

Registration number: 13159793

RUBY HOLDCO LIMITED
CONSOLIDATED FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 SEPTEMBER 2022

Hazlewoods LLP
Windsor House
Bayshill Road
Cheltenham
Gloucestershire
GL50 3AT

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RUBY HOLDCO LIMITED

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RUBY HOLDCO LIMITED

COMPANY INFORMATION

Directors	D W Hamlett O S Harris K Lineker P G Nelson S T S Shiong
Registered Office	1 Suffolk Way Sevenoaks Kent TN13 1YL
Bankers	National Westminster Bank Plc 67 High Street Sevenoaks Kent TN13 1LA
Auditors	Hazlewoods LLP Windsor House Bayshill Road Cheltenham GL50 3AT

RUBY HOLDCO LIMITED

DIRECTORS' REPORT FOR THE PERIOD ENDED 30 SEPTEMBER 2022

The directors present their report and the consolidated financial statements for the period ended 30 September 2022.

Principal activity

The principal activity of the company is that of a non-trading holding company.

The principal activity of the group is that of the provision of support for people with complex continuing health needs.

The company was incorporated on 26 January 2021.

Directors of the company

The directors who held office during the period, and up to the date of approval of these financial statements, were as follows:

D W Hamlett
O S Harris
K Lineker
P G Nelson
S T S Shiong (appointed 6 April 2021)

Financial risk

Objectives and policies

The board constantly monitors the group's trading results and revise projections as appropriate to ensure that the group can meet its future obligations as they fall due.

Price risk, credit risk, liquidity risk and cash flow risk

The group is exposed to the usual credit and cash flow risk associated with selling on credit and manages this through credit control procedures. The nature of its financial instruments are such that they are not subject to price risk or liquidity risk.

The group's bank loans and loan stock are subject to price and liquidity risk as disclosed in note 15 to the financial statements.

In accordance with the Financial Reporting Council's 'Going Concern and Liquidity Risk: Guidance for Directors of UK Companies 2009', the directors of all companies are now required to provide disclosures regarding the adoption of the going concern basis of accounting.

The group has sufficient resources available and continues to trade profitably generating positive operating cashflows. The directors have prepared forecasts for the next 12 months that indicate that these trends will continue and that these cashflows will be sufficient for the group to meet its financing commitments as they fall due, including meeting refinancing requirements in order to settle the debt fall due within 12 months of the signing. The directors therefore have a reasonable expectation that the group has adequate resources to continue in operational existence for the foreseeable future and have continued to adopt the going concern basis in preparing the financial statements.

Employment of disabled persons

The group's policy is to consider the recruitment of disabled workers for those vacancies that they are able to fill. All necessary assistance with initial training courses is given. Once employed, a career plan is developed so as to ensure suitable opportunities for each disabled person. 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 group encourages the involvement of employees in its management through regular departmental meetings. Further information has been included in the Strategic Report.

RUBY HOLDCO LIMITED

DIRECTORS' REPORT FOR THE PERIOD ENDED 30 SEPTEMBER 2022

Engagement with Suppliers, Customers and Others

As part of the group's commitment to maintaining an excellent reputation and achieving high standards, the group is continually engaging with its suppliers, customers and other stakeholders in their respective businesses. Engagements with suppliers are aimed at ensuring that suppliers provide quality goods and services, in a timely manner, at a cost that is fair and equitable to both parties. Engagements with our customers ensure that the group continues to provide a quality service to our customers that is value for money. It is critical that we meet the needs of our customers and ongoing engagement allows us to monitor these needs and adapt our services in a way that maintains customer satisfaction and ensures the sustainable growth of our business. Our engagement with other stakeholders includes engagement with our local communities, this is particularly relevant to our care businesses whose reputation within their respective communities remains critical to the ongoing success of the group as a whole.

Future developments

The external environment is expected to remain competitive going forwards, however, the directors remain confident that the group will continue to improve its current level of performance in the future and will continue to trade as a going concern for the reasons detailed in Note 1 to the financial statements.

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 which they know the auditors are unaware of.

Appointment of auditors

Hazlewoods LLP have expressed their willingness to continue in office.

27/1/2023

Approved by the board on and signed on its behalf by:



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K Lineker

RUBY HOLDCO LIMITED

STRATEGIC REPORT FOR THE PERIOD ENDED 30 SEPTEMBER 2022

The directors present their strategic report for the period ended 30 September 2022.

Overview

Active Care Group is the UK's leading national provider of complex care services, harnessing innovation to raise standards and deliver better outcomes for children, young people and adults. The group provides progressive, personalised care pathways that combine clinical expertise, personal support, and therapeutic and rehabilitation services, in a range of different settings to meet users' evolving needs. Our vision is a world where people with the most complex needs are surrounded by the collaborative, holistic and expert care they require and the kindness they deserve, to live a brighter future and their best lives.

The group's underlying objective is to generate value for shareholders through the provision of outstanding care to people with a range of complex needs, in the areas of acquired brain injury, acquired spinal injury, neurological conditions, mental health, learning disabilities and respiratory & ventilation. In particular, the group aims to provide a pathway for continuing care as the needs of these people change through:

- Specialised Hospital and Residential care, with over 50 locations across the UK including specialist hospital settings for Children and Adolescent Mental Health Services (CAMHS), and neurological hospitals.
- Supported Living Services that provide a unique environment of support for adults requiring help to live independently in their own homes, within a community-based setting.
- Specialised Rehabilitation services to adults with neurological conditions resulting from injury, illness or disease.
- Care-in-the-home providing specialist care to individuals in their own homes.
- Nine case management companies, a neuro therapy company and a medical reporting business, forming the largest case management business in the UK.
- Specialist clinical care for people with complex respiratory ventilation requirements at the Lane Fox Remeo Respiratory Centre in Surrey.

The group is supported by a strong freehold asset base(see note 12), and staff recruitment expertise provided through Jane Lewis and Medbank, both leading providers of temporary staff across the healthcare sector. It is well positioned to integrate and create value from further acquisitions that support the group's underlying objective.

Market context

The total market for adult specialist care in the UK is estimated to be in excess of £15bn per year. It is funded through Local Authorities, Clinical Commissioning Groups/ Integrated Care Board, NHS England, and Insurance Companies. The group's range of services provides a significant addressable market and we believe continued growth to be likely due to:

- Changing demographics - clinical developments and ever advancing diagnostics have extended people's lives, increasing both the size, and average age of the population. Improving the life expectancy of those with more complex care needs has also created demand for a broader, more varied style of care service.
- Changing approach to care provision – historically, individuals with complex care needs were left within an acute hospital setting for a prolonged period. This is now seen as having a detrimental impact on both the individual, the efficiency of their care, and effectiveness of the hospital. The group aims to work closely with trauma units and other medical professionals to provide long-term ongoing care within the community whenever possible. This ensures that tailored care pathways work in the best interest of each individual's care needs.

