

**Millbrook Healthcare  
Holdings Limited**

Annual Report and Financial Statements

Year Ended

30 June 2024

Company Number 11935668



# Millbrook Healthcare Holdings Limited

## Company Information

<b>Directors</b>	A Crawshaw T Jones M Robson A Thaper
<b>Registered number</b>	11935668
<b>Registered office</b>	Millbrook Healthcare Ltd Nutsey Lane Calmore Industrial Estate Totton Southampton England SO40 3XJ
<b>Independent auditor</b>	Crowe U.K LLP Medway Bridge House 1-8 Fairmeadow Maidstone Kent ME14 1JP

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# Millbrook Healthcare Holdings Limited

## Group Strategic Report For the Year Ended 30 June 2024

The directors present their strategic report together with the audited financial statements for the year ended 30 June 2024.

### Principal activity, review of business and future developments

The company's principal activity is that of an investment holding and management company.

The principal activities of the group are to enhance the health and well-being of communities through the provision of goods and services via contracts with local authorities and NHS Commissioning Groups in the UK, together with supplies to distributors, social care and private individuals.

Providing safe home environments to enable people to be at home rather than in hospital or in a care home – is at the very heart of the UK Government's approach to reforming the NHS, being *“from analogue to digital, from hospital to community and from sickness to prevention”*.

The group operated in the following business areas during the year:

			
Community Equipment Services	Technology Enabled Care	Home Services	Ultimate Healthcare

- Community Equipment Services (CES), offer a range of products designed to help people to continue to stay active, comfortable, and independent in their own home, as well as safe in their community. We specialise in managing outsourced services from the NHS and local authorities. We deliver high-quality services focussed on service users, their family and carers.
- Technology Enabled Care (TEC), provided by our subsidiary company Livity Life Limited. Using the most innovative technology and cutting-edge digital tools, we deliver a transformational service that challenges norms and delivers the very best care experience. Using the latest technology and innovations to help people remain safe, comfortable, and independent in their home. TEC delivers effective and affordable social care, saving local authorities significant costs.
- Home Services (HS), provide bespoke home improvement solutions to help people live more independently in their home. This includes services across Adaptive Home Solutions (AHS), Home Improvement Agency (HIA) and Ceiling Track Hoist (CTH).
- Ultimate Healthcare (UHC), a leading supplier of products to Care Home Distributors, the NHS and Social Services. Our product portfolio includes pressure care mattresses and cushions, electric profiling bed frames and independent living equipment.

We will continue investing in, and growing in, our existing markets of CES, TEC, HS and UHC.

# Millbrook Healthcare Holdings Limited

Group Strategic Report  
For the Year Ended 30 June 2024

## Our family of businesses

Millbrook Healthcare was formed in 1995 and has since grown into one of the UK’s largest independent healthcare providers through our innovative and collaborative approach. In 2019 we were acquired by funds managed by Cairngorm Capital Partners LLP which has enabled us to continue to invest and secure new contracts. We provide award winning healthcare services on behalf of the NHS and local authorities, aligned with the NHS’ Home First and Healthcare at Home approach.

Communities and people are at the heart of our services. We work together with the individuals we support, their families/carers, healthcare professionals, commissioners and wider local communities to provide a fully integrated service that makes a difference.

Our caring and committed team work hard to provide exceptional quality services, delivered through our family of businesses:



We care about our service users, their safety and their families who are often going through very difficult times. We understand that the best service comes from listening to our service users and our colleagues while working in partnership with our customers. We are individually committed to getting our service delivery to be best in class. We believe everyone in Millbrook Healthcare plays an important role in delivering our services and we treat everyone fairly and with respect.

Our values are at the heart of everything we do.



Millbrook Healthcare. We Care.

# Millbrook Healthcare Holdings Limited

## Group Strategic Report For the Year Ended 30 June 2024

### Review of financial position

The business continues to bid for suitable new contracts and will seek to retain those contracts that are time expired, provided the contracts support a sustainable financial return. There has been good success during the year in securing new or renewed contracts across the business. This success has continued since the year end with additional new contracts secured starting in our financial year to 30 June 2025.

As at 30 June 2024, the consolidated group, of which the company is the ultimate parent, had total assets less current liabilities totalling £22.8m (2023: £32.1m) and net liabilities totalling £17.2m (2023: £5.5m). The £38.7m of loan notes and associated interest charges are not due for cash repayment within 12 months from the date these accounts are signed; excluding this investment by shareholders, the group is in a positive net assets position at the balance sheet date. Group closing cash balances were £1.0m (2023: £0.9m), whilst reported net debt stood at £43.5m (2023: £42.8m), of which bank borrowings were £5.6m (2023: £7.4m). The company itself had total assets less current liabilities of £0.6m (2023: £0.7m).

### Key performance indicators

The group has certain performance indicators which the board monitors. The key financial performance indicators are turnover and EBITDA (being defined as operating profit, with depreciation, amortisation and non-recurring items added back). The board also monitors other non-financial indicators which include employee turnover, equality, diversity, clinical, operational & corporate governance and the wider health & safety environment.

Turnover for the year was £128,066k, which is up 8.1% from the prior year level of £118,499k (continuing operations). This includes a 5.2% growth in CES to £106,951k and a very strong 25.5% growth in other business lines to £21,115k across TEC, HS and UHC. Total reported revenue for the prior year was £150,699k. The prior year results include 10 months of Wheelchair Services (WCS) revenue before disposal of that business line in April 2023, this amounted to £32,200k of revenue and is disclosed as a discontinued operation.

EBITDA has reduced following the WCS disposal, however the board was pleased to achieve its annual financial targets in 2024. Through the growth in revenue and control of costs, the board has seen the EBITDA profile strengthening throughout the financial year and in particular the final two quarters. The directors are anticipating strong trading demand and growth in EBITDA for the forthcoming year.

The group is financed through shareholder investment, cash reserves and bank financing. The disposal of the WCS business in April 2023 enabled the group to substantially reduce its bank borrowings and largely eliminate cash interest costs which were reduced to £660k (2023: £3,257k). This has been further enhanced with operating cash inflows during the year to 30 June 2024 and bank borrowings are now down to £5,630k, while cash balances of £996k were held. Our debt to EBITDA ratio is 2.3 times, which is well below industry norms and demonstrates the financial security of the group.

