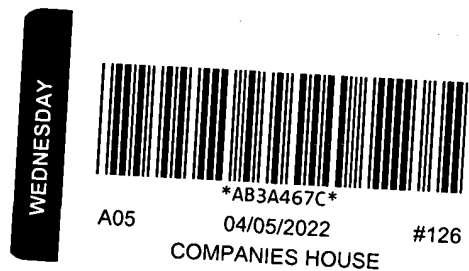


Registration number: 12791106

Barchester Propco (Maidstone Two) Limited

Annual Report and Financial Statements

for the Period from 4 August 2020 to 31 December 2021



Barchester Propco (Maidstone Two) Limited

Contents

Company Information	1
Directors' Report	2 to 3
Statement of Directors' Responsibilities	4
Independent Auditor's Report	5 to 9
Profit and Loss Account	10
Statement of Comprehensive Income	11
Balance Sheet	12
Statement of Changes in Equity	13
Notes to the Financial Statements	14 to 18

Barchester Propco (Maidstone Two) Limited

Company Information

Directors	Pete Calveley Mark Hazlewood Michael O'Reilly
Company secretary	Michael O'Reilly
Registered office	3rd Floor, The Aspect 12 Finsbury Square London EC2A 1AS
Auditor	KPMG LLP 1 Sovereign Square Sovereign Street Leeds LS1 4DA

Barchester Propco (Maidstone Two) Limited

Directors' Report for the Period from 4 August 2020 to 31 December 2021

The Directors present their report and the financial statements for the period from 4 August 2020 to 31 December 2021.

Incorporation

The Company was incorporated on 4 August 2020 and commenced trading on 29 September 2021.

Principal activity

The principal activity of Barchester Propco (Maidstone Two) Limited ("the Company") is the construction and subsequent leasing of care home facilities to other companies within the Grove Limited group (the "Group").

Fair review of the business

The results for the period are set out in the profit and loss account on page 10. The Directors are satisfied with the Company's results.

Directors of the Company

The Directors who held office during the period were as follows:

Pete Calveley (appointed 4 August 2020)

Mark Hazlewood (appointed 4 August 2020)

Michael O'Reilly - Company secretary and director (appointed 4 August 2020)

Dividends

The Directors recommend no final dividend payment be made in respect of the financial year ended 31 December 2021.

Going concern

The Directors have reasonable expectation that the Group and Company have adequate resources to continue in operation for the foreseeable future. The Directors believe that it is appropriate to prepare the financial statements on a going concern basis. Further details are in note 2 to the financial statements.

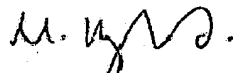
Barchester Propco (Maidstone Two) Limited

Directors' Report for the Period from 4 August 2020 to 31 December 2021 (continued)

Disclosure of information to the auditor

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 auditor is aware of that information. The Directors confirm that there is no relevant information that they know of and of which they know the auditor is unaware.

Approved by the Board on 29 April 2022 and signed on its behalf by:



.....
Mark Hazlewood
Director

Barchester Propco (Maidstone Two) Limited

Statement of Directors' Responsibilities in respect of the Directors' Report and the Financial Statements

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 UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and the Republic of Ireland*.

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Barchester Propco (Maidstone Two) Limited

Independent Auditor's Report to the Members of Barchester Propco (Maidstone Two) Limited

Opinion

We have audited the financial statements of Barchester Propco (Maidstone Two) Limited (the 'Company') for the period from 4 August 2020 to 31 December 2021, which comprise the Profit and Loss Account, Statement of Comprehensive Income, Balance Sheet, Statement of Changes in Equity, and related notes, including the accounting policies in note 2.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2021 and of its nil profit for the period then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The Directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the Directors' conclusions, we considered the inherent risks to the Company's business model and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the Directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the Company will continue in operation.

Barchester Propco (Maidstone Two) Limited

Independent Auditor's Report to the Members of Barchester Propco (Maidstone Two) Limited (continued)

Fraud and breaches of laws and regulations - ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of Directors as to the Company and Group's high-level policies and procedures to prevent and detect fraud, as well as whether they have knowledge of any actual, suspected or alleged fraud.
- Reading Group Board minutes.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.

As required by auditing standards, we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries. On this audit we do not believe there is a fraud risk related to revenue recognition because there is limited incentive or opportunity to recognise revenue fraudulently.

We did not identify any additional fraud risks.

In determining the audit procedures we took into account the results of our evaluation and testing of the operating effectiveness of some of the Company-wide fraud risk management controls.

We performed procedures including:

- Identifying journal entries to test based on risk criteria and comparing the identified entries to supporting documentation. These included those posted to unusual accounts combinations.