RUBY HOLDCO LIMITED

STRATEGIC REPORT FOR THE PERIOD ENDED 30 SEPTEMBER 2022

Key risks and uncertainties

We believe that the group is well placed to manage risks relative to many other companies in the sector due to:

- The breadth of both the care services that can be provided and the means through which this can be done
- Diversity of clinical expertise underpinned by a robust governance framework.
- Its in-house recruitment expertise
- Its freehold asset base (see note 12)

Residual risks and uncertainties relate primarily to funding and to the ability to recruit sufficient appropriate staff to provide care.

- Overall, UK government spending remains subject to tight control. Whilst budget cuts are announced in other areas, an increase in demand for UK adult social care continues to be reflected in spending decisions.
- We believe that the key means of delivery of care must inevitably remain through the private sector due to the long-standing structures and relationships built up over many years.
- We also believe that the political importance of the sector means that the government will ensure that providers retain access to a supply of labour from outside the UK.
- The post Brexit and post pandemic environment has generated a more challenging landscape in terms of recruitment and retention of colleagues across the business. We are well placed to react to this through the Jane Lewis and Medbank staffing businesses which provide a significant benefit to the group through UK and international recruitment.
- The rise in UK inflation during the reporting period has generated a degree of pressure on the cost base of the business; this has been partly mitigated by consolidating the group's energy and other significant procurement contracts. Rises in National Living Wage also contribute to increases in costs. Government departments continue to ensure adequate financial support to ensure ongoing services provision for the individuals in our care.

Performance in the year

The results for the 18 month period which are set out in the profit and loss account, show an operating profit before amortisation, depreciation and exceptional costs of £28,859,000 (Year ended 31 March 2021: £22,521,000). This includes the results of The Huntercombe Group from acquisition date in December 2021.

At 30 September 2022, the group had tangible fixed assets, intangible fixed assets and investments of £378,041,000 (At 31 March 2021: £255,912,000). The directors consider the results for the period and the financial position of the group at the period end to be satisfactory. In addition to financial measures the Key Performance Indicators measured by the Group include:

- Occupancy for Residential Services
- Hours of care provided through Care-in-the-home services
- Chargeable hours through Case Management
- Hours of agency workers provided by the Staffing Solutions companies

The Directors are satisfied with the position of these indicators at the end of the financial period and believe that the prospects for the Group are positive.

Carbon Reporting Statement

The table below shows the energy usage for the group for the 18 month period to 30 September 2022 (12 month period ending 31 March 2021), and the related carbon emissions. This includes electricity and gas usage as stated on utility invoices received and vehicle travel usage as gauged by employee travel claims for mileage costs. The conversion from kWh to CO₂e has been undertaken using calculations available from the National Energy Foundation. Overall, for the year, the total energy consumption was 16,070,284 (Year ended 31 March 2021: 7,262,559) kWh which translates to a total gross emission of 3,270 (Year end 31 March 2021: 1,655) metric tonnes of CO₂ emissions. This is the equivalent of 1.37 (Year ended 31 March 2021: 0.73) tonnes CO₂e per service user across the group.

RUBY HOLDCO LIMITED**STRATEGIC REPORT
FOR THE PERIOD ENDED 30 SEPTEMBER 2022**

UK Greenhouse gas emissions and energy use data for the period 1 April 2021 to 30 September 2022	Period ended 30 September 2022	Year ended 31 March 2021
Energy consumption used to calculate emissions (kWh)	16,070,284	7,262,559
Scope 1 emissions in metric tonnes CO ₂ e		
Gas consumption	2,398	943
Scope 2 emissions in metric tonnes CO ₂ e		
Purchased electricity	684	623
Scope 3 emissions in metric tonnes CO ₂ e		
Business travel in employee owned vehicles	188	88
Total gross emissions in metric tonnes CO ₂ e	3,270	1,655
Intensity ratio Tonnes CO ₂ e per service user	1.37	0.73

Total energy consumption during the period has increased by 8,807,725 kWh being a 47.5% increase on the prior year on an annualised basis. A prime driver of this increase is the inclusion of the Huntercombe Group for 9 months of the reporting period.

During the financial period to 30 September 2022, the group reviewed its energy consumption to assess whether there were any material energy savings opportunities within our buildings (both offices and residential services), or within our travel arrangements for employees. A number of sites in the case management and staffing divisions were closed as part of a site rationalisation programme. Some recommendations have already been implemented and the group will continue to make such improvements where possible.

There is no separate reporting for Ruby Holdco Limited on an individual company basis as the energy consumption within the company is below the reportable threshold of 40,000 kWh.

Section 172 statement

The Directors believe that they have effectively implemented their duties under section 172 of the Companies Act 2006. The Directors have considered the long-term strategy of the of the group to generate value for shareholders by providing, progressive, personalised care pathways that combine clinical expertise, personal support, and therapeutic and rehabilitation services and consider that this strategy will continue to deliver long term success to the group and its stakeholders.

RUBY HOLDCO LIMITED

**STRATEGIC REPORT
FOR THE PERIOD ENDED 30 SEPTEMBER 2022**

The Directors recognise the importance of wider stakeholders in delivering their strategy and achieving sustainability within the group. The main stakeholders in the group are considered to be the shareholders, employees, suppliers and customers. Their importance to the business is considered below.

The group's core businesses are summarised into residential care, care in the home services, case management and recruitment. While each area of the group's business has its own specific areas of focus, the importance of each of the stakeholders across the group is not diminished in any of the given areas of business.

The group is committed to maintaining an excellent reputation and strives to achieve high standards. Our relationships with our suppliers, employees and customers are all interlinked in that by treating our suppliers fairly and having the right suppliers ensures that our staff are able to operate in a conducive environment while ensuring customers' needs are met. By ensuring that we have the correct suppliers supplying the right quality of goods or services, coupled with quality staff working in optimal environments, we can ensure that service offered to our customers is of a high quality and standard resulting in continued support in each of our core businesses. Each of these combined ultimately aims to result in a sustainable business and continued return for our shareholders.

The group's services are regulated by the Care Quality Commission (CQC) in England, the Care Inspectorate Wales (CIW) in Wales and the Care Inspectorate in Scotland who perform inspections at least once every 5 years however, the CQC could inspect any provider at any point in time irrespective of rating and inspections are almost always unannounced. In order to maintain acceptable levels and standards of care, we continually monitor our care levels in order to ensure that we maintain a high level of service and care at all times. During the period, our inspection reports for certain of our services indicated that improvements were required which has resulted in changes being made and action being taken in order to rectify any shortcomings in the quality of our service and care.

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

Employee involvement

Our staff are treated with respect and dignity. Clear objectives are set for staff in terms of performance and in order to facility performance, the group ensure that that our staff are able to work in an environment that is conducive to achieving those goals in a way that is fair and equitable.

The group encourages the involvement of employees in its management through regular departmental meetings thus ensuring that meaningful change occurs at a localised level depending on the needs of employees and the business. It is at these meetings where employees are made aware of any changes to the business which may impact on the employees or their working environment.