	2024	2023	2022
EBITDA	2,468	3,620	7,779
Net current assets	4,050	8,542	9,336
Bank borrowings	5,630	7,430	37,734
Debt to EBITDA ratio (Bank borrowings / EBITDA)	2.3	2.1	4.9
<u>EBITDA reconciliation</u>			
Operating (loss) / profit	(8,267)	(3,929)	202
Add back:			
Amortisation	5,116	2,907	3,244
Depreciation	1,634	2,220	3,019
Non-recurring items*	3,985	2,422	1,247
<b>EBITDA</b>	<b>2,468</b>	<b>3,620</b>	<b>7,712</b>

\* Non-recurring items are added back in arriving at an Adjusted EBITDA to present a normalised measure of profitability. In the year; non-recurring items comprised of business change and corporate structuring costs of £2.2m (2023: £1.5m), including costs finalising the WCS disposal undertaken last year, and costs incurred on terminated contracts £1.8m (2023: £0.9m).

# Millbrook Healthcare Holdings Limited

## Group Strategic Report For the Year Ended 30 June 2024

### Principal risks and uncertainties

The management of the business and the execution of the group's strategy remains subject to a number of external risks; these risks are regularly reviewed by the board and where appropriate, monitored and mitigated by suitable processes. Principal risks identified by the Board are set out below:

#### Inflation

The relatively higher rates of inflation being experienced in the UK have the potential to reduce trading margins if the group does not secure matching price increases from its customers. Increases to the statutory minimum wage, which apply to some of our colleagues, and employers national insurance rises further increases inflationary pressures. In mitigation, the group actively discusses these pressures with its customers in securing matching price increases for its services.

#### Safeguarding

The group provides critical services to vulnerable people. A failure in safeguarding could not only be harmful for the people affected, but it could also, for the Group, lead to loss of reputation and contracted work along with financial penalties and fines. Appropriate standards of service and a focus on keeping people safe is of the highest priority. The corporate governance function maintains a focus on upholding standards, undertaking audit visits and regular reporting on governance KPIs.

#### Liquidity

The group benefits from financing from both third-party lenders and shareholder loans. The group maintains detailed short term and long-term cash forecasts to ensure there is sufficient liquidity.

#### Interest rate risk

The group finances its operations through a mixture of retained profits, bank borrowings and loan notes. The interest rate exposure of the financial assets and liabilities of the group as at 30 June 2024 is shown within the notes to the accounts and we have materially reduced the cash interest burden of the group during the year. The statement of financial position includes trade debtors and creditors which do not attract interest and are therefore not subject to interest rate risk.

### Promoting the success of the Group for the benefit of all stakeholders

Corporate governance for all companies within Millbrook Healthcare provides a framework for the company to not only demonstrate how the board makes decisions for the long-term success of the company and its stakeholders, but also has regard to how the board ensures the company complies with the requirements of Section 172 of the Companies Act 2016.

The board considers the interests of all stakeholders at its regular board meetings and ensures that all stakeholders' interests are considered when taking decisions. The Board recognises that stakeholders include shareholders, customers, suppliers, employees and the communities in which the business operates.

The group looks to foster strong relationships across its customer and supplier community through active engagement with regular and open communication.

Ensuring we are meeting ISO standards 9001, 45001, 14001 and 13485, we can assure our customers we provide safe and environmentally sound services, we hold regular Toolbox talks to reinforce safety basics, focus on high-risk scenarios, keep health and safety knowledge refreshed, stay up to date and continually grow and develop a positive health and safety culture. The board receives a regular update on accidents and near misses and promotes accident prevention and encourages reporting across the whole business.

The board recognises the importance of engaging employees to help them make their fullest contribution to the business, which is fundamental to achieving the group's strategy and long-term objectives. Millbrook Healthcare group uses a variety of media to inform employees about business development and prospects and seeks and listens to employees' views and opinions, this includes a monthly update with the CEO, regular Executive Team attendance at our operational sites and a 6 monthly staff survey. We have launched in 2024 a new employee of the month scheme, open to nomination from colleagues across the business and from feedback from our service users. We are committed to supporting our colleague's well-being, providing a range of initiatives to support them in their roles, regularly promoting our Employee Assistance Programme, and introducing a new independent Whistleblowing service.

# Millbrook Healthcare Holdings Limited

## Group Strategic Report For the Year Ended 30 June 2024

The group remains committed to enhancing the core competencies and skills of employees through training and development, through a nurturing a culture where employees feel valued for their contribution and motivated to achieve their full potential. Applicants for employment by disabled persons are given full and fair consideration for all vacancies in accordance with their particular aptitude and abilities.

We are committed to advancing, cultivating and preserving a culture of diversity, inclusion and belonging because it makes us a stronger, more successful company, and because it directly aligns with our purpose and the wide-ranging demographics of our service users. We understand that the best service comes from listening to our service users, and our Millbrook colleagues while working in partnership with our customers.

The business is committed to providing wider social value, with examples of driving localised supply chains to reduce carbon emission, supporting local employment and buying into the local economy. Our teams actively volunteer with local charities, run local events to raise funds, sponsor local community groups and provide employment advice at local colleges. The business has also donated surplus stocks to local social care charities.

This report was approved by the board on 6 January 2025 and signed on its behalf.



**T Jones**  
Director



# Millbrook Healthcare Holdings Limited

## Directors' Report For the Year Ended 30 June 2024

The directors present their report together with the audited financial statements for the year ended 30 June 2024.

### Results and dividends

The consolidated statement of comprehensive income is set out on page 13 and shows the result for the year. A dividend of £nil (2023: £nil) was paid during the year.

### Directors

The directors who served during the year and up to the date of this report were:

A Crawshaw  
T Jones (appointed 20 March 2024)  
M Robson (appointed 1 September 2023)  
A Thaper  
C Atkins (resigned 11 March 2024)  
J Chilton (resigned 1 September 2023)  
L Davies (resigned 20 March 2024)

### Financial instruments

The group uses financial instruments comprising cash, bank borrowings, loan notes, and items such as trade debtors and trade creditors that arise directly from its operations. The main purpose of these financial instruments is to finance the group's operations. The vast majority of the group's business is conducted in £ Sterling. Where transactions are conducted in alternative currencies the risk attached to this will be assessed, on an individual basis, and appropriate action taken.

The group's credit risk is primarily attributable to its UK trade debtors. Credit risk is managed by running credit checks on new customers and by monitoring payments against contractual agreements.

### Going concern

The group maintains a business plan with financial forecasts for more than 12 months from the date of approval of these financial statements. These forecasts show the group is expected to be able to meet its liabilities as they fall due, in both the planned and downside scenarios. The Directors take note of the net liabilities on the consolidated balance sheet but given the group's forecasts and cash position the Directors are confident of being able to trade for a period of at least 12 months from the date of approval of these financial statements and the Directors have therefore concluded that it is appropriate for the financial statements to be prepared on a going concern basis.

