

**GIBSON PROPCO LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

Hazlewoods LLP
Windsor House
Bayshill Road
Cheltenham
GL50 3AT

GIBSON PROPCO LIMITED

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GIBSON PROPCO LIMITED

Company Information

| | |
|--------------------------|--|
| Directors | J L Balmer R Dooley J H Sage |
| Registered office | Lambwood Heights 244 Lambourne Road Chigwell IG7 6HX |
| Auditors | Hazlewoods LLP Windsor House Bayshill Road Cheltenham GL50 3AT |

GIBSON PROPCO LIMITED

Directors' Report for the Year Ended 31 December 2022

The directors present their report and the financial statements for the year ended 31 December 2022.

Directors of the company

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

J L Balmer

R Dooley (appointed 6 April 2022)

J H Sage

Financial instruments

Objectives and policies

The board monitors the progress of the company by reference to its result before taxation and its net current assets and net asset position.

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

The principal business risks and uncertainties facing the Group are broadly grouped into categories as below.

Regulation compliance

The business closely monitors any updates to the sector's regulations and compliance to ensure it meets all requirements. The frequency of regulatory visits from the CQC continues to be uncertain and lower than pre-pandemic. The Directors ensure that qualified and experienced personnel are employed and that staff are continuously trained to provide quality care and services to the residents. The business is confident that the internal processes and practices will ensure ongoing compliance throughout any changes in the regulatory environment.

Treasury operations and financial instruments

The primary financial instruments are bank loans, intercompany loans, deposits, trade debtors, trade creditors and shareholder's funds. These arise directly from the Group's trading operations and shareholder's support and are regularly reviewed to ensure the Group is not overexposed.

Liquidity and credit risk

The principal financial assets are real estate, bank balances and cash, which represent the Group's maximum exposure to credit risk in relation to financial assets. The company manages its cash and borrowing requirements to maximise interest income and minimise interest expense, whilst ensuring the Group has sufficient liquid resources to meet the operating needs of the business.

A multi-year hedge facility protecting against movements in interest rates was put in place in 2021 and extended in 2022 to ensure the full debt exposure under variable interest rate debt is covered protecting the Group from increases in interest rates.

Potential risk

Due to the nature of the business the Directors have assessed that there will be little or no impact on the future activities of the company as a result of Brexit. The Directors continue to monitor developments in relation to Brexit.

Coronavirus Pandemic

The protection of our residents and team members is our key priority and the business has moved decisively throughout the Coronavirus pandemic by putting in place safeguarding measures to ensure their ongoing protection. The Group has continued to ensure it is well positioned to manage any ongoing challenges which may arise. At the date of signing this report, the Board do not consider that the economic impact of the Coronavirus will have a significant impact on the financial statements or on the long-term prospects of the business.

GIBSON PROPCO LIMITED

Directors' Report for the Year Ended 31 December 2022

Future developments

The Directors continue to invest in its legacy care homes Woodland Grove, Hastings Court, Beechwood Grove, Lambwood Heights, Elsyng House and Elmbrook Court to ensure best in class provision of care in a high-quality safe environment. In the period the new care homes of Birchwood Heights and Maplewood Court were opened with Hylliden Heights opening just after the year end. A rolling programme of capital expenditure across all homes is in place to ensure the Group's high standards are maintained on an ongoing basis.

A number of potential development sites are being actively pursued to maintain significant growth in future years and include a rolling plan of new homes being commissioned and CQC registered each year.

Following the successful Green World Awards win and further Greenmark accreditations the Directors plan to progress the environmental and community work undertaken including investigating requirements to construct and operate the first UK net zero care home.

The Directors pay heed to the long-term consequences of their decisions and aim to maintain the operational and management policies which have resulted in the Group's good performance to date. They anticipate that 2023 will show further growth and progression for the business.

Going concern

The financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

The Company is part of the Gibson Topco Limited group (the "Group"). The Company is an intermediate holding company.

The Group have multiyear cash flow forecasts including a downside scenario reflecting a possible disruption to operations as result of the Coronavirus pandemic. Under all scenarios considered, the Group would be able to operate within its borrowing facilities. The plan shows that the company and the Group are a going concern when considering the trading of the Group and continuation of the Group financing facility. The business has taken, and continues to take, robust and quick action in response to the pandemic and changes in the operating environment and as a result to date have experienced minimal disruption to operations.

