

CARE SANTÉ HOLDINGS LIMITED
ANNUAL REPORT AND CONSOLIDATED FINANCIAL STATEMENTS
FOR THE PERIOD FROM 17 DECEMBER 2020 TO 31 DECEMBER 2021

SATURDAY



ABD8216B

A11

24/09/2022

#79

COMPANIES HOUSE

CARE SANTÉ HOLDINGS LIMITED

CONTENTS

Company Information	1
Strategic Report	2
Directors' Report	3
Statement of Directors' Responsibilities	4
Independent Auditor's Report	5 to 7
Consolidated Profit and Loss Account	8
Consolidated Balance Sheet	9
Balance Sheet	10
Consolidated Statement of Changes in Equity	11
Statement of Changes in Equity	12
Consolidated Statement of Cash Flows	13
Notes to the Financial Statements	14 to 30

CARE SANTÉ HOLDINGS LIMITED

COMPANY INFORMATION

Directors	B de Vitry d'Avaucourt P Trehun
Registered office	27 Queensdale Place London W11 4SQ
Auditors	Hazlewoods LLP Windsor House Bayshill Road Cheltenham GL50 3AT

CARE SANTÉ HOLDINGS LIMITED

STRATEGIC REPORT FOR THE PERIOD FROM 17 DECEMBER 2020 TO 31 DECEMBER 2021

The directors present their strategic report for the period from 17 December 2020 to 31 December 2021.

Principal activity

The principal activity of the group is the provision of domiciliary care. The principal activity of the company is that of a holding company.

Fair review of the business

The results for the year which are set out in the profit and loss account show turnover of £4,715,484 and an operating profit of £162,583. At 31 December 2021 the group had net assets of £4,107,404. The directors consider the performance for the year and the financial position at the year end to be satisfactory. The results above reflect the profits realised in the post-acquisition period of the subsidiaries acquired in the year. This is explained further in notes 14 and 15.

Principal risks and uncertainties

The management of the business and the execution of the strategy of the group are subject to a number of risks. The key business risks and uncertainties affecting the group are considered to relate to the competition from local providers of domiciliary care.

22/9/2022

Approved by the Board on and signed on its behalf by:

Benoit de Vitry

.....
B de Vitry d'Avaucourt
Director

CARE SANTÉ HOLDINGS LIMITED

DIRECTORS' REPORT FOR THE PERIOD FROM 17 DECEMBER 2020 TO 31 DECEMBER 2021

The directors present their report and the consolidated financial statements for the period from 17 December 2020 to 31 December 2021.

Incorporation

The company was incorporated on 17 December 2020.

Directors of the company

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

B de Vitry d'Avaucourt (appointed 17 December 2020)

P Trehun (appointed 17 December 2020)

Financial instruments

Objectives and policies

The directors constantly monitor the group's trading results and revised projections as appropriate to ensure that the group can meet its future obligations as they fall due.

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

The group is exposed to the usual credit and cash flow risks associated with selling on credit and manage this through credit control procedures. The group's loan financing is subject to price and liquidity risk as disclosed in note 19 to the financial statements.

Going concern

The group has sufficient resources available and the directors have prepared forecasts for the next 12 months that indicate that this will continue to be the case and that these cash flows will be sufficient for the group to meet its financing commitments as they fall due. The directors therefore have a reasonable expectation that the group has adequate resources to continue in operational existence for the foreseeable future and have continued to adopt the going concern basis in preparing the financial statements.

Disclosure of information to the auditor

Each director has taken the 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.

Appointment of auditors

Hazlewoods LLP were appointed as auditors to the Group and Company in the period and have expressed their willingness to continue in office.

22/9/2022

Approved by the Board on and signed on its behalf by:

Benoit de Vitry

.....
B de Vitry d'Avaucourt
Director

CARE SANTÉ HOLDINGS LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Strategic Report, 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 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 have 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 group's and the company's transactions and disclose with reasonable accuracy at any time the financial position of the group and 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 group and the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

CARE SANTÉ HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CARE SANTÉ HOLDINGS LIMITED

Opinion

We have audited the financial statements of Care Santé Holdings Limited (the 'parent company') and its subsidiaries (the 'group') for the period from 17 December 2020 to 31 December 2021, which comprise the Consolidated Profit and Loss Account, Consolidated Balance Sheet, Balance Sheet, Consolidated Statement of Changes in Equity, Statement of Changes in Equity, Consolidated Statement of Cash Flows, 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 group's and the parent company's affairs as at 31 December 2021 and of the group's profit 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 group 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 director's 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.