### Matters covered by the strategic report

Some of the company's analysis of principal risk management objectives and future developments of the business are set out in the strategic report.

### Qualifying third party indemnity provisions

The company has made qualifying third-party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

# Millbrook Healthcare Holdings Limited

## Directors' Report For the Year Ended 30 June 2024

### Greenhouse gas emissions, energy consumption and energy efficiency action

We fulfil the statutory requirements for Streamlined Energy and Carbon Reporting which includes disclosure of the Company's carbon emissions. Under the Companies Act 2006 / SECR Regulations, 'Large' companies' are required to report their annual emissions in their Directors' report.

Millbrook Healthcare Ltd Streamlined Energy and Carbon Reporting statement covers the reporting period 1 July 2023 - 30 June 2024 and has been prepared in line with the requirements of the Streamlined Energy and Carbon Reporting regulations and the relevant areas of the Greenhouse Gas ('GHG') Protocol Corporate Accounting and Reporting Standard.

A 'Dual Reporting' methodology has been used to indicate emissions using UK electricity grid average emission factors (known as the 'Location Based' method), and also emissions using supplier specific generation emission factors (the 'Market Based' method).

The company strategy has been to purchase renewable energy backed by Renewable Electricity Guarantees of Origin (REGO) certificates. Through this strategy, within the 2023/2024 total energy consumption, the company has sourced a total of 777,431 kWh of REGO backed (zero emission) electricity equating to 75% of total electricity use.

	<b>Location Based 2024</b>	<b>Market Based 2024</b>	<b>Location Based 2023</b>	<b>Market Based 2023</b>
Total energy consumption (kWh)	<b>11,157,535.98</b>	<b>11,157,535.98</b>	13,343,774.93	13,343,774.93
Emission Type	<b>Amount (tCO<sub>2</sub>e)</b>	<b>Amount (tCO<sub>2</sub>e)</b>	Amount (tCO <sub>2</sub> e)	Amount (tCO <sub>2</sub> e)
Combustion of gas (Scope 1)	<b>231.675</b>	<b>231.675</b>	495.325	495.325
Combustion of fuel for transport (Scope 1)	<b>2,152.953</b>	<b>2,152.953</b>	2,093.106	2,093.106
Purchased electricity (Scope 2)	<b>214.446</b>	<b>118.555</b>	339.280	59.328
Transmission and Distribution (Scope 3)	<b>95.301</b>	<b>86.827</b>	29.353	5.133
Carbon intensity (Emissions of tCO <sub>2</sub> e / £m sales revenue)	<b>22.757</b>	<b>21.875</b>	26.384	23.815
<b>Total</b>	<b><u>2,694.375</u></b>	<b><u>2,590.010</u></b>	<u>3,123.816</u>	<u>2,819.644</u>

### Post balance sheet events

There are no material events since the balance sheet date which require disclosure in these financial statements in accordance with FRS 102.

# Millbrook Healthcare Holdings Limited

## Directors' Report For the Year Ended 30 June 2024

### Disclosure of information to the independent auditor

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

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

### Independent auditor

Crowe U.K LLP will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 6 January 2025 and signed on its behalf.



**T Jones**  
Director

# Millbrook Healthcare Holdings Limited

## **Directors' Responsibilities Statement For the Year Ended 30 June 2024**

The directors are responsible for preparing the strategic report, 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 group and company 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 group and company and of the profit or loss of the group 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 accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group will continue in business.

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

# Millbrook Healthcare Holdings Limited

## Independent Auditor's Report

### To the Shareholders of Millbrook Healthcare Holdings Limited

#### Opinion

We have audited the financial statements of Millbrook Healthcare Holdings Limited (the "parent company") and its subsidiaries (the "group") for the year ended 30 June 2024 which comprise the consolidated statement of comprehensive income, the consolidated statement of financial position, the company statement of financial position, the consolidated statement of changes in equity, the company statement of changes in equity, the consolidated statement of cash flows and notes to the financial statements, including 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 of the parent company's affairs as at 30 June 2024 and of the group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- 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 directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

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

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

#### Other information

The directors are responsible for the other information contained within the annual report. 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.

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 this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

# Millbrook Healthcare Holdings Limited

## Independent Auditor's Report

### To the Shareholders of Millbrook Healthcare Holdings Limited (continued)

#### Opinion on other matter prescribed by the Companies Act 2006

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

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the 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 the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept 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 directors' responsibilities statement [set out on page 9], 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.

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

We obtained an understanding of the legal and regulatory frameworks within which the company operates, focusing on those laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements. The laws and regulations we considered in this context were the Companies Act 2006 and Taxation legislation.

# Millbrook Healthcare Holdings Limited

## Independent Auditor's Report

### To the Shareholders of Millbrook Healthcare Holdings Limited (continued)

We identified the greatest risk of material impact on the financial statements from irregularities, including fraud, to be the override of controls by management and the recognition of revenue. Our audit procedures to respond to these risks included:

- enquiries of management about their own identification and assessment of the risks of irregularities;
- reviewing board minutes and making enquiries of management regarding any non-compliance with laws and regulations and fraud;
- challenging assumptions and judgements made by management in their significant accounting estimates and judgements; and
- reviewing journal entries, in particular any journal entries posted with unusual account combinations, posted by unexpected users and posted on unexpected days.

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. We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

A further description of our responsibilities for the audit of the financial statements is available on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://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.

Handwritten signature in blue ink that reads "Crowe UK LLP".