The Directors are confident having secured the businesses ongoing financing facility that the Going Concern status of the Group will remain strong for the foreseeable future.

Disclosure of information to the auditors

Each director has taken 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 of and of which they know the auditors are unaware.

Reappointment of auditors

Hazlewoods LLP have expressed their willingness to continue in office.

Approved by the Board on 27 July 2023 and signed on its behalf by:

J H Sage
Director

GIBSON PROPCO LIMITED

Strategic Report for the Year Ended 31 December 2022

The directors present their strategic report for the year ended 31 December 2022.

Principal activity

The principal activity of the company is as a holding company.

Fair review of the business

The results for the year, which are set out in the profit and loss account, show an operating loss of £27,000 (2021 - £28,000). At 31 December 2022, the company had net assets of £4,045,000 (2021 - £3,648,000). The directors consider the performance for the year and the financial position at the year end to be satisfactory. Details of key performance indicators are disclosed in the group financial statements of the company's parent company, Gibson Topco Limited.

Principal risks and uncertainties

The management of the business and the execution of the company's strategy are subject to a number of risks as disclosed within the directors' report.

Engagement with employees

Annual survey and staff awards

The Group undertakes an annual staff engagement survey with a Group and individual care homes action plans determined from the feedback and addressed.

At the start of 2023 the Group held the inaugural Oakland Care staff awards recognising the great efforts of the teams across multiple categories. The nominees were selected by their peers and voted for using the internal staff communication application with the award ceremony following recognising the winners.

Employee performance

The Directors have implemented and maintained multiple approaches to encourage employee performance, including: the new internal awards ceremony, long service awards; spot rewards; quarterly performance reviews, talent reviews and external salary benchmarking.

Top employers accreditation

The Group's policies and practices for managing employees was externally assessed resulting in the Group being published in the Top Employers list. This recognises the Group's high standards of HR and People practices. The Group now joins more than 1,600 top employers in 120 countries across five continents.

In 2022 the Group achieved recognition with a Gold Award Status accreditation from Investors in People acknowledging the strong support provided to our employees.

Engagement with suppliers, customers and other relationships

The Group seeks to foster long term relationships with key suppliers and undertake regular review meetings to ensure good working practices are adhered to.

Throughout the Coronavirus pandemic extensive written communication was shared with customers, being residents and their relatives. In addition, numerous Zoom meetings were held between relatives and the Chief Executive to ensure they received all information about the Group's approach to the pandemic.

In early 2022, the Group completed its annual resident and relative survey which resulted in positive feedback in all areas. An action plan is now in place to further improve our quality of service.

In 2023 the Group launched the Care2Share podcasts series providing tips on mental health and well-being as well as providing insights into the operations of Oakland Care.

The group also held supplier forums with key suppliers in 2023 to bring stakeholders together to share best practice related to sustainability.

GIBSON PROPCO LIMITED

Strategic Report for the Year Ended 31 December 2022

Section 172(1) statement

The directors of the Company must act in accordance with the duties detailed in section 172 of the Companies Act 2006 which is summarised as follows:

A director of a company must act in the way they consider, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to:

- a) The likely consequences of any decision in the long term;
- b) The interest of the company's employees;
- c) The need to foster the company's business relationships with suppliers, customers and others;
- d) The impact of the company's operations on the community and the environment;
- e) The desirability of the company maintaining a reputation for high standards of business conduct; and
- f) The need to act fairly as between members of the company.

These items are addressed within the Strategic Report and Directors' Report for the period under review.

Approved by the Board on 27 July 2023 and signed on its behalf by:

J H Sage
Director

GIBSON PROPCO 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 year. 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 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 apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards has been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

GIBSON PROPCO LIMITED

Independent Auditor's Report to the Members of Gibson Propco Limited

Opinion

We have audited the financial statements of Gibson Propco Limited (the 'company') for the year ended 31 December 2022, which comprise the Profit and Loss Account, Balance Sheet, Statement of Changes in Equity, 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 company's affairs as at 31 December 2022 and of its loss for the year 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 responsibilities for the audit of the financial statements section of our report. We are independent of the company 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

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the original financial statements were authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

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 year 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.

