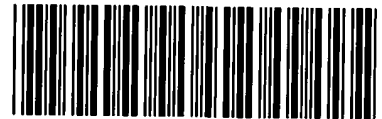


**REPORT OF THE DIRECTORS AND  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016  
FOR  
SUNFLEUR LIMITED**

THURSDAY



\*A63RNF9D\*

A10

06/04/2017

#401

COMPANIES HOUSE

**SUNFLEUR LIMITED (REGISTERED NUMBER: 08002473)**

**CONTENTS OF THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2016**

---

	<b>Page</b>
<b>Company Information</b>	<b>1</b>
<b>Report of the Directors</b>	<b>2</b>
<b>Statement of Directors' Responsibilities</b>	<b>3</b>
<b>Independent auditor's report to the members of Sunfleur Limited</b>	<b>4</b>
<b>Statement of Profit or Loss and Other Comprehensive Income</b>	<b>6</b>
<b>Statement of Financial Position</b>	<b>7</b>
<b>Statement of Changes in Equity</b>	<b>8</b>
<b>Statement of Cash Flows</b>	<b>9</b>
<b>Notes to the Financial Statements</b>	<b>10</b>

**SUNFLEUR LIMITED**

**COMPANY INFORMATION  
FOR THE YEAR ENDED 31 DECEMBER 2016**

---

**DIRECTORS:**

D Kay  
D McAlear  
T Street

**REGISTERED OFFICE:**

One Vine Street  
London  
W1J 0AH

**REGISTERED NUMBER:**

08002473 (England and Wales)

**AUDITOR:**

KPMG LLP  
Statutory Auditor  
Chartered Accountants  
1 Sovereign Square  
Sovereign Street  
Leeds  
LS1 4DA

**SUNFLEUR LIMITED (REGISTERED NUMBER: 08002473)**

**REPORT OF THE DIRECTORS  
FOR THE YEAR ENDED 31 DECEMBER 2016**

---

The directors present their report with the financial statements of the company for the year ended 31 December 2016.

**PRINCIPAL ACTIVITY**

The principal activity of the company in the year under review was that of the investment in and management of a specialist care home.

**DIVIDENDS**

The directors do not recommend payment of a dividend (2015: nil).

**DIRECTORS**

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

D Kay  
T Street

Other changes in directors holding office are as follows:

D McAlear - appointed 8 November 2016

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

**POLITICAL AND CHARITABLE DONATIONS**

The company made no donations in the current or previous year.

**GOING CONCERN**

After making enquiries, the directors have a reasonable expectation that the company and the group have adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

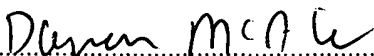
**STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS**

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditor is unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

**AUDITOR**

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

**SIGNED BY ORDER OF THE DIRECTORS:**

  
D McAlear - Director

Date: 30 March 2017

One Vine Street  
London  
W1J 0AH

**STATEMENT OF DIRECTORS' RESPONSIBILITIES  
FOR THE YEAR ENDED 31 DECEMBER 2016**

---

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 elected to prepare the financial statements in accordance with IFRSs as adopted by the EU 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 they have been prepared in accordance with IFRSs as adopted by the EU; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They 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 fraud and other irregularities.



**KPMG LLP**

1 Sovereign Square  
Sovereign Street  
Leeds  
LS1 4DA  
United Kingdom

**Independent auditor's report to the members of Sunfleur Limited**

We have audited the financial statements of Sunfleur Limited for the year ended 31 December 2016 set out on pages 6 to 15. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the EU.

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

**Respective responsibilities of directors and auditor**

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

**Scope of the audit of the financial statements**

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at [www.frc.org.uk/auditscopeukprivate](http://www.frc.org.uk/auditscopeukprivate).

**Opinion on financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2016 and of its loss for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the EU; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

**Opinion on other matters prescribed by the Companies Act 2006**

In our opinion the information given in the Directors' Report for the financial year is consistent with the financial statements.

Based solely on the work required to be undertaken in the course of the audit of the financial statements and from reading the Directors' report:

- we have not identified material misstatements in that report; and
- in our opinion, that report has been prepared in accordance with the Companies Act 2006.

**Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.



**Johnathan Pass (Senior Statutory Auditor)**  
**for and on behalf of KPMG LLP, Statutory Auditor**  
*Chartered Accountants*  
1 Sovereign Square  
Sovereign Street  
Leeds  
LS1 4DA

31/3/2017

**STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 31 DECEMBER 2016**

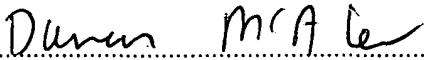
	Notes	2016 £	2015 £
<b>CONTINUING OPERATIONS</b>			
Revenue		-	-
Administrative expenses		<u>(703,869)</u>	<u>(849,588)</u>
<b>OPERATING LOSS</b>		<u>(703,869)</u>	<u>(849,588)</u>
Finance costs	4	<u>(510,897)</u>	<u>(477,839)</u>
<b>LOSS BEFORE INCOME TAX</b>		<u>(1,214,766)</u>	<u>(1,327,427)</u>
Income tax	6	<u>-</u>	<u>-</u>
<b>LOSS FOR THE YEAR</b>		<u>(1,214,766)</u>	<u>(1,327,427)</u>
<b>OTHER COMPREHENSIVE INCOME</b>		<u>-</u>	<u>-</u>
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<u><u>(1,214,766)</u></u>	<u><u>(1,327,427)</u></u>



STATEMENT OF FINANCIAL POSITION  
31 DECEMBER 2016

	Notes	2016 £	2015 £
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Investments	7	<u>4,683,505</u>	<u>4,551,505</u>
<b>CURRENT ASSETS</b>			
Trade and other receivables	8	<u>687,888</u>	<u>950,389</u>
<b>TOTAL ASSETS</b>		<u>5,371,393</u>	<u>5,501,894</u>
<b>EQUITY</b>			
<b>SHAREHOLDERS' EQUITY</b>			
Called up share capital	9	1,000	1,000
Retained earnings		<u>(4,139,517)</u>	<u>(2,924,751)</u>
<b>TOTAL EQUITY</b>		<u>(4,138,517)</u>	<u>(2,923,751)</u>
<b>LIABILITIES</b>			
<b>NON-CURRENT LIABILITIES</b>			
Financial liabilities - borrowings			
Interest bearing loans and borrowings	12	<u>2,356,620</u>	<u>2,587,620</u>
<b>CURRENT LIABILITIES</b>			
Trade and other payables	10	6,922,290	5,636,125
Financial liabilities - borrowings			
Interest bearing loans and borrowings	12	<u>231,000</u>	<u>201,900</u>
		<u>7,153,290</u>	<u>5,838,025</u>
<b>TOTAL LIABILITIES</b>		<u>9,509,910</u>	<u>8,425,645</u>
<b>TOTAL EQUITY AND LIABILITIES</b>		<u>5,371,393</u>	<u>5,501,894</u>

The financial statements were approved by the Board of Directors on 30 March 2017 and were signed on its behalf by:

  
D McAlear - Director

**SUNFLEUR LIMITED (REGISTERED NUMBER: 08002473)**

**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2016**

	Called up share capital £	Retained earnings £	Total equity £
<b>Balance at 1 January 2015</b>	1,000	(1,597,324)	(1,596,324)
<b>Changes in equity</b>			
Total comprehensive income	-	(1,327,427)	(1,327,427)
<b>Balance at 31 December 2015</b>	1,000	(2,924,751)	(2,923,751)
<b>Changes in equity</b>			
Total comprehensive income	-	(1,214,766)	(1,214,766)
<b>Balance at 31 December 2016</b>	1,000	(4,139,517)	(4,138,517)

The notes form part of these financial statements

**STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED 31 DECEMBER 2016**

	2016 £	2015 £
<b>Cash flows from operating activities</b>		
Loss before income tax	(1,214,766)	(1,327,427)
Finance costs	510,897	477,839
Decrease in trade and other receivables	132,000	-
Increase in trade and other payables	98,510	269,503
<b>Cash generated from operations</b>	(473,359)	(580,085)
Interest paid	(510,897)	(509,059)
Finance costs paid	-	31,220
<b>Net cash from operating activities</b>	(984,256)	(1,057,924)
<b>Cash flows from investing activities</b>		
Purchase of fixed asset investments	(132,000)	-
<b>Net cash from investing activities</b>	(132,000)	-
<b>Cash flows from financing activities</b>		
Loan repayments in year	(201,900)	(1,206,309)
Increase in group loans	1,318,156	2,264,233
<b>Net cash from financing activities</b>	1,116,256	1,057,924
<b>Increase in cash and cash equivalents</b>	-	-
<b>Cash and cash equivalents at beginning of year</b>	-	-
<b>Cash and cash equivalents at end of year</b>	-	-

The notes form part of these financial statements

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2016**

---

**1. STATUTORY INFORMATION**

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

The presentational currency of the financial statements is the Pound Sterling (£).