#### Darren Rigden

Senior Statutory Auditor

Crowe U.K LLP  
Medway Bridge House  
1-8 Fairmeadow  
Maidstone  
Kent  
ME14 1JP

Date: 7<sup>th</sup> January 2025

# Millbrook Healthcare Holdings Limited

## Statement of Comprehensive Income For the Year Ended 30 June 2024

	Note	2024			2023		
		Continuing operations £000	Discontinued operations £000	Total £000	Continuing operations £000	Discontinued operations £000	Total £000
Turnover	4	128,066	-	128,066	118,499	32,200	150,699
Cost of sales		(107,464)	-	(107,464)	(100,336)	(20,619)	(120,955)
<b>Gross profit</b>		<b>20,602</b>	-	<b>20,602</b>	18,163	11,581	29,744
Distribution costs		(2,624)	-	(2,624)	(1,706)	(590)	(2,296)
Administration expenses		(22,261)	-	(22,261)	(20,839)	(8,116)	(28,955)
Non-recurring items	6	(3,985)	-	(3,985)	(2,422)	-	(2,422)
<b>Operating loss</b>	6	<b>(8,267)</b>	-	<b>(8,267)</b>	(6,804)	2,875	(3,929)
Interest receivable and similar income	10	17	-	17	197	-	197
Interest payable and similar charges	11	(4,917)	-	(4,917)	(8,047)	-	(8,047)
Profit on disposal of business operations		-	-	-	-	17,585	17,585
<b>(Loss) / profit before taxation</b>		<b>(13,167)</b>	-	<b>(13,167)</b>	(14,654)	20,460	5,806
Tax on (loss) / profit	12	1,453	-	1,453	120	47	167
<b>(Loss) / profit for the financial year</b>		<b>(11,714)</b>	-	<b>(11,714)</b>	(14,533)	20,507	5,973
Actuarial (loss) / gain on defined benefit scheme				(16)			91
Movement on deferred tax relating to pension deficit				-			(19)
<b>Total comprehensive (loss) / profit for the year</b>				<b>(11,730)</b>			<b>6,045</b>



# Millbrook Healthcare Holdings Limited

Registered number: 11935668

## Consolidated Statement of Financial Position

As at 30 June 2024

	Note	2024 £000	2024 £000	2023 £000	2023 £000
<b>Fixed assets</b>					
Intangible assets	13		15,094		20,200
Tangible assets	14		3,609		3,352
Investments	15		-		-
			<u>18,703</u>		<u>23,552</u>
<b>Current assets</b>					
Stocks	16	7,249		7,537	
Debtors: amounts falling due within one year	17	21,592		30,586	
Cash at bank and in hand		996		912	
		<u>29,837</u>		<u>39,035</u>	
Creditors: amounts falling due within one year	18	(25,787)		(30,493)	
<b>Net current assets</b>			<u>4,050</u>		<u>8,542</u>
<b>Total assets less current liabilities</b>			<u>22,753</u>		<u>32,094</u>
Creditors: amounts falling due after more than one year	19		(38,781)		(36,236)
Other provisions	23		(1,205)		(1,361)
<b>Net liabilities</b>			<u>(17,233)</u>		<u>(5,503)</u>
<b>Capital and reserves</b>					
Called up share capital	25		9		9
Share premium account	26		500		500
Capital redemption reserve	26		38		38
Profit and loss account	26		(17,780)		(6,050)
<b>Total equity</b>			<u>(17,233)</u>		<u>(5,503)</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 6 January 2025



**T Jones**  
Director

The notes on page 20 onwards form part of these financial statements.

# Millbrook Healthcare Holdings Limited

Registered number: 11935668

## Company Statement of Financial Position As at 30 June 2024

	Note	2024 £000	2024 £000	2023 £000	2023 £000
<b>Fixed assets</b>					
Investments	15		-		-
			<u>-</u>		<u>-</u>
<b>Current assets</b>					
Debtors: amounts falling due within one year	17	<b>1,416</b>		1,375	
		<u>1,416</u>		<u>1,375</u>	
Creditors: amounts falling due within one year	18	<b>(850)</b>		(718)	
			<u>566</u>		<u>657</u>
<b>Net current assets</b>			<b>566</b>		<b>657</b>
<b>Total assets less current liabilities</b>			<b>566</b>		<b>657</b>
<b>Net assets</b>			<b>566</b>		<b>657</b>
<b>Capital and reserves</b>					
Called up share capital	25		<b>9</b>		9
Share premium account	26		<b>500</b>		500
Capital redemption reserve	26		<b>38</b>		38
Profit and loss account	26		<b>19</b>		110
			<u>566</u>		<u>657</u>
<b>Total equity</b>			<b>566</b>		<b>657</b>

The company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own statement of comprehensive income in these financial statements. The loss after tax of the parent company for the year was £92k (2023: loss of £157k).

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 6 January 2025



**T Jones**  
Director

The notes on page 20 onwards form part of these financial statements.

# Millbrook Healthcare Holdings Limited

## Consolidated Statement of Changes in Equity

	Called up share capital £000	Share Premium £000	Capital redemption reserve £000	Profit and loss account £000	Total equity £000
At 1 July 2023	9	500	38	(6,050)	(5,503)
<b>Comprehensive loss for the year</b>					
Loss for the year	-	-	-	(11,714)	(11,714)
Actuarial deficit on pension scheme	-	-	-	(16)	(16)
<b>Total comprehensive loss for the year</b>	-	-	-	<b>(11,730)</b>	<b>(11,730)</b>
<b>At 30 June 2024</b>	<b>9</b>	<b>500</b>	<b>38</b>	<b>(17,780)</b>	<b>(17,233)</b>
	Called up share capital £000	Share Premium £000	Capital redemption reserve £000	Profit and loss account £000	Total equity £000
At 1 July 2022	10	1,062	38	(12,437)	(11,327)
<b>Comprehensive profit for the year</b>					
Profit for the year	-	-	-	5,973	5,973
Actuarial gains on pension scheme	-	-	-	91	91
Tax on OCI items	-	-	-	(19)	(19)
<b>Total comprehensive profit for the year</b>	-	-	-	<b>6,045</b>	<b>6,045</b>
<b>Shareholder transactions and restructuring</b>					
Share capital	(1)	-	-	-	(1)
Shares issued	-	(562)	-	-	(562)
Retained reserves	-	-	-	342	342
<b>Total shareholder transactions and restructuring</b>	<b>(1)</b>	<b>(562)</b>	<b>-</b>	<b>342</b>	<b>(221)</b>
<b>At 30 June 2023</b>	<b>9</b>	<b>500</b>	<b>38</b>	<b>(6,050)</b>	<b>(5,503)</b>

The notes on page 20 onwards form part of these financial statements.