Matters on which we are required to report by exception

In the light of our knowledge and understanding of the 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:

GIBSON PROPCO LIMITED

Independent Auditor's Report to the Members of Gibson Propco Limited

- 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.

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities set out on page 6, 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 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 company or to cease operations, or have no realistic alternative but to do so.

Auditor 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.

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

Owing to the inherent limitations of an audit, there is an 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 mis-statement 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 year to 31 December 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.

A further description of our responsibilities is available on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

GIBSON PROPCO LIMITED

Independent Auditor's Report to the Members of Gibson Propco 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.

Simon Worsley (Senior Statutory Auditor)

For and on behalf of Hazlewoods LLP, Statutory Auditor

Windsor House

Bayshill Road

Cheltenham

GL50 3AT

27 July 2023

GIBSON PROPCO LIMITED**Profit and Loss Account for the Year Ended 31 December 2022**

| | Note | 2022 £ 000 | 2021 £ 000 |
|--|----------|--------------------|-----------------------|
| Turnover | | - | - |
| Administrative expenses | | <u>(24)</u> | <u>(28)</u> |
| Operating loss | | (24) | (28) |
| Other interest receivable and similar income | <u>5</u> | 855 | 846 |
| Interest payable and similar charges | <u>6</u> | <u>(870)</u> | <u>(1,931)</u> |
| Loss before tax | | (39) | (1,113) |
| Taxation | <u>7</u> | <u>-</u> | <u>-</u> |
| Loss for the financial year | | <u><u>(39)</u></u> | <u><u>(1,113)</u></u> |

The above results were derived from continuing operations.

The company has no other comprehensive income for the year.

GIBSON PROPCO LIMITED**(Registration number: 10128038)****Balance Sheet as at 31 December 2022**

| | Note | 2022 £ 000 | 2021 £ 000 |
|--|-------------|-----------------------|-----------------------|
| Fixed assets | | | |
| Investments | <u>8</u> | <u>4,524</u> | <u>4,524</u> |
| Current assets | | | |
| Debtors | <u>9</u> | 81,933 | 80,860 |
| Cash at bank and in hand | | <u>1,617</u> | <u>2,012</u> |
| | | 83,550 | 82,872 |
| Creditors: Amounts falling due within one year | <u>10</u> | <u>(84,029)</u> | <u>(83,312)</u> |
| Net current liabilities | | <u>(479)</u> | <u>(440)</u> |
| Net assets | | <u>4,045</u> | <u>4,084</u> |
| Capital and reserves | | | |
| Called up share capital | <u>11</u> | - | - |
| Profit and loss account | | <u>4,045</u> | <u>4,084</u> |
| Total equity | | <u>4,045</u> | <u>4,084</u> |

Approved and authorised by the Board on 27 July 2023 and signed on its behalf by:

J H Sage
DirectorThe notes on pages 13 to 18 form an integral part of these financial statements.

GIBSON PROPCO LIMITED**Statement of Changes in Equity for the Year Ended 31 December 2022**

| | Share capital £ 000 | Profit and loss account £ 000 | Total £ 000 |
|---------------------|--------------------------------------|--|------------------------------|
| At 1 January 2022 | - | 4,084 | 4,084 |
| Loss for the year | - | (39) | (39) |
| At 31 December 2022 | - | 4,045 | 4,045 |

| | Share capital £ 000 | Profit and loss account £ 000 | Total £ 000 |
|---------------------|--------------------------------------|--|------------------------------|
| At 1 January 2021 | - | 5,198 | 5,198 |
| Loss for the year | - | (1,113) | (1,113) |
| At 31 December 2021 | - | 4,084 | 4,084 |

The notes on pages 13 to 18 form an integral part of these financial statements.

GIBSON PROPCO LIMITED

Notes to the Financial Statements for the Year Ended 31 December 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:
Lambwood Heights
244 Lambourne Road
Chigwell
IG7 6HX

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland and the Companies Act 2006'.

Basis of preparation

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

The presentational currency of the financial statements is Pounds 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 £1,000.

Summary of disclosure exemptions

The company has not presented a cash flow statement on the grounds that the company is a wholly owned subsidiary and a group cash flow statement is included in the financial statements of the parent company.