CARE SANTÉ HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CARE SANTÉ HOLDINGS LIMITED

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 period 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 group and the parent 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:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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 4, 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 group's and the parent 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 group or the parent 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 on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

CARE SANTÉ HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CARE SANTÉ HOLDINGS LIMITED

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

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 misstatement 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 group and company financial statements or that had a fundamental effect on the group and 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 group and 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 group and 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 management considered and addressed the potential for override of controls. Detailed analysis of journals was posted through the accounting system during the year to 31 December 2021 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.

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 Howard

.....
Martin Howard (Senior Statutory Auditor)
For and on behalf of Hazlewoods LLP, Statutory Auditor

Windsor House
Bayshill Road
Cheltenham
GL50 3AT

22/9/2022
Date:.....

CARE SANTÉ HOLDINGS LIMITED

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE PERIOD FROM 17 DECEMBER 2020
TO 31 DECEMBER 2021

	Note	17 December 2020 to 31 December 2021 £
Turnover	3	4,715,484
Cost of sales		<u>(2,959,117)</u>
Gross profit		1,756,367
Administrative expenses		(1,790,055)
Other operating income	4	<u>196,271</u>
Operating profit	5	162,583
Other interest receivable and similar income	6	3,100
Interest payable and similar charges	7	<u>(4,475)</u>
Profit before tax		161,208
Taxation	11	<u>(53,818)</u>
Profit for the financial period		<u>107,390</u>
Profit/(loss) attributable to:		
Owners of the company		<u>107,390</u>

The above results were derived from continuing operations.

The group has no other comprehensive income for the period.

CARE SANTÉ HOLDINGS LIMITED**(REGISTRATION NUMBER: 13088510)****CONSOLIDATED BALANCE SHEET AS AT 31 DECEMBER 2021**

	Note	31 December 2021 £
Fixed assets		
Intangible assets	12	3,664,406
Tangible assets	13	<u>24,921</u>
		<u>3,689,327</u>
Current assets		
Stocks	16	21,540
Debtors	17	1,282,615
Cash at bank and in hand		<u>1,978,546</u>
		3,282,701
Creditors: Amounts falling due within one year	18	<u>(2,827,975)</u>
Net current assets		<u>454,726</u>
Total assets less current liabilities		4,144,053
Creditors: Amounts falling due after more than one year	18	(30,435)
Provisions for liabilities	11	<u>(6,214)</u>
Net assets		<u>4,107,404</u>
Capital and reserves		
Called up share capital	21	114
Share premium reserve		3,999,900
Profit and loss account		<u>107,390</u>
Equity attributable to owners of the company		<u>4,107,404</u>
Total equity		<u>4,107,404</u>

22/9/2022

Approved and authorised by the Board on and signed on its behalf by:

*Benoit de Vitry*B de Vitry d'Avaucourt
Director

CARE SANTÉ HOLDINGS LIMITED

(REGISTRATION NUMBER: 13088510)

BALANCE SHEET AS AT 31 DECEMBER 2021

	Note	31 December 2021 £
Fixed assets		
Investments	14	<u>1</u>
Current assets		
Debtors	17	3,195,516
Cash at bank and in hand		<u>804,423</u>
		<u>3,999,939</u>
Net assets		<u>3,999,940</u>
Capital and reserves		
Called up share capital	21	114
Share premium reserve		3,999,900
Profit and loss account		<u>(74)</u>
Total equity		<u>3,999,940</u>

The company made a loss after tax for the financial period of £74.

22/9/2022

Approved and authorised by the Board on and signed on its behalf by:

Benoit de Vitry

B de Vitry d'Avaucourt
Director

The notes on pages 14 to 30 form an integral part of these financial statements.

CARE SANTÉ HOLDINGS LIMITED**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD FROM 17
DECEMBER 2020 TO 31 DECEMBER 2021
EQUITY ATTRIBUTABLE TO THE PARENT COMPANY**

	Share capital £	Share premium £	Profit and loss account £	Total £
Profit for the period	-	-	107,390	107,390
New share capital subscribed	114	3,999,900	-	4,000,014
At 31 December 2021	114	3,999,900	107,390	4,107,404

The notes on pages 14 to 30 form an integral part of these financial statements.