# Millbrook Healthcare Holdings Limited

## Company Statement of Changes in Equity

	Called up share capital £000	Share Premium £000	Capital redemption reserve £000	Profit and loss account £000	Total equity £000
At 1 July 2023	9	500	38	110	657
<b>Comprehensive loss for the year</b>					
Loss for the year	-	-	-	(91)	(91)
<b>Total comprehensive loss for the year</b>	-	-	-	<b>(91)</b>	<b>(91)</b>
<b>At 30 June 2024</b>	<b>9</b>	<b>500</b>	<b>38</b>	<b>19</b>	<b>566</b>

	Called up share capital £000	Share Premium £000	Capital redemption reserve £000	Profit and loss account £000	Total equity £000
At 1 July 2022	10	1,062	38	(75)	1,035
<b>Comprehensive loss for the year</b>					
Loss for the year	-	-	-	(157)	(157)
<b>Total comprehensive loss for the year</b>	-	-	-	<b>(157)</b>	<b>(157)</b>
<b>Shareholder transactions and restructuring</b>					
Share capital	(1)	-	-	-	(1)
Shares issued	-	(562)	-	-	(562)
Retained reserves	-	-	-	342	342
<b>Total shareholder transactions and restructuring</b>	<b>(1)</b>	<b>(562)</b>	<b>-</b>	<b>342</b>	<b>(221)</b>
<b>At 30 June 2023</b>	<b>9</b>	<b>500</b>	<b>38</b>	<b>110</b>	<b>657</b>

The notes on page 20 onwards form part of these financial statements.

# Millbrook Healthcare Holdings Limited

## Consolidated Statement of Cash Flows For the Year Ended 30 June 2024

	<b>2024</b>	<b>2023</b>
	<b>£000</b>	<b>£000</b>
<b>Cash flows from operating activities</b>		
Profit / (loss) for the financial year	(11,714)	5,973
<b>Adjustments for:</b>		
Taxation charge	(1,453)	(167)
Interest payable and similar charges	4,917	8,047
Interest receivable and similar income	(17)	(197)
Profit on disposal of subsidiary undertakings	-	(17,585)
<b>Operating (loss) / profit</b>	<b>(8,267)</b>	<b>(3,929)</b>
<b>Adjustments for:</b>		
Amortisation	5,116	2,907
Depreciation	1,634	2,220
Profit on disposal of tangible assets	(35)	(1,738)
<b>Working capital movements:</b>		
(Decrease) / increase in provisions	(159)	(394)
Decrease / (increase) in inventories	288	1,891
Decrease / (increase) in debtors	2,385	(8,878)
(Decrease) / increase in creditors	2,961	(433)
Taxation received/(paid)	19	(143)
<b>Net cash generated from operating activities</b>	<b>3,942</b>	<b>(8,498)</b>

# Millbrook Healthcare Holdings Limited

## Consolidated Statement of Cash Flows (continued) For the Year Ended 30 June 2024

	<b>2024</b>	<b>2023</b>
	<b>£000</b>	<b>£000</b>
<b>Cash flow from investing activities:</b>		
Purchase of fixed assets	(1,948)	(7,009)
Proceeds from sale of fixed assets	63	5,607
Disposal of subsidiary, net of cash received	2,413	35,531
Acquisitions	-	1,709
<b>Net cash used in investing activities</b>	<b>528</b>	<b>35,838</b>
<b>Cash flow from financing activities:</b>		
Repayment of obligations under finance leases	(201)	(2,773)
Repayment of bank loans	(1,784)	(37,734)
Drawdown of new borrowings	-	7,387
Repayment of shareholder loan notes	(1,741)	-
Drawdown of shareholder loan notes	-	1,500
Share buy back / issue of ordinary shares	-	(220)
Interest paid	(660)	(3,257)
Other financing activity	-	(290)
<b>Net cash used in financing activities</b>	<b>(4,386)</b>	<b>(35,387)</b>
Net increase/(decrease) in cash and cash equivalents	84	(8,047)
Cash and cash equivalents at the beginning of the year	912	8,959
Cash and cash equivalents at the end of the year	996	912
<b>Cash and cash equivalents at the end of the year:</b>		
Cash at bank and in hand	996	912

# Millbrook Healthcare Holdings Limited

## Notes to the Financial Statements For the Year Ended 30 June 2024

### 1. General information

Millbrook Healthcare Holdings Limited is a company limited by shares and incorporated in England and Wales under the Companies Act 2006. The address of the registered office is given on the company information page and the nature of the company's operations and its principal activities are set out in the strategic report.

### 2. Accounting policies

#### 2.1 Basis of preparation of financial statements

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

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

The presentational and functional currency of these financial statements is GBP. Values are rounded to the nearest thousand.

The company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own statement of comprehensive income in these financial statements.

The following principal accounting policies have been applied:

#### 2.2 Basis of consolidation

The consolidated financial statements present the results of the company and its own subsidiaries ("the group") as if they form a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the statement of financial position, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the consolidated statement of comprehensive income from the date on which control is obtained. They are deconsolidated from the date control ceases.

#### 2.3 Going concern

The group maintains a business plan with financial forecasts for more than 12 months from the date of approval of these financial statements. These forecasts show the group is expected to be able to meet its liabilities as they fall due, in both the planned and downside scenarios. The Directors take note of the net liabilities on the consolidated balance sheet but given the group's forecasts and cash position the Directors are confident of being able to trade for a period of at least 12 months from the date of approval of these financial statements and the Directors have therefore concluded that it is appropriate for the financial statements to be prepared on a going concern basis.

#### 2.4 Revenue

Turnover is the revenue arising from the sale of goods and services. It is stated at the fair value of the consideration receivable, net of value added tax, rebates and discounts.

Revenue from the sale of goods is recognised when the company has transferred the significant risks and rewards of ownership of the goods to the buyer, which is generally considered to be when the customer has taken undisputed delivery of the goods. Revenue from the rendering of services is recognised when services have been provided and the right to consideration has been earned.

Turnover includes revenue arising from certain sale and repurchase agreements. The directors have analysed the terms of the agreements to ascertain whether, in substance, the risks and rewards of ownership have been transferred to the customer. The directors consider that when the goods have been delivered to the buyer that the significant risks and rewards of ownership have been transferred, and therefore at this point the business recognises revenue.

# Millbrook Healthcare Holdings Limited

## Notes to the Financial Statements For the Year Ended 30 June 2024

### 2.5 Non-recurring items

Non-recurring items are transactions that fall within the ordinary activities of the group but are presented separately due to their size or incidence, such as business restructuring costs or contract exit costs.

### 2.6 Development costs

FRS 102 allows the capitalisation of development costs if, and only if, an entity can demonstrate all of the following, when these criteria are met we capitalise the development costs and amortise them over 3 to 10 years:

- (a) The technical feasibility of completing the intangible asset so that it will be available for use or sale.
- (b) Its intention to complete the intangible asset and use or sell it.
- (c) Its ability to use or sell the intangible asset.
- (d) How the intangible asset will generate probable future economic benefits. Among other things, the entity can demonstrate the existence of a market for the output of the intangible asset or the intangible asset itself or, if it is to be used internally, the usefulness of the intangible asset.
- (e) The availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset.
- (f) Its ability to measure reliably the expenditure attributable to the intangible asset during its development.