27/1/2023

Approved by the board on and signed on its behalf by:



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K Lineker
Director

RUBY HOLDCO LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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

Company law requires the directors to prepare financial statements for each financial period. 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 group and of the company and of the profit or loss of the group for that year. 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 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 the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

RUBY HOLDCO LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RUBY HOLDCO LIMITED

Opinion

We have audited the financial statements of Ruby Holdco Limited (the 'parent company') and its subsidiaries (the 'group') for the period ended 30 September 2022, which comprise the Consolidated Profit and Loss Account, Consolidated Balance Sheet, Balance Sheet, Consolidated Statement of Changes in Equity, Statement of Changes in Equity, Consolidated Statement of Cash Flows, 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 group's and the parent company's affairs as at 30 September 2022 and of the group's loss for the period 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 group 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

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the group's or the parent company's ability to continue to adopt the going concern basis of accounting for a year of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. 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.

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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.

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 period 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.

RUBY HOLDCO LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RUBY HOLDCO LIMITED

Matters on which we are required to report by exception

In the light of our knowledge and understanding of the group and the parent 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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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 group's and the parent 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 group or the parent 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.

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.

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

Owing to the inherent limitations of an audit, there is unavoidable risk that material misstatements in the financial Statements may not be detected, even though the audit is properly planned and performed in accordance with the ISA's (UK). In identifying and assessing risks of material misstatement in respect of fraud, including irregularities and non-compliance with laws and regulations, our procedures included the following:

- We obtained an understanding of the legal and regulatory frameworks applicable to the company financial statements or that had a fundamental effect on the company's operations. We determined that the most significant laws and regulations included UK GAAP, UK Companies Act 2006 and taxation laws.
- We understood how the company is complying with those legal and regulatory frameworks by making inquiries of management, those responsible for legal and compliance procedures.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur. Audit procedures performed by the engagement team included:
- Identifying and assessing the design effectiveness of controls management has in place to prevent and detect fraud;
- Understanding how those charged with governance considered and addressed the potential for override of controls or other inappropriate influence over the financial reporting process. Detailed analysis of journals posted through the accounting system during the period to 30 September 2022 has been undertaken;
- Understanding the controls in place to prevent and detect fraud. Reliance was not placed on controls for the entirety of the audit, instead taking a substantive testing approach, however controls were in place to prevent fraud, and they appeared to be working effectively;
- Challenging assumptions and judgements made by management in its significant accounting estimates.

RUBY HOLDCO LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RUBY HOLDCO LIMITED

Use of our 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.

Martin Howard

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Martin Howard (Senior Statutory Auditor)
For and on behalf of Hazlewoods LLP, Statutory Auditor

Windsor House
Bayshill Road
Cheltenham
GL50 3AT

27/1/2023

Date:.....

RUBY HOLDCO LIMITED
(Registration number: 13159793)

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED 30 SEPTEMBER 2022

	Note	Period ended 30 September 2022 £000	Year ended 31 March 2021 £000
Turnover	3	230,832	122,084
Cost of sales		(147,004)	(70,750)
Gross profit		83,828	51,334
Administrative expenses		(54,969)	(28,813)
Operating profit before amortisation, depreciation and exceptional costs		28,859	22,521
Amortisation of intangible fixed assets	10	(11,716)	(8,837)
Depreciation of tangible assets	12	(7,838)	(4,629)
Exceptional costs	4	(3,676)	(3,055)
Group operating profit	5	5,629	6,000
Interest receivable and similar income		2	-
Interest payable and similar charges	8	(81,705)	(38,260)
Loss on ordinary activities before taxation		(76,074)	(32,260)
Tax on ordinary activities	9	(998)	(1,075)
Loss for the financial year		(77,072)	(33,335)

The above results were derived from continuing operations.

The group has no other comprehensive income for the year.

The notes from page 18 onwards form an integral part of these financial statements.

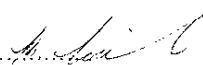
RUBY HOLDCO LIMITED
(Registration number: 13159793)

CONSOLIDATED BALANCE SHEET
AS AT 30 SEPTEMBER 2022

		30 September 2022 £000	31 March 2021 £000
Fixed assets	Note		
Intangible fixed assets	10	216,708	151,724
Tangible fixed assets	12	161,333	104,188
		<u>378,041</u>	<u>255,912</u>
Current assets			
Debtors	13	37,700	30,108
Cash at bank and in hand		17,381	6,278
		<u>55,051</u>	<u>36,386</u>
Creditors: Amounts falling due within one year	14	(25,966)	(21,658)
Net current assets		<u>29,085</u>	<u>14,728</u>
Total assets less current liabilities		<u>407,126</u>	<u>270,640</u>
Creditors: Amounts falling due after more than one year	14	659,297	445,931
Provisions for deferred tax liabilities	16	5,071	5,061
Capital and reserves			
Called up share capital	17	10	9
Share premium reserve	18	1,045	864
Merger reserve	18	(106,692)	(106,692)
Profit and loss account	18	(151,605)	(74,533)
Equity attributable to owners of the company		<u>(257,242)</u>	<u>(180,352)</u>
Total capital, reserves and long term liabilities		<u>407,126</u>	<u>270,640</u>

27/1/2023

Approved by the board and authorised for issue on and signed on its behalf by:


 K Lineker
 Director

The notes from page 18 onwards form an integral part of these financial statements.

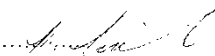
RUBY HOLDCO LIMITED
(Registration number: 13159793)

BALANCE SHEET
AS AT 30 SEPTEMBER 2022

		30 September 2022 £000	31 March 2021 £000
	Note		
Fixed assets			
Investments	25	324,756	324,756
		<u>324,756</u>	<u>324,756</u>
Current assets			
Debtors: amounts falling due within one year	13	68,298	4,006
Cash at bank and in hand		77	-
		<u>68,376</u>	<u>4,006</u>
Creditors: Amounts falling due within one year	14	(227)	(120)
		<u>68,149</u>	<u>3,886</u>
Total assets less current liabilities		<u>392,905</u>	<u>328,642</u>
Creditors: Amounts falling due after more than one year	14	408,460	328,794
		<u>408,460</u>	<u>328,794</u>
Capital and reserves			
Called up share capital	17	10	9
Share premium reserve	18	1,045	864
Profit and loss account	18	(16,610)	(1,025)
		<u>(15,555)</u>	<u>(152)</u>
Total capital, reserves and long term liabilities		<u>392,905</u>	<u>328,642</u>

27/1/2023

Approved by the board and authorised for issue on and signed on its behalf by:


K Lineker
Director

The notes from page 18 onwards form an integral part of these financial statements.

RUBY HOLDCO LIMITED**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 30 SEPTEMBER 2022**

	Share capital £000	Share premium £000	Retained earnings £000	Merger reserve £000	Total £000
At 1 April 2021	9	864	(74,533)	(106,692)	(180,352)
Issue of shares	1	181	-	-	182
Loss for the period and total comprehensive income	-	-	(77,072)	-	(77,072)
Balance at 30 September 2022	10	1,045	(151,605)	(106,692)	(257,242)

	Share capital £000	Share premium £000	Retained earnings £000	Merger reserve £000	Total £000
At 1 April 2020 in acquired group	-	-	(41,198)	(31,393)	(72,591)
Issue of shares	9	864	-	-	873
Loss for the year and total comprehensive income	-	-	(33,335)	-	(33,335)
Arising on group reconstruction	-	-	-	(75,299)	(75,299)
Balance at 31 March 2021	9	864	(74,533)	(106,692)	(180,352)

The notes from page 18 onwards form an integral part of these financial statements.