Name of parent of group

These financial statements are consolidated in the financial statements of Gibson Topco Limited.

The financial statements of Gibson Topco Limited may be obtained from Companies House.

Exemption from preparing group accounts

The financial statements contain information about Gibson Propco 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 requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its parent, Gibson Topco Limited, a company incorporated in England and Wales.

Going concern

The financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

The Company is part of the Gibson Topco Limited group (the "Group"). The Company is an intermediate holding company and holds the bank loan facility which is funding the development work in other group entities.

The Group have multiyear cash flow forecasts including a downside scenario reflecting a possible disruption to operations as result of COVID-19 including a significant impact on occupancy levels. Under all scenarios considered, the Group would be able to operate within its borrowing facilities. The plan shows that the company and the Group are a going concern when considering the trading of the Group and continuation of the Group financing facility. The business has taken, and continues to take, robust and quick action in response to the pandemic and changes in the operating environment and as a result to date have experienced minimal disruption to operations.

The Directors are confident having secured the businesses ongoing financing facility that the Going Concern status of the Group will remain strong for the foreseeable future.

GIBSON PROPCO LIMITED

Notes to the Financial Statements for the Year Ended 31 December 2022

Judgements and estimation uncertainty

These financial statements do not contain any significant judgements or estimation uncertainty.

Tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the profit and loss account, except that a charge attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates taxable income.

Deferred tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements and on unused tax losses or tax credits in the company. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

The carrying amount of deferred tax assets are reviewed at each reporting date and a valuation allowance is set up against deferred tax assets so that the net carrying amount equals the highest amount that is more likely than not to be recovered based on current or future taxable profit.

Business combinations

Business combinations are accounted for using the purchase method. The consideration for each acquisition is measured at the aggregate of the fair values at acquisition date of assets given, liabilities incurred or assumed, and equity instruments issued by the group in exchange for control of the acquired, plus any costs directly attributable to the business combination. When a business combination agreement provides for an adjustment to the cost of the combination contingent on future events, the group includes the estimated amount of that adjustment in the cost of the combination at the acquisition date if the adjustment is probable and can be measured reliably.

Investments

Investments in equity shares which are publicly traded or where the fair value can be measured reliably are initially measured at fair value, with changes in fair value recognised in profit or loss. Investments in equity shares which are not publicly traded and where fair value cannot be measured reliably are measured at cost less impairment.

Interest income on debt securities, where applicable, is recognised in income using the effective interest method. Dividends on equity securities are recognised in income when receivable.

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 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 company 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 all are repayable within one year and hence are included at the undiscounted amount of cash expected to be paid.

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.

GIBSON PROPCO LIMITED

Notes to the Financial Statements for the Year Ended 31 December 2022

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 company after deducting all of its liabilities. Where shares are issued, any component that creates a financial liability of the company 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 asset 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 instruments (continued)

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, an 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 present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

For financial assets carried at cost less impairment, the impairment loss 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.

3 Staff numbers

The average number of persons employed by the company (including directors) during the year, analysed by category was as follows:

| | 2022 No. | 2021 No. |
|-----------|-------------|-------------|
| Directors | 3 | 2 |

The directors were remunerated in the year by a fellow group undertaking.

GIBSON PROPCO LIMITED

Notes to the Financial Statements for the Year Ended 31 December 2022

4 Auditors' remuneration

Fees payable to the company's auditors for the auditing of the company's annual accounts are borne by a related undertaking.

5 Other interest receivable and similar income

| | 2022 £ 000 | 2021 £ 000 |
|---|---------------|---------------|
| Interest receivable from group undertakings | 855 | 846 |

6 Interest payable and similar expenses

| | 2022 £ 000 | 2021 £ 000 |
|--|---------------|---------------|
| Interest on bank borrowings | (4) | 836 |
| Interest expense to group undertakings | 874 | 873 |
| Amortisation of loan arrangement fees | - | 222 |
| | 870 | 1,931 |

7 Taxation

The tax on profit before tax for the year is higher than the standard rate of corporation tax in the UK (2021 - higher than the standard rate of corporation tax in the UK) of 19% (2021 - 19%).

