flows.

### 3 Turnover

	2023 £'000	2022 £'000
Operating fee income from Accomplish Group Contract Management Limited	3	-

All of the company's activities are carried out in the United Kingdom.

# Accomplish Group Cymru Lifestyles South Limited

## Notes (continued)

### 4 Staff numbers and costs

Except for the directors, the average number of employees during the year was nil (2022:nil).

### 5 Directors' emoluments

The directors did not receive any emoluments for their qualifying services provided to the company during the year (2022 (restated): £nil).

### 6 Operating profit/(loss)

Included in operating profit/(loss) are the following:

	2023 £'000	2022 £'000
Fees payable to the auditors in respect of the audit	-	9
Fees payable to the auditors in respect of tax compliance	-	1
Loss on disposal of tangible fixed assets	-	2

### 7 Debtors: amounts falling due within one year

	2023 £'000	2022 £'000
Amounts owed by fellow group companies	3	-

Amounts owed by group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

### 8 Creditors: amounts falling due within one year

	2023 £'000	2022 £'000
Accruals and deferred income	3	-

### 9 Capital and reserves

	2023 £'000	2022 £'000
<b>Share capital</b>		
<i>Allotted, called up and fully paid</i>		
1 ordinary share of £1 each	-	-
<b>Shares classified in shareholders' equity</b>	-	-

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the company.

# Accomplish Group Cymru Lifestyles South Limited

## Notes *(continued)*

### **10 Reserves**

#### **Profit and loss account**

The profit and loss account represents the cumulative profits and losses of the company less any distributions made to the owners of the company.

### **11 Ultimate controlling party**

The company is a subsidiary undertaking of Accomplish Group Bidco Limited. The ultimate parent company is Keys Group Limited (formerly Union Mipco Limited), and the ultimate controlling party is G Square Capital (GP) CV LLP.

The largest group in which the results of the company are consolidated is that headed by Keys Group Limited (formerly Union Mipco Limited), Maybrook House, Second Floor, Queensway, Halesowen B63 4AH. The smallest group in which they are consolidated is that headed by Union Midco Limited, Maybrook House, Second Floor, Queensway, Halesowen B63 4AH.

### **12 Related party transactions**

The company is ultimately a wholly owned subsidiary of Keys Group Limited (formerly Union Mipco Limited) and as such has taken advantage of the exemption in FRS 102 33.1A not to disclose transactions or balances with wholly owned subsidiaries which form part of the group.

### **13 Contingent liabilities**

The company had no contingent liabilities at 31 March 2023 (2022: £nil).

### **14 Subsequent events**

There were no events after the balance sheet date that would require adjustment or disclosure in the financial statements.

### **15 Capital commitments**

The company had no capital commitments at 31 March 2023 (2022: £nil).