

Registered number: 11114401

Butterfly (Finance) Limited

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Directors' report and audited financial statements

For the period from 15 December 2017 (date of incorporation) to 31 December 2018

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COMPANIES HOUSE

Butterfly (Finance) Limited

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Butterfly (Finance) Limited

Company information

Directors	M C Glowasky P A Smith
Registered number	11114401
Registered office	2 Merchants Drive Park House Carlisle Cumbria England CA3 0JW
Independent auditor	BDO LLP 4 Atlantic Quay 70 York Street Glasgow G2 8JX

Butterfly (Finance) Limited

Directors' report

For the period from 15 December 2017 to 31 December 2018

The directors present their report and the audited financial statements of Butterfly (Finance) Limited ("the company") for the period from 15 December 2017 (date of incorporation) to 31 December 2018.

Principal activity

The company was incorporated on 15 December 2017 and commenced trading on 27 September 2018.

The company's principal activity throughout the period was provision of finance.

Results

The loss for the period after taxation amounted to £16,784,143.

Directors

The directors who served the company during the period and up to the date of approval of this report were:

M C Glowasky (appointed 15 December 2017)

P A Smith (appointed 15 December 2017)

Disclosure of information to the auditor

The directors at the time when this Directors' report is approved have confirmed that:

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

Independent auditor

The independent auditor, BDO LLP, was appointed during the period and has indicated its willingness to continue in office. A resolution concerning its re-appointment will be put to the directors at the board meeting approving these financial statements.

Small companies note

In preparing this report, the directors have taken advantage of the small companies exemptions provided by sections 414B and 415B of the Companies Act 2006.

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


.....
P A Smith
Director

Date: 29/11/19

Directors' responsibilities statement
For the period from 15 December 2017 to 31 December 2018

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

Company law requires the directors to prepare financial statements for each financial period. Under that law the directors have prepared the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" Section 1A). 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 the financial statements, the directors are required to:

- select suitable accounting policies for the company's financial statements 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. The directors 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.

Butterfly (Finance) Limited

Independent auditor's report to the members of Butterfly (Finance) Limited For the period ended 31 December 2018

Opinion

We have audited the financial statements of Butterfly (Finance) Limited ("the company") for the period ended 31 December 2018 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).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2018 and of its loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the 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

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

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

Butterfly (Finance) Limited

Independent auditor's report to the members of Butterfly (Finance) Limited For the period ended 31 December 2018

Other information

The directors are responsible for the other information. The other information comprises the Directors' report. 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.

Opinions on other matters 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 Directors' report for the financial period 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.

Matters on which we are required to report by exception

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 Director's 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.

Butterfly (Finance) Limited

Independent auditor's report to the members of Butterfly (Finance) Limited For the period ended 31 December 2018

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.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located at the Financial Reporting Council's website at:

<https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

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



Martin Gill (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
Glasgow, United Kingdom

Date: 20 December 2019

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

Butterfly (Finance) Limited

Statement of comprehensive income
For the period from 15 December 2017 to 31 December 2018

		Period from 15 December 2017 to 31 December 2018
	<i>Note</i>	£
Interest receivable and similar income	4	454,276
Interest payable and similar charges	7	(435,877)
Net interest income		18,399
Administrative expenses		(13,400)
Provision for loan debtors	5	(16,788,192)
Loss before taxation		(16,783,193)
Tax on loss	8	(950)
Loss for the period		(16,784,143)
Other comprehensive income		-
Total comprehensive expense for the period		<u>(16,784,143)</u>

The notes on pages 10 to 16 form part of these financial statements.

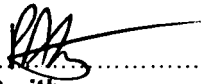
Butterfly (Finance) Limited

**Statement of financial position
As at 31 December 2018
Registered number: 11114401**

	Note	2018 £
Non-current assets		
Other loans	9	6,865,750
Current assets		
Debtors	10	2
Cash and cash equivalents		630
		<u>632</u>
Creditors: amounts falling due within one year	11	<u>(450,227)</u>
Net current liabilities		(449,595)
Total assets less current liabilities		<u>6,416,155</u>
Creditors: amounts falling due after more than one year	12	<u>(23,200,296)</u>
Net assets		<u><u>(16,784,141)</u></u>
Capital and reserves		
Called up share capital	14	2
Retained earnings		(16,784,143)
Total equity		<u><u>(16,784,141)</u></u>

The company's 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 FRS102 section 1A – small companies.