RUBY HOLDCO LIMITED**STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 30 SEPTEMBER 2022**

	Share capital £000	Share premium £000	Retained earnings £000	Total £000
At 1 April 2021	9	864	(1,025)	(152)
Issue of shares	1	181	-	182
Loss for the period and total comprehensive income	-	-	(15,585)	(15,585)
Balance at 30 September 2022	10	1,045	(16,610)	(15,555)

	Share capital £000	Share premium £000	Retained earnings £000	Total £000
Issue of shares on incorporation	9	864	-	873
Loss for the year and total comprehensive income	-	-	(1,025)	(1,025)
Balance at 31 March 2021	9	864	(1,025)	(152)

The notes from page 18 onwards form an integral part of these financial statements.

RUBY HOLDCO LIMITED
(Registration number: 13159793)

CONSOLIDATED CASH FLOW STATEMENT
AS AT 30 SEPTEMBER 2022

		Period ended 30 September 2022 £000	Year ended 31 March 2021 £000
	Note		
Cash flows from operating activities			
Loss for the year		(77,072)	(33,335)
Depreciation and amortisation	10, 12	19,554	13,466
Profit on disposal of fixed assets		(23)	-
Net finance costs	8	81,703	38,260
Corporation tax expense	9	998	1,075
		<hr/>	<hr/>
		25,160	19,466
(Decrease)/Increase in trade and other receivables		8,325	(6,922)
Increase in trade and other payables		3,796	6,780
		<hr/>	<hr/>
		12,121	19,324
Income taxes paid		333	(2,181)
		<hr/>	<hr/>
Net cash flow from operating activities		37,614	17,143
		<hr/>	<hr/>
Cash flows from investing activities			
Acquisition of subsidiaries (net of cash received)		(64,511)	(570)
Proceeds from sale of property, plant and equipment		918	24
Acquisitions of property plant and equipment	12	(16,622)	(2,438)
Interest received		2	-
		<hr/>	<hr/>
		(80,213)	(2,984)
		<hr/>	<hr/>
Cash flows from financing activities			
Interest and other finance costs paid		(26,552)	(14,284)
Net receipts from ordinary shares issued		182	-
Cash out to minority shareholders on group reconstruction		-	(17,351)
Loans advanced		105,524	20,000
Repayment of loans		(80,000)	-
Repayment of bank loans acquired with subsidiary		(77,337)	-
Issue of preference shares classed as debt		43,369	-
Redemption of preference shares in subsidiary		-	(3,000)
Finance leases advanced		90,202	-
Repayment of capital element of finance leases and HP contracts		-	(68)
		<hr/>	<hr/>
Net cash flows from financing activities		53,702	(14,703)
		<hr/>	<hr/>
Net (decrease)/increase in cash and cash equivalents		11,103	(544)
Cash and cash equivalent at 1 April 2021 and 1 April 2020		6,278	6,822
		<hr/>	<hr/>
Cash and cash equivalents at 30 September 2022 and 31 March 2021		17,381	6,278
		<hr/>	<hr/>

RUBY HOLDCO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 SEPTEMBER 2022**

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:

1 Suffolk Way
Sevenoaks
Kent
TN13 1YL

2 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below.

Statement of compliance

The consolidated financial statements of Ruby Holdco Limited have been prepared in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland, and the Companies Act 2006.

Basis of preparation

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

The presentational currency of the financial statements is Pound 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.

Change in period end

On 24 December 2021, the group acquired the group controlled by Huntercombe Group Holdco Limited, see note 11. Due to the proximity of the acquisition to 31 March 2022, given the acquired group's size in relation to the existing group, a decision was taken to extend the reporting period by six months to allow sufficient time to fully integrate the new acquisition into the group.

Basis of consolidation

The consolidated financial statements consolidate the financial statements of the company and its subsidiary undertakings drawn up to 30 September 2022.

A subsidiary is an entity controlled by the company. Control is achieved where the company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed of during the period are included in the Profit and Loss Account from the effective date of acquisition or up to the effective date of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by the group.

The purchase method of accounting is used to account for business combinations that result in the acquisition of subsidiaries by the group. The cost of a business combination is measured as the fair value of the assets given up, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the business combination. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Any excess of the cost of the business combination over the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised is recorded as goodwill.

Inter-company transactions, balances and unrealised gains on transactions between the company and its subsidiaries, which are related parties, are eliminated in full. Intra-group losses are also eliminated but may indicate an impairment that requires recognition in the consolidated financial statements.

Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group. Non-controlling interests in the net assets of consolidated subsidiaries are identified separately from the group's equity therein. Non-controlling interests consist of the amount of those interests at the date of the original business combination and the non-controlling shareholder's share of changes in equity since the date of the combination.

RUBY HOLDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 SEPTEMBER 2022

Going concern

As disclosed in note 15, the Group has a loan facility repayable within 12 months of the date of approving these financial statements. The directors are putting plans in place with regard to this repayment and have confirmed support from its ultimate investors will be available to assist if necessary. After reviewing the group's forecasts and projections, the directors have a reasonable expectation that the group has adequate resources to continue in operational existence for the foreseeable future. The group and company therefore continues to adopt the going concern basis in preparing its financial statements.

Parent company profit and loss account

The company has taken advantage of the provisions of the Companies Act 2006 and has not presented a profit and loss account. The company recorded a loss for the period of £15,585,000.

Revenue recognition

Turnover is measured at the fair value of the consideration received or receivable and represents amounts receivable for the provision of care services. When the consideration receivable in cash or cash equivalents is deferred, and the arrangement constitutes in effect a financing transaction, the fair value of the consideration is measured as the present value of all future receipts determined using an imputed rate of interest, normally the rate that discounts the nominal amount of consideration to the cash sales price.

The group recognises revenue when the amount of revenue can be measured reliably, when it is probable that future economic benefits will flow to the entity. Where the amount received relates to a period which covers the balance sheet date, it is apportioned over the period to which it relates.

Interest income

Interest income is recognised using the effective interest method.

Intangible fixed assets

Goodwill arises on business acquisitions and represents the excess of the cost of the acquisition over the group's interest in the net amount of the identifiable assets, liabilities and contingent liabilities of the acquired business. Goodwill recognised at acquisition is measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is amortised on a straight-line basis over its useful life, which is estimated to be twenty years.

Tangible assets

Tangible assets are carried at cost less accumulated depreciation and accumulated impairment losses.

Depreciation on assets is calculated so as to write off the cost of an asset, less its residual value, over their estimated useful lives as follows:

Land	Nil
Freehold and leasehold property	50 years straight line
Furniture and fittings	5 years straight line
Motor vehicles	3 years straight line
Office equipment	3 years straight line

On disposal, the difference between the net disposal proceeds and the carrying amount of the item sold is recognised in comprehensive income, and included in other operating income.

Sale and leaseback

When a sale and leaseback transaction results in a finance lease, no gain is immediately recognised for any excess of sales proceeds over the carrying amount of the asset. Instead, the proceeds are deferred and presented as a liability and subsequently measured at amortised cost using the effective interest method.