**2. ACCOUNTING POLICIES**

**Basis of preparation**

These financial statements have been prepared in accordance with International Financial Reporting Standards, as adopted by the EU ('Adopted IFRS's'), and IFRIC interpretations and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS.

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

The directors have considered the effect of changes to IFRS on future periods and do not expect them to have an impact on the financial statements of the company.

**Measurement convention**

The financial statements have been prepared under the historical cost convention.

**Going concern**

The financial statements have been prepared on the going concern basis which assumes that the company will be able to trade for the foreseeable future.

IAS1 requires the company to make an assessment of its ability to continue as a going concern when preparing financial statements. In making this assessment, management have considered the forecasts based on the company's three year plan for the period 2016 to 2019, which takes account of reasonably possible changes in trading performance.

The company meets its day to day working capital requirements through the support of Patron Healthcare 1 LP which provides funding to ensure that the group and the company can meet its liabilities. Patron Healthcare 1 LP has indicated it will continue to provide this support.

After making enquiries, the directors have a reasonable expectation that the company and the group have adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

**Preparation of consolidated financial statements**

The financial statements contain information about Sunfleur Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under Section 400 of the Companies Act 2006 from the requirements to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its parent, Sunflower Holding S.a.r.l, 6 Avenue Pasteur, L-1210, Luxembourg.

**NOTES TO THE FINANCIAL STATEMENTS - continued**  
**FOR THE YEAR ENDED 31 DECEMBER 2016**

---

**2. ACCOUNTING POLICIES - continued**

**Financial instruments**

Cash and cash equivalents in the balance sheet comprise cash at banks and in hand and short term deposits with an original maturity date of three months or less.

Debtors and creditors with no stated interest rate and receivable or payable within one year are recorded at fair value. Any losses arising from impairment are recognised in the statement of comprehensive income under administrative expenses.

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

**Taxation**

Current taxes are based on the results shown in the financial statements and are calculated according to local tax rules, using tax rates enacted or substantially enacted by the statement of financial position date, and any adjustment to tax payable in respect of previous periods.

Deferred taxation is provided on the liability method to take account of timing differences between the treatment of certain items for accounts purposes and their treatment for tax purposes. Tax deferred or accelerated is accounted for in respect of all material timing differences.

**Employee benefit costs**

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to the income statement in the period to which they relate.

**Borrowing costs**

Interest payable is recognised in profit and loss as it accrues, using the effective interest method.

**Intra-group financial instruments**

Where the company enters into financial guarantee contracts to guarantee the indebtedness of other companies within its group, the company considers these to be insurance arrangements and accounts for them as such. In this respect, the company treats the guarantee contract as a contingent liability until such time as it becomes probable that the company will be required to make payment under the guarantee.

**3. KEY MANAGEMENT REMUNERATION AND AVERAGE EMPLOYEES**

Short-term employee benefits paid to key management totalled £508,250 (2015: £387,528).

The average number of employees during the year was 3 (2015: 3).

NOTES TO THE FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 31 DECEMBER 2016

## 4. NET FINANCE COSTS

	2016 £	2015 £
Bank loan interest	118,359	161,729
Intercompany interest	392,538	347,330
Gains on derivatives	-	(31,220)
	<u>510,897</u>	<u>477,839</u>

## 5. AUDITOR'S REMUNERATION

	2016 £	2015 £
Fees payable to the company's auditor for the audit of the company's financial statements	4,200	4,200
Auditor's remuneration for non audit work	<u>16,620</u>	<u>-</u>

The cost of audit and taxation services were borne by the company's subsidiary, Badby Park Limited.

## 6. INCOME TAX

**Analysis of tax expense**

No liability to UK corporation tax arose for the year ended 31 December 2016 nor for the year ended 31 December 2015.

**Factors affecting the tax expense**

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

	2016 £	2015 £
Loss before income tax	<u>(1,214,766)</u>	<u>(1,327,427)</u>
Loss multiplied by the standard rate of corporation tax in the UK of 20% (2015 - 20%)	(242,953)	(265,485)
Effects of: Current period losses	<u>242,953</u>	<u>265,485</u>
Tax expense	<u>-</u>	<u>-</u>

Losses of £3.4m (2015: £2.2m) are available to offset against future profits.