### 2.7 Intangible assets

Goodwill represents the difference between amounts paid on the cost of a business combination and the acquirer's interest in the fair value of the group's share of its identifiable assets and liabilities of the acquiree at the date of acquisition. Subsequent to initial recognition, goodwill is measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is amortised on a straight-line basis to the consolidated statement of comprehensive income over its useful economic life.

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed ten years. The estimated useful lives range as follows:

Other intangibles	-	5 years
Goodwill	-	15 years

### 2.8 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

At each reporting date the company assesses whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is determined which is the higher of its fair value less costs to sell and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using straight line method.

Depreciation is provided on the following basis:

Leasehold land and buildings	- Over the term of the lease
Plant and machinery	- 10% to 20%
Motor vehicles	- 25%
Fixtures and fittings	- 20% to 50%
Computer equipment	- 20% to 33%

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in in the consolidated statement of comprehensive income.



# Millbrook Healthcare Holdings Limited

## Notes to the Financial Statements For the Year Ended 30 June 2024

### 2.9 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

### 2.10 Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a first in, first out basis. Work in progress and finished goods include labour and attributable overheads.

At each reporting date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in in the consolidated statement of comprehensive income.

### 2.11 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 measured subsequently at amortised cost using the effective interest method, less any impairment.

### 2.12 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. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value. In the consolidated statement of cash flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the group's cash management.

### 2.13 Creditors

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

### 2.14 Financial instruments

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

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

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

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

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

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

# Millbrook Healthcare Holdings Limited

## Notes to the Financial Statements For the Year Ended 30 June 2024

### 2.15 Provisions for liabilities

Provisions are made where an event has taken place that gives the group a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to in the consolidated statement of comprehensive income in the year that the group becomes aware of the obligation, and are measured at the best estimate at the reporting date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the statement of financial position.

### 2.16 Operating leases: the group as lessee

Rentals paid under operating leases are charged to profit or loss on a straight-line basis over the lease term.

### 2.17 Interest income

Interest income is recognised in the consolidated statement of comprehensive income using the effective interest method.

### 2.18 Finance costs

Finance costs are charged to the consolidated 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.

### 2.19 Pensions

#### Defined contribution pension plan

The company operates a defined contribution pension plan. A defined contribution plan is a pension plan under which the company pays fixed contributions into a separate entity. Once the contributions have been paid the company has no further payment obligations.

The contributions are recognised as an expense in the consolidated statement of comprehensive income when they fall due. Amounts not paid are shown in accruals as a liability in the consolidated statement of financial position. The assets of the plan are held separately from the company in independently administered funds.

#### Defined benefit pension plan

The group operates a defined benefit plan for certain employees. A defined benefit plan defines the pension benefit that the employee will receive on retirement, usually dependent upon several factors including but not limited to age, length of service and remuneration. A defined benefit plan is a pension plan that is not a defined contribution plan.

The liability recognised in the balance sheet in respect of the defined benefit plan is the present value of the defined benefit obligation at the end of the reporting date less the fair value of plan assets at the balance sheet date (if any) out of which the obligations are to be settled.

The defined benefit obligation is calculated using the projected unit credit method. Annually the group engages independent actuaries to calculate the obligation. The present value is determined by discounting the estimated future payments using market yields on high quality corporate bonds that are denominated in sterling and that have terms approximating to the estimated period of the future payments ('discount rate').

The fair value of plan assets is measured in accordance with the FRS 102 fair value hierarchy and in accordance with the company's policy for similarly held assets. This includes the use of appropriate valuation techniques. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income. These amounts together with the return on plan assets, less amounts included in net interest, are disclosed as 'Remeasurement of net defined benefit liability'.

The cost of the defined benefit plan, recognised in profit or loss as employee costs, except where included in the cost of an asset, comprises the increase in net pension benefit liability arising from employee service during the year and the cost of plan introductions, benefit changes, curtailments and settlements.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is recognised in profit or loss as a 'finance expense'.

# Millbrook Healthcare Holdings Limited

## Notes to the Financial Statements For the Year Ended 30 June 2024

### 2.20 Current and deferred taxation

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

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

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the reporting 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;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met; and
- Where they relate to timing differences in respect of interests in subsidiaries, associates, branches and joint ventures and the group can control the reversal of the timing differences and such reversal is not considered probable in the foreseeable future.

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

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

In preparing these financial statements, the directors have made the following judgements:

- Determine whether there are indicators of impairment of the group's tangible and intangible assets. Factors taken into consideration in reaching such a decision include the economic viability and expected future financial performance of the asset and where it is a component of a larger cash-generating unit, the viability and expected future performance of that unit.
- As detailed in the accounting policies FRS 102 allows the capitalisation of development costs if, and only if, an entity can demonstrate that the costs comply with strict criteria which involves a degree of judgement and estimation by the directors.

Other key sources of estimation uncertainty:

- Dilapidation provisions (see note 23)

As part of the group's property leasing arrangements there is an obligation to reinstate leasehold property back to the original condition and to remove leasehold improvements as well as to repair damages, such as wear and tear. The cost is charged to the consolidated statement of comprehensive income as the obligation arises. The provision is expected to be utilised as the leases terminate.

- Stock provisions (see note 16)

A stock provision is made when the recoverable value is lower than the carrying value of stock, which requires management's judgement as to whether stock is valued at the lower of cost of net realisable value.

# Millbrook Healthcare Holdings Limited

## Notes to the Financial Statements For the Year Ended 30 June 2024

### 4. Turnover

An analysis of turnover by class of business is as follows:

	<b>2024</b>	<b>2023</b>
	<b>£000</b>	<b>£000</b>
Community Equipment Services	<b>106,951</b>	101,679
Discontinued	-	32,200
Other healthcare services	<b>21,115</b>	16,820
	<b>128,066</b>	150,699

All turnover arose within the United Kingdom.