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 debtors are repayable within one year and are hence included at the undiscounted amount of the cash expected to be received. A provision for the impairment of trade debtors is established when there is objective evidence that the group will not be able to collect all amounts due according to the original terms of the receivables.

RUBY HOLDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 SEPTEMBER 2022

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 group 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 subsequently measured at amortised cost using the effective interest method.

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 group after deducting all of its liabilities. Where shares are issued, any component that creates a financial liability of the group 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 assets 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.

Financial assets and liabilities are only offset in the balance sheet when, and only when there exists a legally enforceable right to set off the recognised amounts and the group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

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, and 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 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.

Borrowings

Interest-bearing borrowings are initially recorded at fair value, net of transaction costs. Interest-bearing borrowings are subsequently carried at amortised cost, with the difference between the proceeds, net of transaction costs, and the amount due on redemption being recognised as a charge to the Profit and Loss Account over the period of the relevant borrowing.

RUBY HOLDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 SEPTEMBER 2022

Interest expense is recognised on the basis of the effective interest method and is included in interest payable and similar charges.

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

Leases

Leases are classified as finance leases when they transfer substantially all the risks and rewards of ownership of the leased assets to the group. Other leases that do not transfer substantially all the risks and rewards of ownership of the leased assets to the group are classified as operating leases.

Provisions

Provisions are recognised when the group has a legal or constructive obligation at the reporting date as a result of a past event, it is probable that the group will be required to settle the obligation and the amount of the obligation can be reliably estimated.

Provisions are recognised at the best estimate of the amount required to settle the obligation at the reporting date.

Income Tax

Taxation expense represents the aggregate amount of current tax and deferred tax recognised in the reporting period.

Current tax is the amount of income tax payable in respect of the taxable profit for the period or prior years.

A deferred tax asset or liability is recognised for tax recoverable or payable in future periods in respect of transactions and events recognised in the financial statements of current and previous periods.

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. Timing differences result from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax is recognised on all timing differences at the reporting date apart from certain exceptions. Unrelieved tax losses and other deferred tax assets are only recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date and that are expected to apply to the reversal of the timing differences. Deferred tax relating to land and investment properties that is measured at fair value is measured using the tax rates and allowances that apply to the sale of the asset.

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.

Preference shares are classified according to the substance of their contractual obligations. Preference shares are classified as financial liabilities when they have a fixed maturity date and/or a fixed annual dividend yield. In the absence of any of the above, the preference shares are classified as equity.

Employee benefits

Short-term employee benefits

Short-term employee benefits are recognised as an expense in the period in which they are incurred.

Post-employment defined contribution plans

Amounts in respect of defined contribution plans are recognised as an expense as they are incurred.

Termination benefits

Provisions for termination benefits are recognised only when the group is demonstrably committed to terminate the employment of an employee or of a group of employees before their normal retirement date or to provide termination benefits as a result of an offer made in order to encourage voluntary redundancy.

RUBY HOLDCO LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 SEPTEMBER 2022****Judgements and key sources of estimation uncertainty**

Goodwill is amortised over twenty years, being the finite period over which the directors consider that this asset will enhance the value of the tangible net assets acquired.

The directors have applied their judgement by recognising the sale and subsequent ground rent agreement of certain properties, owned by the group, based on the substance and not on their legal form. The impact is that no sale of land and buildings is recognised instead, there is a reclassification from freehold land and buildings to leasehold land and buildings. There is no impact on depreciation as the economic useful life has not, in the opinion of the directors, changed as a result of the transaction. A finance lease liability has been recognised as a result of the capital amount received from the sale element of the agreement which will be repaid in line in with the terms of the agreement over the lease term of 125 years. At the end of the agreement, the group has the option to repurchase the properties for £1. The directors have relied on the length of the agreement, the total future minimum lease payments and the future repurchase price to inform their judgement in this regard.

No other significant judgements have had to be made by the directors in preparing these financial statements.

No key sources of estimation uncertainty were used in the preparation of these consolidated financial statements.

3 Turnover

The total turnover of the group for the year has been derived from its principal activity wholly undertaken in the UK.

4 Exceptional items

	Period ended 30 September 2022 £000	Year ended 31 March 2021 £000
Transaction related costs not capitalised	120	-
Covid-19 related exceptional costs	481	713
Restructuring costs	2,316	1,511
Other exceptional costs	759	831
	<u>3,676</u>	<u>3,055</u>

Other exceptional costs above includes items such as one-off projects, consultancy costs and contract termination costs. In order to assist users in assessing the performance of the group and its underlying business, these amounts have been disclosed separately as part of group operating profit, as they do not relate to the underlying business of the group and are non-recurring.

5 Operating profit

	Period ended 30 September 2022 £000	Year ended 31 March 2021 £000
Operating profit is stated after charging:		
Amortisation	11,716	8,837
Depreciation	7,838	4,629
Auditors' remuneration – audit services	114	75
Auditors' remuneration – non-audit services	168	114

Non-audit services above represent £89,000 (2021: £61,000) in relation to accounting services and £79,000 (2021: £53,000) in relation to taxation services.

Auditors' remuneration for the company was £2,000 (2021: £1,000) for audit services and £11,000 (2021: £2,000) for non-audit services.

RUBY HOLDCO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 SEPTEMBER 2022**

6 Staff costs

Group

The aggregate employee benefit expenses were as follows:

	Period ended 30 September 2022 £000	Year ended 31 March 2021 £000
Wages and salaries	127,437	70,377
Social security costs	11,325	5,785
Expense of defined contribution pension scheme	2,820	1,665
	<hr/>	<hr/>
	141,582	77,827
	<hr/>	<hr/>

The average number of persons employed by the group (including directors) during the year was as follows:

	Period ended 30 September 2022 No.	Year ended 31 March 2021 No.
Average staff numbers	<hr/> 3,918	<hr/> 3,704

Company

No staff costs were incurred in the company in the period (2021: £Nil) and the average staff numbers in the period were 5 (2021: 5).

RUBY HOLDCO LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 SEPTEMBER 2022****7 Directors' remuneration****Group**

The directors' remuneration for the period/year was as follows:

	Period ended 30 September 2022 £000	Year ended 31 March 2021 £000
Remuneration (including benefits in kind)	1,244	822
Contributions paid to money purchase schemes	54	7
	<u>1,298</u>	<u>829</u>

The amount paid in respect of the highest paid director was £559,000 (2021: £302,000), including £52,000 (2021: £1,000) of pension contributions.

During the year the number of directors who were receiving benefits and share incentives was as follows:

	Period ended 30 September 2022 No.	Year ended 31 March 2021 No.
Accruing benefits under money purchase pension scheme	<u>2</u>	<u>3</u>

Company

The directors received no remuneration from the company in the period.