Barchester Propco (Maidstone Two) Limited

Independent Auditor's Report to the Members of Barchester Propco (Maidstone Two) Limited (continued)

Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the Directors and other management (as required by auditing standards), and discussed with the Directors and other management the policies and procedures regarding compliance with laws and regulations.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

Firstly, the Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the Company is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation. We identified the following areas as those most likely to have such an effect: money laundering, anti-bribery and certain aspects of company legislation recognising the nature of the Company's activities. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the Directors and other management and inspection of regulatory and legal correspondence, if any. Therefore if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

Barchester Propco (Maidstone Two) Limited

Independent Auditor's Report to the Members of Barchester Propco (Maidstone Two) Limited (continued)

Directors' report

The Directors are responsible for the Directors' report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the Directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the Directors' report;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns; or
- we have not received all the information and explanations we require for our audit; or
- the Directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 4, the Directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

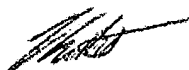
A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

Barchester Propco (Maidstone Two) Limited

Independent Auditor's Report to the Members of Barchester Propco (Maidstone Two) Limited (continued)

The purpose of our audit work and to whom we owe our responsibilities

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.



.....
Clare Partridge (Senior Statutory Auditor)
For and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants

1 Sovereign Square
Sovereign Street
Leeds
LS1 4DA

Date: 3 May 2022.....

Barchester Propco (Maidstone Two) Limited

Profit and Loss Account for the Period from 4 August 2020 to 31 December 2021

	Note	4 August 2020 to 31 December 2021 £ 000
Turnover		-
Operating profit/(loss)		-
Profit/(loss) before tax		-
Taxation		-
Profit/(loss) for the financial period		-

The above results were derived from continuing operations.

Barchester Propco (Maidstone Two) Limited

Statement of Comprehensive Income for the Period from 4 August 2020 to 31 December 2021

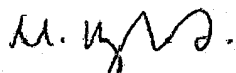
	4 August 2020 to 31 December 2021 £ 000
Profit/(loss) for the period	<u>-</u>
Total comprehensive income for the period	<u>-</u>

Barchester Propco (Maidstone Two) Limited

(Registration number: 12791106)
Balance Sheet as at 31 December 2021

		31 December 2021 £ 000
	Note	
Fixed assets		
Tangible assets	5	3,720
Current assets		
Debtors	6	691
Cash at bank and in hand		<u>70</u>
		761
Creditors: Amounts falling due within one year	7	<u>(4,481)</u>
Net current liabilities		<u>(3,720)</u>
Net assets/(liabilities)		<u>-</u>
Capital and reserves		
Called up share capital	8	<u>-</u>
Total equity		<u>-</u>

Approved and authorised by the Board on 29 April 2022 and signed on its behalf by:



.....
Mark Hazlewood
Director

Barchester Propco (Maidstone Two) Limited

Statement of Changes in Equity for the Period from 4 August 2020 to 31 December 2021

	Share capital £ 000	Profit and loss account £ 000	Total £ 000
At 4 August 2020	-	-	-
Profit/(loss) for the period	-	-	-
New share capital subscribed	-	-	-
At 31 December 2021	-	-	-

The notes on pages 14 to 18 form an integral part of these financial statements.

Barchester Propco (Maidstone Two) Limited

Notes to the Financial Statements for the Period from 4 August 2020 to 31 December 2021

1 General information

The company is a private company limited by share capital, incorporated in England and Wales.

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.

Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. The functional and presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £'000.

Barchester Propco (Maidstone Two) Limited

Notes to the Financial Statements for the Period from 4 August 2020 to 31 December 2021 (continued)

2 Accounting policies (continued)

Basis of preparation

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

There were no judgements or material estimation uncertainties affecting the reported financial performance in the current period.

Notwithstanding net current liabilities of £3,720,000 as at 31 December 2021, the financial statements have been prepared on a going concern basis which the Directors consider to be appropriate for the following reasons.

The Directors of Grove Limited (the "Grove Board"), the Company's ultimate parent undertaking, have prepared cash flow forecasts for Grove Limited and its subsidiaries (the "Grove Group"), of which this company is a member, for a period of 31 months from the date of approval of these financial statements.

The Grove Group meets its day to day working capital requirements through its cash reserves, bank loans and shareholder loans. The Grove Board have prepared cash forecasts for the remainder of 2022, the twelve months ended 31 December 2023 and the twelve months ended 31 December 2024. These forecasts take into account the impact of Covid-19 to date, expectations in relation to occupancy, fee rates, resident mix, labour hours and costs (including agency), other costs and a full programme of capital expenditure and new developments. The Grove Board has also modelled several forecasts inclusive of downside sensitivities, one of which mirrors a possible further wave of Covid-19.

