

OHF 7 Limited

Directors' Report and Financial Statements

Year Ended

31 December 2020

Company Number 10750127



OHF 7 Limited

Company Information

Directors	M W Adams K T Beirne B T K Davis M D C Toft
Company secretary	Octopus Company Secretarial Services Limited
Registered number	10750127
Registered office	6th Floor 33 Holborn London EC1N 2HT
Independent auditors	BDO LLP 55 Baker Street London W1U 7EU

OHF 7 Limited

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OHF 7 Limited

Directors' Report for the Year Ended 31 December 2020

The directors present their report and the financial statements for the year ended 31 December 2020.

Principal activity

The company's principal activity is investment in secondary healthcare properties in the United Kingdom.

The investment objective is to achieve rising rental income and capital growth from the ownership of a portfolio of mainly modern, purpose built, secondary healthcare property within the United Kingdom which is subject to the granting of a leasehold interest of the operator.

Results and dividends

The profit for the year, after taxation, amounted to £660,416 (2019 - £1,583,798). At 31 December 2020 the company had net assets of £6,201,282 (2019 - £5,540,866).

The directors do not recommend the payment of a final dividend (2019 - £Nil).

The directors have carefully considered the most appropriate basis for preparing these statutory financial statements and consider it appropriate to adopt a going concern basis in preparing the financial statements. The company is wholly owned by Octopus Healthcare Fund which has agreed to support the company over at least the next twelve months. Given this undertaking the directors consider it appropriate to adopt a going concern basis in preparing the financial statements.

Directors

The directors who served during the year and up to the signing date were:

M W Adams
K T Beirne
B T K Davis
M D C Toft (appointed 29 June 2021)

Company secretary

The company secretary who served during the year was:

Octopus Company Secretarial Services Limited

OHF 7 Limited

Directors' Report (continued) for the Year Ended 31 December 2020

Directors' responsibilities statement

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 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 the 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 year.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent; 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.

Disclosure of information to auditors

Each of the persons who are directors at the time when this directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company's auditors are aware of that information.

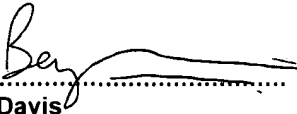
Auditors

The auditors, BDO LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Small companies note

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board and signed on its behalf.


.....
B T K Davis
Director

Date: 30 September 2021

OHF 7 Limited

Independent Auditor's Report to the Members of OHF 7 Limited

Opinion on the financial statements

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2020 and of its profit 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.

We have audited the financial statements of OHF 7 Limited ("the company") for the year ended 31 December 2020 which comprise the statement of comprehensive income, the statement of financial position, the statement of changes in equity and the 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).

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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remain 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.

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 financial statements are 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.

OHF 7 Limited

Independent Auditor's Report to the Members of OHF 7 Limited (continued)

Other information

The directors are responsible for the other information. The other information comprises the information included in the directors' report and financial statements, 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. 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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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.

Other Companies Act 2006 reporting

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

We have nothing to report in respect of the following matters in relation to which 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 prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, 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.

OHF 7 Limited

Independent Auditor's Report to the Members of OHF 7 Limited (continued)

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.

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

Based on our understanding of the company and the sector in which it operates, we identified that the principle risk of non-compliance with laws and regulations related to the requirements of Companies Act 2006.

We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and that have a direct impact on the financial statements. We determined that the most significant framework which is directly relevant to specific assertions in the financial statements are those that relate to the reporting framework.

We also evaluated the incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of management override of controls) and determined that the principal risks were related to the valuation of the investment property.

Audit procedures performed by the engagement team to respond to the risks identified included:

- Discussion with and enquiry of management and those charged with governance concerning known or suspected instances of non-compliance with laws and regulations or fraud;
- Reading minutes of meetings of those charged with governance, internal compliance reports, and complaint and similar registers to identify and consider any known or suspected instances of non-compliance with laws and regulations or fraud; and
- Challenging the valuation methods and assumptions used by management and those charged with governance in relation to the investment property valuations and the inputs and judgements adopted therein.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.


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

OHF 7 Limited

Independent Auditor's Report to the Members of OHF 7 Limited (continued)

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.