8 Interest payable and similar charges

	Period ended 30 September 2022 £000	Year ended 31 March 2021 £000
Interest on hire purchase liabilities	523	-
Finance charges adjacent to interest	1,850	4,282
Bank loan interest	22,469	8,259
Interest on investor loan notes	3,560	-
Interest on preference shares	<u>53,303</u>	<u>25,719</u>
	<u>81,705</u>	<u>38,260</u>

RUBY HOLDCO LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 SEPTEMBER 2022****9 Taxation**

	Period ended 30 September 2022 £000	Year ended 31 March 2021 £000
Current tax:		
UK corporation tax	1,049	1,178
Adjustment for prior periods	-	-
	<u>1,049</u>	<u>1,178</u>
Deferred tax		
Origination and reversal of timing differences	(51)	(103)
Effect of change in tax rate	-	-
	<u>998</u>	<u>1,075</u>

Tax on profit on ordinary activities for the period is higher than the standard rate of corporate tax in the UK of 19% (2021: 19%).

The differences are reconciled below:

	Period ended 30 September 2022 £000	Year ended 31 March 2021 £000
Loss on ordinary activities before taxation	(76,074)	(32,260)
Corporation tax at standard rate	(14,454)	(6,130)
Non-deductible expenses (predominantly disallowable interest)	14,671	5,017
Depreciation and amortisation in excess of capital allowances	670	2,233
Carry forward /(utilisation) of tax losses	111	(45)
Total current tax	<u>998</u>	<u>1,075</u>

Effective 1 April 2023, the corporation tax rate increases from 19% to 25%.

RUBY HOLDCO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 SEPTEMBER 2022**

10 Intangible fixed assets

	Goodwill £000
Cost	
At 1 April 2021	176,738
Adjustments to goodwill relating to prior year acquisitions	(66)
Addition during the period	76,766
	<hr/>
At 30 September 2022	253,438
Amortisation	
At 1 April 2021	25,014
Charge for the period	11,716
	<hr/>
At 30 September 2022	36,730
	<hr/>
Net book value	
At 30 September 2022	<hr/> 216,708 <hr/>
At 31 March 2021	<hr/> 151,724 <hr/>

RUBY HOLDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 SEPTEMBER 2022

11 Business combinations

On 24 December 2021, ACG Bidco Limited, a subsidiary of the company, acquired 100% of the issued share capital of Huntercombe Group Holdco Limited, obtaining control.

The company, and its subsidiaries, contributed £65,006,000 of revenue and £921,000 of loss to the Group's loss for the period between the date of acquisition and the balance sheet date.

The amounts recognised in respect of the identifiable assets acquired and liabilities assumed are as set out in the table below:

	Fair value on acquisition £000
Assets and liabilities acquired	
Financial assets	15,887
Cash	2,128
Tangible assets	49,256
Financial liabilities	(77,337)
Deferred tax	(61)
	<hr/>
Total identifiable net liabilities	(10,127)
Goodwill	76,766
	<hr/>
Total consideration	66,639
	<hr/>
Satisfied by:	
Cash	64,101
Costs of acquisition	2,538
	<hr/>
Total consideration transferred	66,639
	<hr/>
Cashflow analysis:	
Cash consideration	66,639
Less: cash and cash equivalent balances acquired	(2,128)
	<hr/>
Net cash outflow arising on acquisition	64,511
	<hr/>

RUBY HOLDCO LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 SEPTEMBER 2022****12 Tangible assets**

	Land and buildings £000	Assets under construction £000	Furniture, fittings & equipment £000	Motor vehicles £000	Total £000
Cost					
At 1 April 2021	101,585	-	9,777	626	111,988
Additions	5,348	1,872	9,225	207	16,622
Addition on acquisition	43,258	3,042	2,686	-	49,256
Disposals	(212)	-	(793)	(184)	(1,189)
At 30 September 2022	151,299	4,884	20,895	649	176,677
Depreciation					
At 1 April 2021	4,808	-	2,561	431	7,800
Charge for the year	3,321	-	4,218	299	7,838
Disposals	-	-	(110)	(184)	(294)
At 30 September 2022	8,219	-	6,669	546	15,344
Net book value					
At 30 September 2022	142,120	4,884	14,226	103	161,333
At 31 March 2021	96,777	-	7,216	195	104,188

Assets held under finance leases and hire purchase contracts

The net carrying amount of tangible assets includes the following amounts in respect of assets held under finance leases and hire purchase contracts.

	2022 £000	2021 £000
Land and buildings (see note 21)	98,093	-

RUBY HOLDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 SEPTEMBER 2022**13 Debtors**

Due within one year	Group At 30 September 2022 £000	Company At 30 September 2022 £000	Group At 31 March 2021 £000	Company At 31 March 2021 £000
Trade debtors	25,882	-	25,648	-
Amounts owed by group undertakings	-	22,326	-	-
Other debtors	2,020	45,972	683	4,006
Prepayments and accrued income	9,768	-	3,777	-
	<u>37,700</u>	<u>68,298</u>	<u>30,108</u>	<u>4,006</u>

The company's other debtors of £45,972,000 (March 2021: £4,006,000) are made up of preference dividends receivable from a group undertaking.

14 Creditors

Due within one year	Note	Group At 30 September 2022 £000	Company At 30 September 2022 £000	Group At 31 March 2021 £000	Company At 31 March 2021 £000
Trade creditors		4,808	-	1,955	-
Corporation tax		1,573	-	191	-
Other taxes and social security costs		3,573	-	2,000	-
Accruals and other creditors		16,012	227	17,512	120
		<u>25,966</u>	<u>227</u>	<u>21,658</u>	<u>120</u>
Due after one year					
Loans and borrowings	15	<u>659,297</u>	<u>408,460</u>	<u>445,931</u>	<u>328,794</u>
		<u>659,297</u>	<u>408,460</u>	<u>445,931</u>	<u>328,794</u>

RUBY HOLDCO LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 SEPTEMBER 2022****15 Loans and borrowings**

	Group At 30 September 2022 £000	Company At 30 September 2022 £000	Group At 31 March 2021 £000	Company At 31 March 2021 £000
Non-current loans and borrowings				
Preference shares	408,458	408,460	309,152	309,152
Bank loan	160,637	-	136,779	-
Amounts owed to subsidiaries	-	-	-	19,642
Finance leases	90,202	-	-	-
	<u>659,297</u>	<u>408,460</u>	<u>445,931</u>	<u>328,794</u>

The bank loans of £160,637,000 (March 2021: £136,779,000) is made up of a Bridging finance loan of £55,749,000 (March 2021: £Nil) and bank loans of £104,888 (March 2021: £136,779).

The bank loans are payable after a period of seven years, carries interest at various rates between SONIA plus 5.5% per annum and SONIA plus 6% per annum that are variable depending on the group's performance, and is secured by a fixed and floating charge over the assets of the group. The bank loan above represents a gross amount of £165,524,000 (March 2021: £140,000,000) less unamortised debt costs of £4,887,000 (March 2021: £3,221,000).

The bridging finance loan's is repayable on termination date. The first termination date, in June 2023, is twelve months from the initial loan with an option, at the sole discretion of the group, to extend, by six months, to a second termination date. It is on this basis that the bridging loan has been classified as non-current. Interest is charged on this loan at the risk-free rate plus 10% per annum. This loan is secured by way of fixed and floating charges over the assets and business undertakings of the company.