CARE SANTÉ HOLDINGS LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD FROM 17 DECEMBER 2020 TO 31 DECEMBER 2021

	Share capital £	Share premium £	Profit and loss account £	Total £
Loss for the period	-	-	(74)	(74)
New share capital subscribed	114	3,999,900	-	4,000,014
At 31 December 2021	<u>114</u>	<u>3,999,900</u>	<u>(74)</u>	<u>3,999,940</u>

The notes on pages 14 to 30 form an integral part of these financial statements.

CARE SANTÉ HOLDINGS LIMITED**CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE PERIOD FROM 17 DECEMBER 2020 TO 31 DECEMBER 2021**

		17 December 2020 to 31 December 2021 £
	Note	
Cash flows from operating activities		
Profit for the period		107,390
Adjustments to cash flows from non-cash items		
Depreciation and amortisation	5	130,199
Finance income	6	(3,100)
Finance costs	7	4,475
Income tax expense	11	53,818
		<u>292,782</u>
Working capital adjustments		
Increase in stocks	16	(540)
Increase in trade debtors	17	(354,803)
Decrease in trade creditors	18	(242,150)
Increase in deferred income, including government grants		<u>7,171</u>
Cash generated from operations		(297,540)
Income taxes paid	11	<u>(76,839)</u>
Net cash flow from operating activities		<u>(374,379)</u>
Cash flows from investing activities		
Interest received		3,100
Acquisitions of tangible assets		(17,684)
Acquisition of intangible assets	12	(24,852)
Acquisition of subsidiaries (net of consideration)		<u>(1,591,268)</u>
Net cash flows from investing activities		<u>(1,630,704)</u>
Cash flows from financing activities		
Interest paid		(4,475)
Proceeds from issue of ordinary shares, net of issue costs		4,000,014
Repayment of bank borrowing		(9,757)
Repayment of other borrowing		<u>(2,153)</u>
Net cash flows from financing activities		<u>3,983,629</u>
Net increase in cash and cash equivalents		1,978,546
Cash and cash equivalents at 17 December		<u>-</u>
Cash and cash equivalents at 31 December		<u><u>1,978,546</u></u>

The notes on pages 14 to 30 form an integral part of these financial statements.

CARE SANTÉ HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 17 DECEMBER 2020 TO 31 DECEMBER 2021

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:

27 Queensdale Place

London

W11 4SQ

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 UK and Republic of Ireland'.

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 Pound.

Basis of consolidation

The consolidated financial statements consolidate the financial statements of the company and its subsidiary undertakings drawn up to 31 December 2021.

No Profit and Loss Account is presented for the company as permitted by section 408 of the Companies Act 2006. The company made a loss after tax for the financial period of £74.

A subsidiary is an entity controlled by the company. Control is achieved where the company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed of during the year are included in the Profit and Loss Account from the effective date of acquisition or up to the effective date of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by the group.

The purchase method of accounting is used to account for business combinations that result in the acquisition of subsidiaries by the group. The cost of a business combination is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the business combination. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Any excess of the cost of the business combination over the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised is recorded as goodwill.

Inter-company transactions, balances and unrealised gains on transactions between the company and its subsidiaries, which are related parties, are eliminated in full.

Intra-group losses are also eliminated but may indicate an impairment that requires recognition in the consolidated financial statements.

Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group. Non-controlling interests in the net assets of consolidated subsidiaries are identified separately from the group's equity therein. Non-controlling interests consist of the amount of those interests at the date of the original business combination and the non-controlling shareholder's share of changes in equity since the date of the combination.

CARE SANTÉ HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 17 DECEMBER 2020 TO 31 DECEMBER 2021

Going concern

After reviewing the company's forecasts and projections, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. The company therefore continues to adopt the going concern basis in preparing its financial statements.

Critical accounting judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements and estimation uncertainty

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

Revenue recognition

Turnover comprises the fair value of the consideration received or receivable for the provision of services in the ordinary course of the group's activities. Turnover is shown net of discounts and after eliminating sales within the group. The group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the group's activities.

Government grants

Government grants are recognised based on the accrual model and are measured at the fair value of the asset received or receivable. Grants are classified as relating either to revenue or to assets. Grants relating to revenue are recognised in income over the period in which the related costs are recognised. Grants relating to assets are recognised over the expected useful life of the asset. Where part of a grant relating to an asset is deferred, it is recognised as deferred income.