All forecasts, including the downside sensitivities indicate that the Grove Group will have sufficient cash resources for the forecast period through to December 2024. In addition to the forecast cash surplus, the Group has a £20 million revolving credit facility available from NatWest. This is forecast not to be required at any time throughout the forecast period, even in the downside sensitised cases. In addition, there are a number of areas of discretionary expenditure which could be reduced if necessary and sufficient assets on the balance sheet that could be used to raise additional debt if required.

Furthermore, the Company is dependent on the Company's ultimate parent company (Grove Limited) and the Company's fellow subsidiaries not seeking repayment of the amounts currently due to the Group which at 31 December 2021 amounted to £4,474,000. Grove Limited and the Company's fellow subsidiaries have indicated that they do not intend to seek repayment of these amounts during the next 12 months. 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.

Consequently, the Directors are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

Barchester Propco (Maidstone Two) Limited

Notes to the Financial Statements for the Period from 4 August 2020 to 31 December 2021 (continued)

2 Accounting policies (continued)

Summary of disclosure exemptions

As the Company is a wholly owned subsidiary of Grove Limited the Company has taken advantage of the disclosure exemptions contained in FRS 102 Section 1.12. By virtue of FRS 102 Section 33.1A the Company has not disclosed transactions or balances with wholly owned entities which form part of the Group.

Name of parent of group

These financial statements are consolidated in the financial statements of Grove Limited.

The financial statements of Grove Limited may be obtained from www.jerseyfsc.org.

Tangible assets

Tangible assets are stated in the statement of financial position at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of tangible assets includes directly attributable incremental costs incurred in their acquisition and installation.

Depreciation

Depreciation is charged so as to write off the cost of assets, other than land and properties under construction over their estimated useful lives, as follows:

Asset class	Depreciation method and rate
Fixtures and fittings	straight line over 10 years
Motor vehicles	straight line over 4 years

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.

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.

3 Directors' remuneration

The Company has no employees other than the Directors. The Directors received remuneration for services to Grove Limited of which Barchester Propco (Maidstone Two) Limited is a subsidiary undertaking, however the proportion attributable to their services to Barchester Propco (Maidstone Two) Limited is not separately identifiable.

4 Auditor's remuneration

The remuneration of the auditor in the current year was borne by another Group company. The estimate for the current year is £5,000.

Barchester Propco (Maidstone Two) Limited

Notes to the Financial Statements for the Period from 4 August 2020 to 31 December 2021 (continued)

5 Tangible assets

	Properties under construction £ 000	Total £ 000
Cost or valuation		
At 4 August 2020	-	-
Additions	<u>3,720</u>	<u>3,720</u>
At 31 December 2021	<u>3,720</u>	<u>3,720</u>
Depreciation		
At 4 August 2020	-	-
Charge for the	<u>-</u>	<u>-</u>
At 31 December 2021	<u>-</u>	<u>-</u>
Carrying amount		
At 31 December 2021	<u>3,720</u>	<u>3,720</u>

6 Debtors

	31 December 2021 £ 000
Other debtors	<u>691</u>
	<u>691</u>

7 Creditors

	31 December 2021 £ 000
Due within one year	
Trade creditors	7
Amounts due to related parties	<u>4,474</u>
	<u>4,481</u>

Amounts due to related parties are legally due on demand and are thus due within one year. It is not expected that a demand for these amounts will be made within the next year.

Barchester Propco (Maidstone Two) Limited

Notes to the Financial Statements for the Period from 4 August 2020 to 31 December 2021 (continued)

8 Share capital

Allotted, called up and fully paid shares

	31 December 2021	
	No.	£
Ordinary shares of £1 each	<u>1</u>	<u>1</u>

9 Parent and ultimate parent undertaking

The company's immediate parent is Barchester Holdco (Jersey) Limited, incorporated in Jersey.

The ultimate parent and controlling party is Grove Limited, incorporated in Jersey.

The most senior parent entity producing publicly available financial statements is Grove Limited. These financial statements are available upon request from www.jerseyfsc.org.

The parent of the largest group in which these financial statements are consolidated is Grove Limited, incorporated in Jersey.

The address of Grove Limited is:
13 Castle Street
St Helier
Jersey
JE1 1ES

The parent of the smallest group in which these financial statements are consolidated is Barchester Holdco (Jersey) Limited, incorporated in Jersey.

The address of Barchester Holdco (Jersey) Limited is:
13 Castle Street
St Helier
Jersey
JE1 1ES