DocuSigned by:

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Christopher Young (senior statutory auditor)
For and on behalf of BDO LLP, statutory auditor
London
United Kingdom

Date: 30 September 2021

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

OHF 7 Limited

Statement of Comprehensive Income for the Year Ended 31 December 2020

	Note	2020 £	2019 £
Turnover	4	771,409	751,460
Administrative expenses		(77,263)	(106,427)
Gain on revaluation of investment property		270,000	430,000
Operating profit	5	964,146	1,075,033
Interest payable and similar charges	7	(249,417)	(326,205)
Profit before tax		714,729	748,828
Tax on profit	8	(54,313)	834,970
Profit for the financial year		660,416	1,583,798

There was no other comprehensive income for 2020 (2019 - £Nil).

All items in the above statement are derived from continuing operations.

The notes on pages 10 to 18 form part of these financial statements.

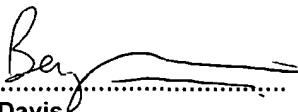
OHF 7 Limited
Registered number: 10750127

**Statement of Financial Position
as at 31 December 2020**

	Note	2020 £	2019 £
Fixed assets			
Investment property	9	13,510,000	13,240,000
Current assets			
Debtors	10	35,548	11,581
Cash and cash equivalents		51,241	41,074
		<u>86,789</u>	<u>52,655</u>
Current liabilities			
Creditors: amounts falling due within one year	11	(2,201,213)	(3,522,226)
Net current liabilities		<u>(2,114,424)</u>	<u>(3,469,571)</u>
Total assets less current liabilities		<u>11,395,576</u>	<u>9,770,429</u>
Creditors: amounts falling due after more than one year	12	(5,062,030)	(4,152,767)
Provisions for liabilities			
Deferred tax	13	(132,264)	(76,796)
Net assets		<u><u>6,201,282</u></u>	<u><u>5,540,866</u></u>
Capital and reserves			
Share capital	14	13	13
Profit and loss account	15	6,201,269	5,540,853
		<u><u>6,201,282</u></u>	<u><u>5,540,866</u></u>

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:


.....
B T K Davis
Director

Date: 30 September 2021

The notes on pages 10 to 18 form part of these financial statements.

OHF 7 Limited

Statement of Changes in Equity for the Year Ended 31 December 2020

	Share capital £	Profit and loss account £	Total £
At 1 January 2020	13	5,540,853	5,540,866
Comprehensive income for the year			
Profit and total comprehensive income for the year	-	660,416	660,416
At 31 December 2020	13	6,201,269	6,201,282

Statement of Changes in Equity for the Year Ended 31 December 2019

	Share capital £	Profit and loss account £	Total £
At 1 January 2019	13	3,957,055	3,957,068
Comprehensive income for the year			
Profit and total comprehensive income for the year	-	1,583,798	1,583,798
At 31 December 2019	13	5,540,853	5,540,866

The notes on pages 10 to 18 form part of these financial statements.

OHF 7 Limited

Notes to the Financial Statements for the Year Ended 31 December 2020

1. General information

OHF 7 Limited is a private company, limited by shares, incorporated in England and Wales under the Companies Act 2006. The address of the registered office is stated on the company information page and the nature of the company's operations and principal activity are set out in the directors' report on page 1.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 Going concern

The financial statements have been prepared on the going concern basis, notwithstanding net current liabilities of £2,114,424 (2019 - £3,469,571) which the directors believe to be appropriate for the following reason.

The company is dependent for its working capital on funds provided to it by Octopus Healthcare Fund, the company's ultimate parent undertaking. Octopus Healthcare Fund has confirmed that it will continue to provide such financial support for at least 12 months from the date of approval of these financial statements. This financial support includes the confirmation that the parent undertaking will not recall the amounts due to it unless the company is in a position to repay the loans. The directors consider that this should enable the company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue, although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

The impact of the global spread of COVID-19 continues to evolve and requires continued assessment as the pandemic plays out. The directors have performed a detailed assessment of any potential impact of the pandemic and the company's ability to meet its liabilities over a period of at least 12 months following the signing of these financial statements.

OHF 7 Limited

Notes to the Financial Statements for the Year Ended 31 December 2020

2. Accounting policies (continued)

2.3 Turnover

Turnover comprises rent receivable for the period in relation to the company's investment property exclusive of value added tax.

The leasehold interest granted to the operator is considered to be an operating lease. Rent receipts are structured to increase in line with expected general inflation over the life of the lease, and are accounted for on an accruals basis.