The differences are reconciled below:

| | 2022 £ 000 | 2021 £ 000 |
|---|---------------|---------------|
| Loss before tax | (39) | (1,113) |
| Corporation tax at standard rate | (7) | (212) |
| Deferred tax expense from unrecognised tax loss or credit | 7 | 162 |
| Tax increase arising from group relief | - | 50 |
| Total tax charge/(credit) | - | - |

A deferred tax asset of £445,000 (2021 - £445,000) has not been recognised as sufficient taxable profits are not expected in the foreseeable future.

GIBSON PROPCO LIMITED

Notes to the Financial Statements for the Year Ended 31 December 2022

8 Investments

| | 2022 £ 000 | 2021 £ 000 |
|-----------------------------|---------------|---------------|
| Investments in subsidiaries | 4,524 | 4,524 |

Subsidiaries

£ 000

Cost and carrying amount

At 1 January 2022 and at 31 December 2022

4,524

Details of undertakings

Details of the investments (including principal place of business of unincorporated entities) in which the company holds 20% or more of the nominal value of any class of share capital are as follows:

| Undertaking | Registered office | Holding | Proportion of voting rights and shares held | |
|-------------------------------------|-------------------|----------|---|------|
| | | | 2022 | 2021 |
| Subsidiary undertakings | | | | |
| Loughton Care Centre Limited | England and Wales | Ordinary | 100% | 100% |
| Plexcroft Care Limited | England and Wales | Ordinary | 100% | 100% |
| Lambourne Limited | England and Wales | Ordinary | 100% | 100% |
| Ravway Limited | England and Wales | Ordinary | 100% | 100% |
| Longprime2 Limited | England and Wales | Ordinary | 100% | 100% |
| Oakland Hildenborough Limited | England and Wales | Ordinary | 100% | 100% |
| Oakland Swanley Care Home Limited | England and Wales | Ordinary | 100% | 100% |
| Oakland Maidstone Care Home Limited | England and Wales | Ordinary | 100% | 100% |
| Oakland Enfield Limited | England and Wales | Ordinary | 100% | 100% |
| Oakland Wantage Care Home Limited | England and Wales | Ordinary | 100% | 100% |
| Oakland Primecare Limited | England and Wales | Ordinary | 100% | 100% |
| Oakland Propco A Limited | England and Wales | Ordinary | 100% | 100% |
| Oakland Propco B Limited | England and Wales | Ordinary | 100% | 100% |
| Oakland Opco B Limited | England and Wales | Ordinary | 100% | 100% |

The principal activity of Oakland Propco A Limited and Oakland Propco B Limited is as holding companies. The principal activity of Oakland Primecare Limited and Oakland Opco B Limited is as care home operators. The principal activity of all other companies is that of property investment. The registered office for all subsidiaries listed above is Lambwood Heights, 244 Lambourne Road, Chigwell, United Kingdom, IG7 6HX.

GIBSON PROPCO LIMITED

Notes to the Financial Statements for the Year Ended 31 December 2022

9 Debtors

| | 2022 £ 000 | 2021 £ 000 |
|------------------------------------|---------------|---------------|
| Amounts owed by group undertakings | 81,903 | 80,830 |
| Other debtors | 30 | 30 |
| | <u>81,933</u> | <u>80,860</u> |

Amounts owed by group undertakings bear interest at 1.0525% and are repayable on demand.

10 Creditors

| | 2022 £ 000 | 2021 £ 000 |
|-----------------------------------|---------------|---------------|
| Due within one year | | |
| Trade creditors | 17 | 4 |
| Amounts due to group undertakings | 83,690 | 82,986 |
| Other creditors | 301 | 301 |
| Accrued expenses | 21 | 21 |
| | <u>84,029</u> | <u>83,312</u> |

Amounts due to group undertakings bear interest at 1.0525% and are repayable on demand.

11 Share capital

The ordinary shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption.

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.

12 Parent and ultimate parent undertaking

The company's immediate parent is Gibson Bidco Limited, incorporated in England and Wales.

The ultimate parent is Gibson Topco Limited, incorporated in England and Wales.

The ultimate controlling party is Synova capital GP III LP, which is considered to have no single controlling party.

Gibson Topco Limited is the parent undertaking of the largest and smallest group of undertakings to consolidate these financial statements at 31 December 2022. A copy of the consolidated financial statements can be obtained from Companies House.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.