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 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 group operates and generates taxable income.

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements and on unused tax losses or tax credits in the group. Deferred income 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.

CARE SANTÉ HOLDINGS LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 17 DECEMBER 2020 TO 31 DECEMBER 2021****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 over their estimated useful lives, as follows:

Asset class	Depreciation method and rate
IT equipment	Straight line over 3 years
Motor Vehicles	Straight line over 4 years
Fixtures and fittings	Straight line over 5 years
Plant and equipment	Straight line over 5 years

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.

Intangible assets

Goodwill arising on the acquisition of an entity represents the excess of the cost of acquisition over the group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the entity recognised at the date of acquisition. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is held in the currency of the acquired entity and revalued to the closing rate at each reporting period date.

Amortisation

Amortisation is provided on intangible assets so as to write off the cost, less any estimated residual value, over their useful life as follows:

Asset class	Amortisation method and rate
Goodwill	Straight line over 20 years

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.

Debtors

Trade debtors are amounts due from customers for services performed in the ordinary course of business.

Trade debtors are recognised initially at the transaction price. All trade debtors are repayable within one year and hence are included at the undiscounted cost of cash expected to be received. A provision for the impairment of trade debtors is established when there is objective evidence that the group will not be able to collect all amounts due according to the original terms of the debtors.

Inventories

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost is determined using the first-in, first-out (FIFO) method.

CARE SANTÉ HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 17 DECEMBER 2020 TO 31 DECEMBER 2021

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 group 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.

Borrowings

Interest-bearing borrowings are initially recorded at fair value, net of transaction costs. Interest-bearing borrowings are subsequently carried at amortised cost, with the difference between the proceeds, net of transaction costs, and the amount due on redemption being recognised as a charge to the Profit and Loss Account over the period of the relevant borrowing.

Interest expense is recognised on the basis of the effective interest method and is included in interest payable and similar charges.

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

Leases

Leases in which substantially all the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease.

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.

Defined contribution pension obligation

A defined contribution plan is a pension plan under which fixed contributions are paid into a pension fund and the group has no legal or constructive obligation to pay further contributions even if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

Contributions to defined contribution plans are recognised as employee benefit expense when they are due. If contribution payments exceed the contribution due for service, the excess is recognised as a prepayment.

CARE SANTÉ HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 17 DECEMBER 2020 TO 31 DECEMBER 2021

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.

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.

CARE SANTÉ HOLDINGS LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 17 DECEMBER 2020 TO 31 DECEMBER 2021****3 Revenue**

The analysis of the group's revenue for the period from continuing operations is as follows:

	17 December 2020 to 31 December 2021 £
Rendering of services	4,709,210
Other revenue	<u>6,274</u>
	<u><u>4,715,484</u></u>

The total turnover of the company has been derived from its principal activity wholly undertaken in the United Kingdom.

4 Other operating income

The analysis of the group's other operating income for the period is as follows:

	17 December 2020 to 31 December 2021 £
Government grants	193,271
Miscellaneous other operating income	<u>3,000</u>
	<u><u>196,271</u></u>

Other operating income in the year mainly relates to government COVID-19 initiatives such as the CJRS scheme and Infection control grants. This amounted to £193,271.

5 Operating profit

Arrived at after charging

	17 December 2020 to 31 December 2021 £
Depreciation expense	23,667
Amortisation expense	106,532
Operating lease expense - property	132,871
Operating lease expense - other	<u>15,206</u>

6 Other interest receivable and similar income

	17 December 2020 to 31 December 2021 £
Interest income on bank deposits	<u><u>3,100</u></u>

CARE SANTÉ HOLDINGS LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 17 DECEMBER 2020 TO 31 DECEMBER 2021****7 Interest payable and similar expenses**

	17 December 2020 to 31 December 2021 £
Interest on bank overdrafts and borrowings	4,349
Interest expense on other finance liabilities	126
	<u>4,475</u>

8 Staff costs**Group**

The aggregate payroll costs (including directors' remuneration) were as follows:

	17 December 2020 to 31 December 2021 £
Wages and salaries	3,793,293
Social security costs	303,595
Pension costs, defined contribution scheme	95,889
	<u>4,192,777</u>

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

	17 December 2020 to 31 December 2021 No.
Care	145
Administration and support	50
Directors	2
	<u>197</u>

Company

The company incurred no staff costs and had no employees other than the directors.