2.4 Expenses

All expenses are accounted for on an accruals basis.

2.5 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the statement of comprehensive income except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income 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 income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the statement of financial position date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

2.6 Finance costs

Finance costs are charged to the statement of comprehensive income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

OHF 7 Limited

Notes to the Financial Statements for the Year Ended 31 December 2020

2. Accounting policies (continued)

2.7 Financial instruments

The company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans to or from related parties and investments in ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in the case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the statement of comprehensive income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the company would receive for the asset if it were to be sold at the reporting date.

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

2.8 Investment properties

The company's completed investment properties are held for long-term investment. Freehold and long leasehold properties acquired are initially recognised at cost, being fair value of consideration payable including transaction costs associated with the property. After initial recognition, investment properties are measured at fair value, with unrealised gains and losses recognised in the statement of comprehensive income. Investment properties under construction are initially recognised at cost and are revalued at each period end as determined by professionally qualified external valuers. Gains or losses arising from the changes in fair value of investment properties under construction are included in the statement of comprehensive income in the period in which they arise.

The fair value of the investment properties are based upon the valuation appraisal provided by an independent firm of chartered surveyors who have the recognised and relevant professional qualification and have recent experience in the location and class of the investment properties being valued, as at each period end, adjusted as appropriate for costs to complete.

OHF 7 Limited

Notes to the Financial Statements for the Year Ended 31 December 2020

2. Accounting policies (continued)

2.9 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours.

2.10 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

3. Judgements in applying accounting policies and key sources of estimation uncertainty

In preparing these financial statements, the directors have had to make the following judgements:

Valuation of investment properties

The company obtains valuations performed by external valuers in order to determine the fair value of its investment properties. These valuations are based upon assumptions including future rental income, anticipated maintenance costs, future development costs and the appropriate discount rate. The valuers also make reference to market-based evidence of transaction prices for similar properties. Further information in relation to the valuation of investment property is disclosed in note 9 to the financial statements.

4. Turnover

Turnover is wholly attributable to the company's principle activity.

All turnover arose within the United Kingdom.

5. Operating profit

The operating profit is stated after charging:

	2020 £	2019 £
Fees payable to the company's auditor and its associates for the audit of the company's annual financial statements	5,000	6,900
Fees payable to the company's auditor and its associates in respect of tax compliance	1,770	1,450
Fees payable to the company's auditor and its associates in respect of all other services	1,755	1,950

6. Employees

No director received any remuneration from the company during the year (2019 - £Nil).

The average monthly number of employees, including directors, during the year was Nil (2019 - Nil).

OHF 7 Limited

Notes to the Financial Statements for the Year Ended 31 December 2020

7. Interest payable and similar charges

	2020 £	2019 £
Bank interest payable	112,111	100,381
Intercompany interest payable	137,306	225,824
	<u>249,417</u>	<u>326,205</u>

8. Taxation

	2020 £	2019 £
Corporation tax		
Current tax on profits for the year	-	1,155
Adjustments in respect of previous periods	(1,155)	(1,444)
Total current tax credit	<u>(1,155)</u>	<u>(289)</u>
Deferred tax		
Origination and reversal of timing differences	46,434	(834,681)
Effect of tax rate change on opening balance	9,034	-
Total deferred tax charge/(credit)	<u>55,468</u>	<u>(834,681)</u>
Taxation on profit on ordinary activities	<u>54,313</u>	<u>(834,970)</u>

OHF 7 Limited

Notes to the Financial Statements for the Year Ended 31 December 2020

9. Investment property

	Investment property £
Valuation	
At 1 January 2020	13,240,000
Gain on revaluation	270,000
At 31 December 2020	13,510,000

Open market value is based upon the valuations of the properties as provided by an independent firm of chartered surveyors, as at the reporting date. The gain arising on the revaluation of investment properties of £270,000 (2019 - £430,000) has been credited to the statement of comprehensive income.

10. Debtors

	2020 £	2019 £
Trade debtors	17,492	11,292
Other debtors	12,697	289
Prepayments and accrued income	5,359	-
	35,548	11,581

11. Creditors: Amounts falling due within one year

	2020 £	2019 £
Trade creditors	6,200	1,333
Amounts owed to group undertakings	2,001,452	3,278,238
Corporation tax	886	11,395
Other creditors	2,464	2,461
Accruals and deferred income	190,211	228,799
	2,201,213	3,522,226

All amounts due to group undertakings are unsecured and repayable on demand.