The finance lease of £90,202,000 (March 2021: £Nil) represents the capital portion, net of debt costs, in respect of the ground rent agreements entered into during the year. The agreement matures after 125 years in May 2147 and attracts interest at 4% above the base lending rate per annum. Due to the significant length of the contract, the liability has not been split between current and non-current. The agreements are secured by the properties to which they relate. See note 21.

Preference shares classified as debt

	Group and Company At 30 September 2022		Group and Company At 31 March 2021	
	No	£	No	£
Preference shares of £0.00001 each	346,593,046	3,466	303,223,779	3,032
Preference M shares of £0.00001 each	3,308,640	33	3,308,640	33
	<u>349,901,686</u>	<u>3,499</u>	<u>306,532,419</u>	<u>3,065</u>

The preference shares and preference M shares are unsecured and carry an 11% and 1% annual cumulative dividend respectively (calculated by reference to the issue price of £1 each), which is payable on redemption of the shares. The shares can be redeemed at the option of the holders on the sale or flotation of the company. The preference shares above represent initial face value of £349,902,000 (2021: £306,532,000) less issue costs of £1,866,000 (2021: £2,411,000) plus accrued interest of £60,424,000 (2021: £5,031,000).

RUBY HOLDCO LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 SEPTEMBER 2022****16 Provision for deferred tax liabilities**

	Group At 30 September 2022 £000	Group At 31 March 2021 £000
At 1 April 2021	5,061	5,164
Acquired with subsidiaries	61	-
Credit for the period	(51)	(103)
At 30 September 2022	<u>5,071</u>	<u>5,061</u>

Deferred tax above relates to gains on revalued properties of £5,018,000 (2021: £5,061,000) and other timing differences of £53,000 (2021: £Nil).

The company has no provision for deferred tax liabilities in either the current or prior period.

17 Share capital

	Group and Company At 30 September 2022		Group and Company At 31 March 2021	
	No	£	No	£
Ordinary shares – A of 1p each	750,000	7,500	750,000	7,500
Ordinary shares – B of 1p each	60,000	600	60,000	600
Ordinary shares – C of 1p each	195,000	1,950	62,500	625
	<u>1,004,800</u>	<u>10,050</u>	<u>872,500</u>	<u>8,725</u>

All shares rank *pari passu* but have separate dividend rights.

During the current period the company issued an additional 132,500 C Ordinary shares at a price of £1 per share.

18 Reserves**Group and company**

Share premium represents the premium at which shares have been issued by the company.

Retained earnings represents the profits and losses retained by the group or company.

Merger reserve represents the reserve created upon the restructure of the group when the company became the ultimate parent of the group. As the acquisition of the group by the company was a restructure by nature and not an acquisition, merger accounting was the most appropriate accounting treatment for the transaction at a consolidated level resulting in this reserve.

19 Pension schemes**Defined contribution pension scheme**

The group operates a defined contribution pension scheme. The pension cost charge for the period represented contributions payable by the group to the scheme and amounted to £2,820,000 (year ended 31 March 2021: £1,665,000).

Contributions totalling £373,000 (March 2021: £424,000) were payable to the scheme at the end of the year and are included in creditors.

RUBY HOLDCO LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 SEPTEMBER 2022****20 Related party transactions****Group****Key management personnel**

The directors, whose remuneration is disclosed in note 7, are considered to be the key management of the group.

Summary of transactions with parent

Refer to note 13 and 14 for related party balances owed in relation to group undertakings.

The preference share dividend cost disclosed in note 8 is ultimately payable to the group's controlling party.

During the period the Group paid monitoring fees of £225,000 (Year ended 31 March 2021: £150,000) to its ultimate controlling party.

21 Financial commitments**Finance leases**

The total of future minimum lease payments is as follows:

	Group At 30 September 2022 £000	Group At 31 March 2021 £000
Not later than one year	2,318	-
Later than one year and not later than five years	9,272	-
Later than five years	268,908	-
	<hr/> 280,498	<hr/> -

During the period, the group entered into a sale and leaseback agreement in respect of 29 properties owned by the group. Annual ground rent is payable is £2,318,000 over a period of 125 years. Interest is charged on outstanding balances at 4% above the base lending rate and the net liability outstanding at year end is £90,202,000. At the maturity date of these agreements, the group is entitled to repurchase the properties for £1.

Operating Leases

The total of future minimum lease payments is as follows:

	Group At 30 September 2022 £000	Group At 31 March 2021 £000
Not later than one year	612	730
Later than one year and not later than five years	500	1,102
Later than five years	-	118
	<hr/> 1,112	<hr/> 1,950

22 Financial guarantee contracts**Company**

The company is bound by an intra-group cross guarantee in respect of bank debt with other members of the group. The amount guaranteed is £165,524,000.

RUBY HOLDCO LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 SEPTEMBER 2022****23 Control**

The ultimate controlling party is Montreux Healthcare Fund, a registered investment fund in the Isle of Man.

24 Net debt

	At 1 April 2021	Arising on acquisitions	Non-cash	Cash flows	At 30 September 2022
	£000	£000	£000	£000	£000
Bank loan	(136,779)	(77,337)	-	53,479	(160,637)
Preference shares	(309,152)	-	(55,937)	(43,369)	(408,458)
Finance lease/ Hire purchase liabilities	-	-	-	(90,202)	(90,202)
	(445,931)	(77,337)	(55,937)	(80,092)	(659,297)
Cash at bank and in hand	6,278	-	-	11,103	17,381
Net debt	(439,653)	(77,337)	(55,937)	(68,989)	(641,916)
	At 1 April 2020	Arising on acquisitions	Non-cash	Cash flows	At 31 March 2021
	£000	£000	£000	£000	£000
Bank loan	(116,112)	-	(3,912)	(16,755)*	(136,779)
Preference shares	(230,822)	-	(81,330)	3,000	(309,152)
Finance lease/ Hire purchase liabilities	(68)	-	-	68	-
	(347,002)	-	(85,242)	(13,387)	(445,931)
Cash at bank and in hand	6,822	-	-	(544)	6,278
Net debt	(340,180)	-	(85,242)	(14,231)	(439,653)

*= Amount is made up of £20,000,000 loan advance less debt costs of £3,245,000.