9 Directors' remuneration

The directors of the group and company are not remunerated.

10 Auditors' remuneration

	17 December 2020 to 31 December 2021 £
Audit of these financial statements	9,250
Other fees to auditors	
All other non-audit services	<u>13,500</u>

CARE SANTÉ HOLDINGS LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 17 DECEMBER 2020 TO 31 DECEMBER 2021****11 Taxation**

Tax charged in the profit and loss account

**17 December
2020 to 31
December
2021
£**

Current taxation

UK corporation tax	51,453
--------------------	--------

Deferred taxation

Arising from origination and reversal of timing differences	2,365
---	-------

Tax expense in the income statement	<u>53,818</u>
-------------------------------------	---------------

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

The differences are reconciled below:

**17 December
2020 to
31 December
2021
£**

Profit before tax	<u>161,208</u>
Corporation tax at standard rate	30,630
Effect of expense not deductible in determining taxable profit (tax loss)	19,770
Deferred tax credit relating to changes in tax rates or laws	(607)
Tax increase from effect of capital allowances and depreciation	<u>4,025</u>
Total tax charge	<u>53,818</u>

Deferred tax**Group**

Deferred tax assets and liabilities

**Liability
£**

31 December 2021

Fixed asset timing differences	<u>6,214</u>
--------------------------------	--------------

CARE SANTÉ HOLDINGS LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 17 DECEMBER 2020 TO 31 DECEMBER 2021****12 Intangible assets**

Group		Goodwill £
Cost		
Additions acquired separately		<u>3,770,938</u>
Amortisation		
Amortisation charge		<u>106,532</u>
Carrying amount		
At 31 December 2021		<u><u>3,664,406</u></u>

13 Tangible assets

Group	Furniture, fittings and equipment £	Motor vehicles £	Total £
Cost			
Additions	17,684	-	17,684
Acquired through business combinations	<u>25,428</u>	<u>5,476</u>	<u>30,904</u>
At 31 December 2021	43,112	5,476	48,588
Depreciation			
Charge for the period	<u>22,969</u>	<u>698</u>	<u>23,667</u>
Carrying amount			
At 31 December 2021	<u><u>20,143</u></u>	<u><u>4,778</u></u>	<u><u>24,921</u></u>

14 Investments

Company	31 December 2021 £
Investments in subsidiaries	<u><u>1</u></u>
Subsidiaries	£
Cost and carrying amount	
Additions and at 31 December 2021	<u><u>1</u></u>

CARE SANTÉ HOLDINGS LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 17 DECEMBER 2020 TO 31 DECEMBER 2021****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 2021
Subsidiary undertakings			
Care Santé Financing Limited	England and Wales	Ordinary	100%
Care Santé Limited	England and Wales	Ordinary	100%
Valley Care Direct Limited	England and Wales	Ordinary	100%
Care Sante Kent Limited	England and Wales	Ordinary	100%
Helpers Homecare Limited	England and Wales	Ordinary	100%
Cedars Homecare Limited	England and Wales	Ordinary	100%

Subsidiary undertakings*Care Santé Financing Limited*

The principal activity of Care Santé Financing Limited is that of a holding company.

Care Santé Limited

The principal activity of Care Santé Limited is the provision of head office services.

Valley Care Direct Limited

The principal activity of Valley Care Direct Limited is the provision of domiciliary care services.

Care Sante Kent Limited

The principal activity of Care Sante Kent Limited is the provision of domiciliary care services.

Helpers Homecare Limited

The principal activity of Helpers Homecare Limited is the provision of domiciliary care services.

Cedars Homecare Limited

The principal activity of Cedars Homecare Limited is the provision of domiciliary care services.

All subsidiaries have the registered office address 27 Queenplace, London, W11 4SQ.

The share holding of Care Santé Financing Limited is held directly.

For the period ending 31 December 2021 the following subsidiaries were entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies:

Care Santé Financing Limited

Valley Care Direct Limited

Care Sante Kent Limited

Helpers Homecare Limited

Cedars Homecare Limited

CARE SANTÉ HOLDINGS LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 17 DECEMBER 2020 TO 31 DECEMBER 2021****15 Business combinations**

On 3 March 2021, Care Santé Limited acquired 100% of the issued share capital of Valley Care Direct Limited, obtaining control.