Interest is charged at rates of 8.54% on the Junior and Mezzanine Loans and 3.19% on the Senior Loan amounts.

OHF 7 Limited

Notes to the Financial Statements for the Year Ended 31 December 2020

12. Creditors: Amounts falling due after more than one year

	2020 £	2019 £
Bank loans	<u>5,062,030</u>	<u>4,152,767</u>

The bank loan is a third party loan undertaken by the group of which the company is a named borrower.

The loan is secured against the investment property of the company, has an interest rate of 190bps over 3 month LIBOR and is repayable on 30th August 2022. Post year end, the group concluded a refinancing process and the company's investment property is now secured under a new revolving credit facility. The revolving facility has an interest rate of 205bps over 3 month SONIA and is repayable in August 2024.

13. Deferred taxation

	2020 £	2019 £
At beginning of year	76,796	911,477
Charged/(credited) to profit or loss	55,468	(834,681)
At end of year	<u>132,264</u>	<u>76,796</u>

The provision for deferred taxation is made up as follows:

	2020 £	2019 £
Fixed asset timing differences	<u>132,264</u>	<u>76,796</u>

The deferred tax liability relating to capital gains was reversed and credited to the income statement during the prior year. This was as a result of the Qualifying Fund Exemption Election ("QFEE") made by the company's ultimate parent in the year. This election results in the company ceasing to be liable to corporation tax on the disposal of UK property. Accordingly no deferred tax liability in relation to the latent capital gains exists.

OHF 7 Limited

Notes to the Financial Statements for the Year Ended 31 December 2020

14. Share capital

	2020 £	2019 £
Allotted, called up and fully paid		
10,540 Ordinary shares of £0.001 each	11	11
488490 A Ordinary shares of £0.001 each	-	-
1 B Ordinary share of £0.001	-	-
2 C Ordinary shares of £0.001 each	-	-
1,788 D Ordinary shares of £0.001 each	2	2
1 E Ordinary share of £0.001	-	-
	<u>13</u>	<u>13</u>

Rights attached to each class of share:

Ordinary shares have full voting and dividend rights, and do not confer any rights of redemption.

The A Ordinary shares have attached to them restricted dividend rights which have to be approved by special resolution. The Ordinary A shares carry 5 per cent of the votes cast on the poll.

The B Ordinary and C Ordinary shares have no voting rights and restricted dividend rights which have to be approved by special resolution.

The D Ordinary shares have attached to them dividend rights and shall be entitled to receive notice of and to attend and vote at general meetings of the company.

The E Ordinary shares have no rights in the company with respect to dividends and voting.

15. Reserves

Profit and loss account

Profit and loss account represents cumulative profits or losses, net of dividends paid and other adjustments.

16. Commitments under operating leases

At 31 December 2020 the company had future minimum lease receivables under non-cancellable operating leases for each of the following periods:

	2020 £	2019 £
Within one year	778,320	1,086,524
Between one and five years	3,113,281	4,346,096
After more than five years	21,533,528	31,147,021
	<u>25,425,129</u>	<u>36,579,641</u>

OHF 7 Limited

Notes to the Financial Statements for the Year Ended 31 December 2020

17. Related party transactions

The company has taken advantage of the exemption available under paragraph C.35 of the Financial Reporting Standard 102 Section 1A not to disclose transactions with other wholly owned members of the group.

18. Controlling party

The immediate parent company is Octopus Healthfund Subco 2 Limited, a company registered in Guernsey.

The ultimate parent undertaking is Octopus Healthcare Fund, a Guernsey Property Unit Trust. No accounts are publicly available for the group. The group constitutes Octopus Healthcare Fund and its subsidiaries, of which the company is a member of.

Due to the structure of Octopus Healthcare Fund there is not considered to be an ultimate controlling party.

19. Events after the reporting date

The group concluded a refinancing process on 10 August 2021 and replaced its previous revolving credit facilities with the following: a £88.2m fixed term loan at a fixed interest rate of 2.4885% which expires in August 2031, and a £150m revolving credit facility at a margin of 205bps over 3 month SONIA which expires in August 2024. The company is a named borrower in the revolving credit facility.