NOTES TO THE FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 31 DECEMBER 2016

## 7. INVESTMENTS

	Shares in group undertakings £
<b>COST</b>	
At 1 January 2016	4,551,505
Additions	<u>132,000</u>
At 31 December 2016	<u>4,683,505</u>
<b>NET BOOK VALUE</b>	
At 31 December 2016	<u>4,683,505</u>
At 31 December 2015	<u>4,551,505</u>

The company's investments at the Statement of Financial Position date in the share capital of companies include the following:

**Badby Park Limited**

Registered office: Badby Road West, Daventry, NN11 4NH

Nature of business: Operation of care home

Class of shares:	% holding
Ordinary	100.00

The investment addition during the year is an amount moved out of Escrow in relation to the acquisition of Badby Park.

## 8. TRADE AND OTHER RECEIVABLES

	2016 £	2015 £
Amounts owed by group undertakings	687,888	818,389
Other debtors	<u>-</u>	<u>132,000</u>
	<u>687,888</u>	<u>950,389</u>

## 9. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:			2016	2015
Number:	Class:	Nominal value:	£	£
1,000	Ordinary shares	£1	<u>1,000</u>	<u>1,000</u>

The holders of the 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.

The retained earnings reserve comprises the cumulative net gains and losses recognised in the statement of comprehensive income.

**NOTES TO THE FINANCIAL STATEMENTS - continued**  
**FOR THE YEAR ENDED 31 DECEMBER 2016**

**10. TRADE AND OTHER PAYABLES**

	2016 £	2015 £
Trade creditors	22,621	67,446
Amounts owed to group undertakings	6,527,277	5,339,622
Social security and other taxes	60,580	-
Other creditors	897	-
Accruals and deferred income	310,915	229,057
	<u>6,922,290</u>	<u>5,636,125</u>

Amounts owed to related parties and to group companies are short term facilities in accordance with the loan documentation. These amounts are repayable on demand.

**11. DEFERRED TAX**

There is an unprovided deferred tax asset relating to unused tax losses of £686k (2015: £591k).

The directors have considered whether the timing differences will reverse or be utilised in the foreseeable future in deciding not to recognise this deferred tax asset.

**12. FINANCIAL LIABILITIES - BORROWINGS**

	2016 £	2015 £
Current:		
Bank loans	<u>231,000</u>	<u>201,900</u>
Non-current:		
Bank loans - 1-2 years	<u>2,356,620</u>	<u>2,587,620</u>

Terms and debt repayment schedule

	1 year or less £	2-5 years £	Totals £
Bank loans	<u>231,000</u>	<u>2,356,620</u>	<u>2,587,620</u>

In October 2015, the company together with a related party, Sunflower Property S.a.r.l entered into a joint borrowing facility totalling £13,683,000 with the Royal Bank of Scotland. The company borrowed £2,832,000. The facility is secured over the assets of the company and those of Sunflower Property S.a.r.l. The facility expires in June 2020.

**13. ULTIMATE PARENT COMPANY**

The ultimate parent company is Sunflower S.a.r.l, a company incorporated in Luxembourg.

The immediate parent company is Sunflower Holding S.a.r.l, a company incorporated in Luxembourg.

The largest group in which the results of the company are consolidated is that headed by Sunflower Holding S.a.r.l, incorporated in Luxembourg. The consolidated financial statements are available from 6 Avenue Pasteur, L-1210, Luxembourg.



**NOTES TO THE FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 31 DECEMBER 2016**

---

**14. CONTINGENT LIABILITIES**

The company is party to and has provided certain guarantees in respect of borrowing facilities with the Royal Bank of Scotland. The facility is held jointly with related parties; Sunflower Property S.a.r.l, Badby and Stoke Properties Limited and is the subject of covenant tests relating to the trading performance of the company's subsidiary Badby Park Limited and Adderley Green Care Centre Limited. At the year end date no obligations had crystallised under the guarantee. At 31 December 2015 and 31 December 2016 the group was compliant with all covenants up to the date of approval of these accounts.

**15. RELATED PARTY DISCLOSURES**

The company is part of a group which includes a number of other entities with which it has transacted in the period.

The company has received funding in the form of interest bearing loans from its immediate parent, Sunflower Holdings S.a.r.l, to finance working capital.

The company has made loans to its subsidiary to finance the working capital and the repayment of bank loans arranged by the previous owner.

The amounts payable to and receivable from related parties at the period end are shown below:-

	2016 £	2016 £
Sunflower Holdings S.a.r.l	(5,299,407)	(4,456,869)
Sunflower Property S.a.r.l	(913,657)	(882,754)
Badby Park Limited	687,888	920,401
Adderley Green Care Centre Limited	(314,212)	-

**16. ULTIMATE CONTROLLING PARTY**

The ultimate controlling party is Patron Capital L.P. IV, a Guernsey partnership managed in Guernsey.