Valley Care Direct Limited contributed £1,173,192 revenue and £301,733 of profit to the group's loss for the period between the date of acquisition and the balance sheet date.

The amounts recognised in respect of the identifiable assets acquired and liabilities assumed are as set out in the table below:

	Book value 31 December 2021 £
Assets and liabilities acquired	
Financial assets	264,122
Stocks	1,000
Tangible assets	2,789
Financial liabilities	<u>(197,391)</u>
Total identifiable assets	<u>70,520</u>
Goodwill	<u>839,175</u>
Total consideration	<u><u>909,695</u></u>
Satisfied by:	
Cash	568,543
Contingent consideration arrangement	249,593
Transaction costs	<u>91,559</u>
Total consideration transferred	<u><u>909,695</u></u>
Cash flow analysis:	
Cash consideration	660,102
Less: cash and cash equivalent balances acquired	<u>(154,201)</u>
Net cash outflow arising on acquisition	<u><u>505,901</u></u>

The useful life of goodwill is 20 years.

CARE SANTÉ HOLDINGS LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 17 DECEMBER 2020 TO 31 DECEMBER 2021**

On 23 March 2021, Care Santé Limited acquired 100% of the issued share capital of 121 Care & Mobility Ltd, obtaining control.

121 Care & Mobility Ltd contributed £2,014,678 revenue and £241,880 of profit to the group's loss for the period between the date of acquisition and the balance sheet date.

The amounts recognised in respect of the identifiable assets acquired and liabilities assumed are as set out in the table below:

	Book value 31 December 2021 £
Assets and liabilities acquired	
Financial assets	522,184
Stocks	20,000
Tangible assets	18,978
Financial liabilities	<u>(395,640)</u>
<i>Total identifiable assets</i>	<u>165,522</u>
Goodwill	<u>1,296,186</u>
Total consideration	<u><u>1,461,708</u></u>
Satisfied by:	
Cash	1,044,289
Contingent consideration arrangement	360,189
Transaction costs	<u>57,230</u>
Total consideration transferred	<u><u>1,461,708</u></u>
Cash flow analysis:	
Cash consideration	1,101,519
Less: cash and cash equivalent balances acquired	<u>(401,831)</u>
Net cash outflow arising on acquisition	<u><u>699,688</u></u>

The useful life of goodwill is 20 years.

CARE SANTÉ HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 17 DECEMBER 2020 TO 31 DECEMBER 2021

On 27 April 2021, Care Santé Limited acquired 100% of the issued share capital of Helpers Homecare Limited, obtaining control.

Helpers Homecare Limited contributed £1,345,112 revenue and £87,376 of profit to the group's loss for the period between the date of acquisition and the balance sheet date.

The amounts recognised in respect of the identifiable assets acquired and liabilities assumed are as set out in the table below:

	Book value 31 December 2021 £
Assets and liabilities acquired	
Financial assets	627,662
Tangible assets	4,163
Financial liabilities	<u>(215,114)</u>
Total identifiable assets	<u>416,711</u>
Goodwill	<u>478,305</u>
Total consideration	<u><u>895,016</u></u>
Satisfied by:	
Cash	382,126
Contingent consideration arrangement	451,690
Transaction costs	<u>61,200</u>
Total consideration transferred	<u><u>895,016</u></u>
Cash flow analysis:	
Cash consideration	443,326
Less: cash and cash equivalent balances acquired	<u>(432,027)</u>
Net cash outflow arising on acquisition	<u><u>11,299</u></u>

The useful life of goodwill is 20 years.

CARE SANTÉ HOLDINGS LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 17 DECEMBER 2020 TO 31 DECEMBER 2021**

On 30 November 2021, Care Santé Limited acquired 100% of the issued share capital of Cedars Homecare Limited, obtaining control.

Cedars Homecare Limited contributed £183,182 revenue and £(958) of profit to the group's loss for the period between the date of acquisition and the balance sheet date.