RUBY HOLDCO LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 SEPTEMBER 2022****25 List of companies****Investments - Company
Cost and carrying value****Company
£**

At 31 March 2021 and 30 September 2022

324,756

Subsidiary undertakings	Country of incorporation	Class	At 30 September 2022 Shares held %	At 31 March 2021 Shares held %
ACG Holdco Limited ¹	England and Wales	Ordinary	100	100
ACG Midco Limited ¹	England and Wales	Ordinary	100	100
ACG Bidco Limited ¹	England and Wales	Ordinary	100	100
Active Assistance (UK) Group Limited ¹	England and Wales	Ordinary	100	100
MyLife Supported Living Limited ³	England and Wales	Ordinary	100	100
Willowmead Property Limited ³	England and Wales	Ordinary	100	100
MyHome North Limited ⁷	England and Wales	Ordinary	100	100
Supported Living (UK) Limited ³	England and Wales	Ordinary	100	100
Active Assistance Finance Limited ¹	England and Wales	Ordinary	100	100
Active Assistance Limited ¹	England and Wales	Ordinary	100	100
Staff Management Limited ²	England and Wales	Ordinary	100	100
Communicare (GB) Limited ⁷	England and Wales	Ordinary	100	100
Multihealth Limited ¹	England and Wales	Ordinary	100	100
1st Care Nursing Limited ⁷	England and Wales	Ordinary	100	100
Caring 4 U (UK) Limited ⁷	England and Wales	Ordinary	100	100
Active Assistance Care Services Limited ⁷	England and Wales	Ordinary	100	100
Kingly Care Partnership Limited ³	England and Wales	Ordinary	100	100
Neural Pathways (UK) Limited ⁷	England and Wales	Ordinary	100	100
NE Lifestyles Limited ⁷	England and Wales	Ordinary	100	100
Titleworth Neuro Limited ³	England and Wales	Ordinary	100	100
Tania Brown Limited ⁴	England and Wales	Ordinary	100	100
J S Parker Limited ⁴	England and Wales	Ordinary	100	100
Care and Case Management Services Limited ⁴	England and Wales	Ordinary	100	100
Westcountry Case Management Limited ⁴	England and Wales	Ordinary	100	100
Brownbill Associates Limited ⁴	England and Wales	Ordinary	100	100
Rehab Without Walls Limited ⁴	England and Wales	Ordinary	100	100
Anglia Case Management Holdings Limited ¹	England and Wales	Ordinary	100	100
Anglia Case Management Ltd ⁴	England and Wales	Ordinary	100	100
Pegasus Medical Limited ⁴	England and Wales	Ordinary	100	100
Northern Case Management Limited ⁴	England and Wales	Ordinary	100	100
John-Edwards Care Homes Ltd ³	England and Wales	Ordinary	100	100
Chester Healthcare Limited ⁵	England and Wales	Ordinary	100	100
Chester Professional Services Limited ⁵	England and Wales	Ordinary	100	100
Independence Homes Limited ³	England and Wales	Ordinary	100	100
Michaelhannah Limited ⁶	England and Wales	Ordinary	100	100
Remeo Healthcare Limited ³	England and Wales	Ordinary	100	100
Remeo Property Limited ³	England and Wales	Ordinary	100	100
Medbank Healthcare Solutions Limited ⁵	England and Wales	Ordinary	100	100
AJ Case Management Ltd ³	England and Wales	Ordinary	100	100
A J Specialist Recruitment Limited ⁵	England and Wales	Ordinary	100	100

RUBY HOLDCO LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 SEPTEMBER 2022**

Subsidiary undertakings	Country of incorporation	Class	At 30 September 2022 Shares held %	At 31 March 2021 Shares held %
Prism Holdco Limited ¹	England and Wales	Ordinary / preference	100	100
Prism Midco Limited ¹	England and Wales	Ordinary	100	100
Prism Bidco Limited ¹	England and Wales	Ordinary	100	100
Hamsard 3232 Limited ¹	England and Wales	Ordinary	100	100
Hamsard 3267 Limited ³	England and Wales	Ordinary	100	100
Christchurch Court Holdings Limited ¹	England and Wales	Ordinary	100	100
Christchurch Court (UK) Limited ¹	England and Wales	Ordinary	100	100
Christchurch Court Limited ³	England and Wales	Ordinary	100	100
Hunters Moor 928 Limited ¹	England and Wales	Ordinary	100	100
Hunters Moor 929 Limited ³	England and Wales	Ordinary	100	100
Hunters Moor 930 Limited ¹	England and Wales	Ordinary	100	100
Hunters Moor Residential Limited ¹	England and Wales	Ordinary	100	100
Hunters Moor Residential Services Limited ³	England and Wales	Ordinary	100	100
Hunters Moor Residential Property Limited ¹	England and Wales	Ordinary	100	100
Nugo Care Limited ⁶	England and Wales	Ordinary	100	100
Glocare Limited ⁶	England and Wales	Ordinary	100	100
Bethany Lodge Kent Limited ³	England and Wales	Ordinary	100	100
Huntercombe Group Holdco Limited ¹	England and Wales	Ordinary	100	-
Huntercombe Group Midco Limited	England and Wales	Ordinary	100	-
Huntercombe Group Midco Limited	England and Wales	Ordinary	100	-
Active Manco Limited ¹	England and Wales	Ordinary	100	-
Active Neuro Limited ¹	England and Wales	Ordinary	100	-
Active Adult Limited ¹	England and Wales	Ordinary	100	-
Active Young People Limited ³	England and Wales	Ordinary	100	-
Pathways North West Limited ³	England and Wales	Ordinary	100	-
Oakleaf Westmidlands Limited ³	England and Wales	Ordinary	100	-
HMM Holdings Limited ¹	Isle of Man	Ordinary	100	-

The principal activity of the companies listed above is that of:

¹ holding companies and intermediate holding companies

² provision of complex care in the home services

³ residential care services

⁴ case management services

⁵ specialist carer recruitment services

⁶ property holding companies

⁷ dormant / non-trading companies

The registered office for all companies incorporated in England and Wales is 2nd Floor, 1 Suffolk Way, Sevenoaks, Kent TN13 1YL.

The registered office for HMM Holdings Limited is 12 Mount Havelock, Douglas, Isle of Man, IM1 2QG.

The only subsidiary directly held by the Company is ACG Holdco Limited.

The company has granted a guarantee in respect of the following companies to allow them to claim exemption from audit under section 479A of the Companies Act 2006:

MyLife Supported Living Limited	Willowmead Property Limited
MyHome North Limited	Supported Living (UK) Limited
Communicare (GB) Limited	Mulithealth Limited
1 st Care Nursing Limited	Caring 4 U (UK) Limited
Active Assistance Care Services Limited	Neural Pathways (UK) Limited
NE Lifestyles Limited	Titleworth Neuro Limited
Tania Brown Limited	J S Parker Limited
Care and Case Management Services Limited	Westcountry Case Management Limited

RUBY HOLDCO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 SEPTEMBER 2022**

Brownbill Associates Limited
Anglia Case Management Holdings Ltd
Pegasus Medical Limited
John-Edwards Care Homes Ltd
Chester Professional Services Limited
Remeo Property Limited
AJ Case Management Ltd
Michaelhannah Limited
Prism Holdco Limited
Prism Bidco Limited
Hamsard 3267 Limited
Christchurch Court (UK) Limited
Hunters Moor 928 Limited
Hunters Moor 930 Limited
Hunters Moor Residential Services Limited
Nugo Care Limited

Rehab Without Walls Limited
Anglia Case Management Limited
Northern Case Management Limited
Chester Healthcare Limited
Remeo Healthcare Limited
Medbank Healthcare Solutions Limited
A J Specialist Recruitment Limited
Bethany Lodge Kent Limited
Prism Midco Limited
Hamsard 3232 Limited
Christchurch Court Holdings Limited
Christchurch Court Limited
Hunters Moor 929 Limited
Hunters Moor Residential Limited
Hunters Moor Residential Property Limited
Glocare Limited