### 5. Other operating income

	<b>2024</b>	<b>2023</b>
	<b>£000</b>	<b>£000</b>
Net rents receivable	-	-

### 6. Operating profit/(loss)

The operating profit/(loss) is stated after charging/(crediting):

	<b>2024</b>	<b>2023</b>
	<b>£000</b>	<b>£000</b>
Depreciation of tangible fixed assets	<b>1,634</b>	2,220
Amortisation of intangible assets	<b>5,116</b>	2,907
Operating lease rentals	<b>2,297</b>	4,029
Defined contribution pension costs	<b>682</b>	825
Profit on sale of assets	<b>(35)</b>	(1,738)
Exchange differences	<b>204</b>	44
Non-recurring items	<b>3,985</b>	2,422

Non-recurring items are added back in arriving at an Adjusted EBITDA to present a normalised measure of profitability. In the year; non-recurring items comprised of business change and corporate structuring costs of £2.2m (2023: £1.5m), including costs finalising the WCS disposal undertaken last year, and costs incurred on terminated contracts £1.8m (2023: £0.9m).

# Millbrook Healthcare Holdings Limited

## Notes to the Financial Statements For the Year Ended 30 June 2024

### 7. Auditor's remuneration

During the year, the group obtained the following services from the company's auditor:

	<b>2024</b>	<b>2023</b>
	<b>£000</b>	<b>£000</b>
Fees payable to the group's auditor for the audit of the group's annual financial statements	<b>143</b>	130

### 8. Employees

	<b>Group</b>	<b>Group</b>
	<b>2024</b>	<b>2023</b>
	<b>£000</b>	<b>£000</b>
Wages and salaries	<b>24,337</b>	31,703
Social security costs	<b>2,235</b>	2,520
Cost of defined contribution scheme	<b>682</b>	825
	<b>27,254</b>	35,048

Payroll costs of £nil (2023 - £948k) included in the above were capitalised during the year, within intangible assets. The company had no direct employees and so payroll costs were £nil (2023: £nil).

The average monthly number of employees, including the directors, during the year was as follows:

	<b>Group</b>	<b>Group</b>
	<b>2024</b>	<b>2023</b>
	<b>No.</b>	<b>No.</b>
Direct	<b>677</b>	1,136
Indirect	<b>100</b>	140
	<b>777</b>	1,276

### 9. Directors' remuneration

	<b>2024</b>	<b>2023</b>
	<b>£000</b>	<b>£000</b>
Directors' remuneration	<b>747</b>	563

During the year, directors emoluments above included pension contributions totalling £5k (2023: £17k).

The highest paid director received remuneration of £237k (2023: £243k).

£747k (2023: £563k) of the directors' costs are borne by a subsidiary company within the group.

# Millbrook Healthcare Holdings Limited

## Notes to the Financial Statements For the Year Ended 30 June 2024

### 10. Interest receivable and similar income

	<b>2024</b>	<b>2023</b>
	<b>£000</b>	<b>£000</b>
Other interest	<u>17</u>	<u>197</u>

### 11. Interest payable and similar charges

	<b>2024</b>	<b>2023</b>
	<b>£000</b>	<b>£000</b>
Bank loan interest	<b>648</b>	4,066
Loan note interest	<b>4,151</b>	3,931
Finance leases and hire purchase interest	<b>89</b>	19
Discounting on dilapidation provision	<b>29</b>	31
	<u><b>4,917</b></u>	<u>8,047</u>

Bank loan interest includes the amortisation of debt issue costs, with a non-cash charge in the year of £nil (2023: £1,008k).

### 12. Taxation

	<b>2024</b>	<b>2023</b>
	<b>£000</b>	<b>£000</b>
<b>Corporation tax</b>		
Current tax on profits for the year	-	479
Group relief receivable	<b>(142)</b>	(514)
Group relief payable	<b>377</b>	258
<b>Total current tax</b>	<u><b>235</b></u>	<u>223</u>
<b>Deferred tax</b>		
Origination and reversal of timing differences	<b>(1,688)</b>	(390)
<b>Total deferred tax</b>	<u><b>(1,688)</b></u>	<u>(390)</u>
<b>Taxation on profit/(loss) on ordinary activities</b>	<u><b>(1,453)</b></u>	<u>(167)</u>

# Millbrook Healthcare Holdings Limited

## Notes to the Financial Statements For the Year Ended 30 June 2024

### Factors affecting tax charge for the year

The tax assessed for the year is higher than (2023: lower than) the standard rate of corporation tax in the UK of 25% (2023: 20%).

The differences are explained below:

	<b>2024</b>	<b>2023</b>
	<b>£000</b>	<b>£000</b>
(Loss) / profit before taxation	<b>(13,167)</b>	5,806
(Loss) / profit before taxation multiplied by the standard rate of corporation tax in the UK of 25% (2023:20%)	<b>(3,292)</b>	1,161
<b>Effects of:</b>		
Permanent fixed asset difference	<b>126</b>	62
Change in deferred tax rates	-	(65)
Expenses not deductible for tax purposes	<b>1,222</b>	8,016
Adjustments to tax charge in respect of prior periods	-	(62)
Deferred tax not recognised	<b>311</b>	252
Income not taxable	<b>479</b>	(9,268)
Group relief	<b>235</b>	-
Adjustments to deferred tax in respect of prior periods	<b>(534)</b>	(263)
<b>Total tax credit for the year</b>	<b>(1,453)</b>	(167)

# Millbrook Healthcare Holdings Limited

Notes to the Financial Statements  
For the Year Ended 30 June 2024

## 13. Intangible assets

	Goodwill £000	Develop- ment costs £000	Software £000	Total £000
<b>Cost</b>				
At 1 July 2023	14,540	191	10,996	25,727
Additions	-	54	10	64
Disposal	-	-	(54)	(54)
Other movements	-	(79)	79	-
At 30 June 2024	<b>14,540</b>	<b>166</b>	<b>11,031</b>	<b>25,737</b>
<b>Amortisation</b>				
At 1 July 2023	3,059	94	2,373	5,527
Charge for year	967	67	4,082	5,116
At 30 June	<b>4,026</b>	<b>161</b>	<b>6,455</b>	<b>10,643</b>
<b>Net book value</b>				
<b>At 30 June 2024</b>	<b>10,514</b>	<b>5</b>	<b>4,576</b>	<b>15,094</b>
At 30 June 2023	11,481	97	8,623	20,200

Amortisation of intangible fixed assets is included in administrative expenses.

£nil development costs (2023: £25k) included above have not been amortised as they have not yet been brought into use.