The amounts recognised in respect of the identifiable assets acquired and liabilities assumed are as set out in the table below:

	Book value 31 December 2021 £
Assets and liabilities acquired	
Financial assets	1,192,435
Tangible assets	4,884
Financial liabilities	<u>(911,420)</u>
Total identifiable assets	<u>285,899</u>
Goodwill	<u>1,157,272</u>
Total consideration	<u><u>1,443,171</u></u>
Satisfied by:	
Cash	1,028,831
Contingent consideration arrangement	350,740
Transaction costs	<u>63,600</u>
Total consideration transferred	<u><u>1,443,171</u></u>
Cash flow analysis:	
Cash consideration	1,028,831
Less: cash and cash equivalent balances acquired	<u>(654,451)</u>
Net cash outflow arising on acquisition	<u><u>374,380</u></u>

The useful life of goodwill is 20 years.

16 Stocks

	Group 31 December 2021 £	Company 31 December 2021 £
Inventories	<u>21,540</u>	<u>-</u>

17 Debtors

	Group 31 December 2021 £	Company 31 December 2021 £
Trade debtors	654,692	-
Amounts owed by group undertakings	146,565	3,195,423
Other debtors	130,765	93
Prepayments	71,616	-
Accrued income	<u>278,977</u>	<u>-</u>
	<u><u>1,282,615</u></u>	<u><u>3,195,516</u></u>

CARE SANTÉ HOLDINGS LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 17 DECEMBER 2020 TO 31 DECEMBER 2021****18 Creditors**

	Note	Group 31 December 2021 £	Company 31 December 2021 £
Due within one year			
Loans and borrowings	19	112,704	-
Trade creditors		113,086	-
Social security and other taxes		280,198	-
Outstanding defined contribution pension costs		42,152	-
Other creditors		463,831	-
Accrued expenses		1,530,896	-
Corporation tax liability	11	277,937	-
Deferred income		7,171	-
		<u>2,827,975</u>	<u>-</u>
Due after one year			
Loans and borrowings	19	<u>30,435</u>	<u>-</u>

19 Loans and borrowings

	Group 31 December 2021 £	Company 31 December 2021 £
Current loans and borrowings		
Bank borrowings	91,365	-
Other borrowings	<u>21,339</u>	<u>-</u>
	<u>112,704</u>	<u>-</u>
Non-current loans and borrowings		
Other borrowings	<u>30,435</u>	<u>-</u>

The group was lent £100,000 under the Government bounce back loan scheme, of which £91,357 is outstanding at 31 December 2021. Interest is charged at 2.5% per annum. Monthly repayments started in June 2021 and September 2021.

Other borrowings for the group include unsecured debt repayable within 5 years.

20 Pension and other schemes**Defined contribution pension scheme**

The group operates a defined contribution pension scheme. The pension cost charge for the period represents contributions payable by the group to the scheme and amounted to £95,889.

Contributions totalling £42,152 were payable to the scheme at the end of the period and are included in creditors.

CARE SANTÉ HOLDINGS LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 17 DECEMBER 2020 TO 31 DECEMBER 2021****21 Share capital****Allotted, called up and fully paid shares**

	31 December 2021	
	No.	£
Ordinary A Shares of £0.01 each	9,300	93
Ordinary B Shares of £0.01 each	700	7
Ordinary C Shares of £0.01 each	1,363	14
	<u>11,363</u>	<u>114</u>

The shares have varying rights as detailed in the Articles and Association.

22 Obligations under leases and hire purchase contracts**Group****Operating leases**

The total of future minimum lease payments is as follows:

	31 December 2021 £
Not later than one year	48,552
Later than one year and not later than five years	<u>18,016</u>
	<u>66,568</u>

The amount of non-cancellable operating lease payments recognised as an expense during the period was £120,439 .

23 Analysis of changes in net debt**Group**

	Financing cash flows £	Acquisition of subsidiaries £	At 31 December 2021 £
Cash and cash equivalents			
Cash	811,491	1,167,055	1,978,546
Borrowings			
Bank borrowings	8,643	(100,000)	(91,357)
Other borrowings	<u>1,675</u>	<u>(53,449)</u>	<u>(51,774)</u>
	<u>10,318</u>	<u>(153,449)</u>	<u>(143,131)</u>
	<u>821,809</u>	<u>1,013,606</u>	<u>1,835,415</u>

CARE SANTÉ HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 17 DECEMBER 2020 TO 31 DECEMBER 2021

24 Related party transactions

Company

Summary of transactions with key management

Key management personnel are considered to be the directors of the company and key management personnel compensation is disclosed in note 9 to the financial statements.

25 Parent and ultimate parent undertaking

The company's immediate parent is Vitry Enfants Limited, incorporated in Guernsey.