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


P A Smith
Director

Date: 29/11/19

The notes on pages 10 to 16 form part of these financial statements.

Butterfly (Finance) Limited

Statement of changes in equity**For the period from 15 December 2017 to 31 December 2018**

	Called up share capital	Retained earnings	Total equity
	£	£	£
At 15 December 2017 (date of incorporation)	-	-	-
Shares issued during the period	2	-	2
Loss for the period	-	(16,784,143)	(16,784,143)
At 31 December 2018	2	(16,784,143)	(16,784,141)

The notes on pages 10 to 16 form part of these financial statements.

Butterfly (Finance) Limited

Notes to the financial statements

For the period from 15 December 2017 to 31 December 2018

1. General information

Butterfly (Finance) Limited is a private limited company incorporated and domiciled in England and Wales. The address of its registered office is 2 Merchants Drive Parkhouse, Carlisle, Cumbria, England, CA3 0JW.

The principal activity of Butterfly (Finance) Limited is that of a provider of finance.

2. Accounting policies

2.1. Basis of preparation of financial statements

The financial statements have been prepared on a going concern basis, under the historical cost convention, and in accordance with Financial Reporting Standard 102 ("FRS102"), "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and the Companies Act 2006, as applicable to the small companies regime.

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 (note 3).

The presentational currency is pound sterling.

The following principal accounting policies have been applied:

2.2. Financial reporting standard 102 – reduced disclosure exemptions

The disclosure requirements of section 1A of FRS102 have been applied other than where additional disclosure is required to show a true and fair view.

2.3. Going concern

After making appropriate enquiries, the directors have a reasonable expectation that the company will continue to meet its liabilities as they fall due as the parent entity has pledged its continuing financial support to the company to allow it to meet its obligations as they fall due for the foreseeable future. Consequently, the directors believe that it is appropriate to continue to prepare the financial statements on a going concern basis, and the financial statements do not include any adjustments which might arise should this financial support be withdrawn.

2.4. Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are subsequently measured at amortised cost using the effective interest method, less any impairment.

2.5. 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.

2.6. Turnover

Turnover is made up of interest receivable. Turnover is recognised as the interest accrues on an effective interest rate basis.

Notes to the financial statements (continued)
For the period from 15 December 2017 to 31 December 2018

2. Accounting policies (continued)**2.7. Financial instruments***Financial assets*

Basic financial instruments, including trade and other debtors are initially recognised at transaction price, less any impairment.

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.

Financial liabilities

Financial liabilities, including trade and other payables, and bank loans are initially recognised at transaction price, less any impairment.

Financial liabilities 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 gain is recognised in the Statement of comprehensive income.

2.8. Creditors

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

2.9. 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.

2.10. Borrowing costs

All borrowing costs are recognised in the Statement of comprehensive income in the period in which they are incurred.

2.11. Taxation

Tax is recognised in the Statement of comprehensive income and 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.

Butterfly (Finance) Limited

Notes to the financial statements (continued) For the period from 15 December 2017 to 31 December 2018

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

In applying the company's accounting policies, the directors may be required to make judgements and estimates that could impact the amounts reported for assets and liabilities as at the reporting date and the amounts reported for turnover and expenses during the year.

The directors have not been required to use a significant degree of judgement in determining the timing and value of amounts recognised in the financial statements, with the exception of their assessment of the recoverability of debtors. These are considered for indications of impairment each year and if required an impairment review will be carried out and decision made on possible impairment.

The directors are not aware of any significant sources of estimation uncertainty in the preparation of the financial statements.

4. Interest receivable and similar income

Interest receivable comprises interest receivable from other loans for the period. Interest accrues at rates of between 0% and 14.1% per annum.

5. Operating loss

The operating loss is stated after charging:

Period from 15
December 2017 to
31 December
2018
£

Fees payable to the company's auditor for the audit of the company's annual financial statements

9,000

Operating loss for the year includes an exceptional expense of £16,788,192 being a provision against loan debtors.

6. Employees

The company has no employees. The company had two directors during the period, who did not receive any direct remuneration from this company.

7. Interest payable and similar charges

Period from 15
December 2017 to
31 December
2018
£

Interest payable on listed loan notes

435,877

Butterfly (Finance) Limited

Notes to the financial statements (continued) For the period from 15 December 2017 to 31 December 2018

8. Tax on loss

Period from 15
December 2017 to
31 December
2018
£

Current tax

Total current tax on loss

950

Factors affecting tax charge for the period

The tax assessed for the period is the same as the standard rate of corporation tax in the UK of 19%.

The calculation is below:

Period from 15
December 2017 to
31 December
2018
£

Loss before taxation

(16,783,193)

Loss multiplied by standard rate of corporation tax in the UK of 19%

(3,188,807)

Effects of:

Expenses not deductible for tax purposes

3,189,757

950

The corporation tax rate in the United Kingdom fell to 19% from 1 April 2018 and to 17% from 1 April 2020. The reduction to 19% was part of the Finance (No 2) Act 2015, which received Royal Assent on 18 November 2015. The reduction to 17% was announced in the 2016 Finance Bill and replaced a reduction to previous 18% that was part of the Finance (No 2) Act 2015.

Butterfly (Finance) Limited

Notes to the financial statements (continued) For the period from 15 December 2017 to 31 December 2018

9. Non-current assets

	2018 £
Other loans - debtors	<u>6,865,750</u>

During the period ended 31 December 2018 a number of companies with directors in common underwent loan refinancing and their loans were novated to this company and are included in other loans.

Although technically falling due within one year, these amounts are unlikely to be recovered in the next 12 months and therefore are not treated as current assets.

10. Debtors: amounts falling due within one year

	2018 £
Amounts due from parent undertaking	<u>2</u>

Amounts due from parent undertaking are interest free and repayable on demand.

11. Creditors: amounts falling due within one year

	2018 £
Accruals and deferred income	449,277
Corporation tax	950
	<u>450,227</u>

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

	2018 £
Listed debt instruments	<u>23,200,296</u>

The listed debt instruments are made up of unsecured redeemable loan notes 2024, listed on the Cayman Island Stock Exchange. The loan notes are redeemable on 31 March 2024. During the year interest was charged at 7.49%, and is due for payment on 31 December each year. The listed loan notes are limited to a nominal amount of £45,000,000 and interest may be repaid in the form of an unlimited amount of listed Payment-in-Kind ("PIK") notes 2024.

Butterfly (Finance) Limited

Notes to the financial statements (continued) For the period from 15 December 2017 to 31 December 2018

13. Listed debt instruments

Analysis of the maturity of the listed debt instruments is given below:

	2018 £
Amounts falling due in more than 5 years	
Loan notes	23,200,296

14. Called up share capital

	2018 £
Allotted and called up	
2 Ordinary shares of £1 each	2

Upon incorporation, on 15 December 2017, 2 ordinary shares of £1 each were issued at par.

15. Related party transactions

As a wholly owned subsidiary undertaking, the company has taken advantage of the exemption in paragraph 33.1A of FRS 102 from disclosing transactions with other group companies that are wholly owned within the group.

During the period ended 31 December 2018 a number of companies with directors in common underwent loan refinancing and their loans were novated to this company. At the period end the principal amount, accrued interest due to this entity and interest charged on the loans gross of any provisions made against these debts is set out in the table below.

	Principal £	Accrued interest owed £	Provisions against debt £	Interest charged £
Mariposa Care Limited	4,467,410	1,384,294	(4,187,591)	115,363
Crossco (1332) Limited	6,944,644	5,272	(3,204,949)	119,263
Crossco (1334) Limited	9,418,859	11,934	(7,974,123)	213,073
Sovereign Care Homes Limited	1,421,529	-	(1,421,529)	-
Butterfly Group Healthcare Limited	-	-	-	6,577

Principal amounts are included in other loans (non-current assets) and accrued interest is included in other debtors, falling due within one year.

Butterfly (Finance) Limited

Notes to the financial statements (continued)

For the period from 15 December 2017 to 31 December 2018

16. Controlling party

The immediate parent undertaking of the company is Cocoon Cayman Holdings Ltd, a company registered in the Cayman Islands.

The ultimate controlling party of the company is MCP Holdings Master LP, a limited partnership registered in the Cayman Islands.