# Millbrook Healthcare Holdings Limited

Notes to the Financial Statements  
For the Year Ended 30 June 2024

## 14. Tangible Fixed Assets

	Long-term leasehold property £000	Plant and machinery and motor vehicles £000	Fixtures and fittings and computer equipment £000	Total £000
<b>At cost</b>				
At 1 July 2023	5,486	3,925	3,398	12,809
Additions	69	1,814	130	2,013
Disposal	-	(313)	(77)	(390)
At 30 June 2024	<b>5,555</b>	<b>5,426</b>	<b>3,451</b>	<b>14,432</b>
<b>Depreciation</b>				
At 1 July 2023	4,724	1,414	3,319	9,457
Disposal	-	(191)	(77)	(268)
Charge for period	246	1,377	11	1,634
At 30 June 2024	<b>4,970</b>	<b>2,600</b>	<b>3,253</b>	<b>10,823</b>
<b>Net book value</b>				
<b>At 30 June 2024</b>	<b>585</b>	<b>2,826</b>	<b>198</b>	<b>3,609</b>
At 30 June 2023	762	2,511	79	3,352

The net book value of assets held under finance leases or hire purchase contracts, included above, are as follows:

	2024 £000	2023 £000
Motor vehicles	<u>170</u>	<u>268</u>

### Finance leases

Depreciation charges on assets under finance leases or hire purchase contracts amounts to £75k (2023: £61k).

# Millbrook Healthcare Holdings Limited

Notes to the Financial Statements  
For the Year Ended 30 June 2024

## 15. Fixed asset investments

	2024	2023
	£	£
Investment in subsidiary companies		
Cost and net book value	2	2

### Direct subsidiary undertaking

The following was a direct subsidiary undertaking of the company:

Name	Registered office	Class of shares	Holding
Millbrook Healthcare Midco Limited	Holding company	Ordinary	100%

### Indirect subsidiary undertakings

The following were indirect subsidiary undertakings of the company:

Name	Activity	Class of shares	Holding
Millbrook Healthcare Subco Limited	Holding company	Ordinary	100%
Millbrook Healthcare Bidco Limited	Holding company	Ordinary	100%
Millbrook Healthcare Group II Limited	Holding company	Ordinary	100%
Millbrook Healthcare Group Limited	Holding company	Ordinary	100%
Millbrook Healthcare Limited	Healthcare services	Ordinary	100%
CCK Holdings Limited	Holding company	Ordinary	100%
Livity Life Limited	Healthcare services	Ordinary	100%
Ultimate Healthcare Limited	Healthcare services	Ordinary	100%
Millbrook Healthcare Two Limited	Holding company	Ordinary	100%
Millbrook Healthcare One Limited	Holding company	Ordinary	100%

# Millbrook Healthcare Holdings Limited

## Notes to the Financial Statements For the Year Ended 30 June 2024

The registered office address of each subsidiary undertaking is c/o Millbrook Healthcare Ltd, South Hampshire Industrial Park, Totton, Southampton, England, SO40 3XJ.

The following companies within the Group will adopt the Department for Business, Energy and Industrial Strategy (BEIS) audit exemption for the year ended 30 June 2024. The company, as ultimate parent company of the group, has guaranteed the debts and liabilities held within these companies as required under section 479A of the Companies Act 2006.

<b>Company</b>	<b>Company registration number</b>
Millbrook Healthcare Subco Limited	11936153
Millbrook Healthcare Bidco Limited	11937120
Millbrook Healthcare Group II Limited	11954767
Millbrook Healthcare Group Limited	03517453
CCK Holdings Limited	10816132
Millbrook Healthcare Two Limited	12439039
Millbrook Healthcare One Limited	03082075

### 16. Stocks

	<b>2024</b>	<b>2023</b>
	<b>£000</b>	<b>£000</b>
Finished goods and goods for resale	<b>7,235</b>	6,616
Work in progress	<b>14</b>	104
Raw materials and consumables	-	817
	<b>7,249</b>	<b>7,537</b>

The difference between purchase price or production cost of stocks and their replacement cost is not material.

# Millbrook Healthcare Holdings Limited

Notes to the Financial Statements  
For the Year Ended 30 June 2024

## 17. Debtors: amounts falling due within one year

### Group

	<b>2024</b>	<b>2023</b>
	<b>£000</b>	<b>£000</b>
Trade debtors	9,721	13,332
Other debtors	1,401	3,741
Prepayments and accrued income	7,843	12,552
Tax recoverable	128	150
Deferred tax asset	2,499	811
	<u>21,592</u>	<u>30,586</u>

An impairment loss of £280k (2023: £340k) was recognised against trade debtors.

### Company

	<b>2024</b>	<b>2023</b>
	<b>£000</b>	<b>£000</b>
Trade debtors	3	2
Amounts owed by group undertakings	1,403	1,373
Prepayments and accrued income	10	-
	<u>1,416</u>	<u>1,375</u>

## 18. Creditors: amounts falling due within one year

### Group

	<b>2024</b>	<b>2023</b>
	<b>£000</b>	<b>£000</b>
Trade creditors	10,651	14,617
Other taxation and social security	2,185	1,061
Obligations under finance lease and hire purchase contracts	77	91
Bank loans	5,630	7,430
Other creditors	174	505
Accruals and deferred income	7,070	6,789
	<u>25,787</u>	<u>30,493</u>

# Millbrook Healthcare Holdings Limited

## Notes to the Financial Statements For the Year Ended 30 June 2024

### Company

	<b>2024</b>	<b>2023</b>
	<b>£000</b>	<b>£000</b>
Amounts owed to group undertakings	761	633
Accruals and deferred income	89	85
	<u>850</u>	<u>718</u>

### Bank loans

The group has working capital funding facilities in place during the year of £8.0m of which £5.6m (2023: £7.4m) has been drawn at 30 June 2024. The borrowings are secured against certain group companies' assets and are repayable within 12 months as part of an invoice discounting revolving credit facility. Interest is payable at a rate of 1.85% above the Santander UK plc Base Rate. The group also has a £2m overdraft facility, of which £nil has been utilised at 30 June 2024 (2023: £nil).

### 19. Creditors: Amounts falling due after more than one year

	<b>2024</b>	<b>2023</b>
	<b>£000</b>	<b>£000</b>
Net obligations under finance leases and hire purchase contracts	112	209
Bank loans	-	-
Loan notes	38,669	36,026
Other creditors	-	1
	<u>38,781</u>	<u>36,236</u>

#### Loan notes:

Included within the above are A Loan Notes and Management Loan Notes totalling £23,190k (2023: £23,190k). In addition, D Loan notes of £nil (2023: £1,500k) were fully repaid in July 2023.

All loan notes are repayable in July 2026, unless previously purchased or repaid. The loan notes are unsecured and attract interest at a rate of 12%.

Interest on these loan notes was charged to the statement of comprehensive income during the year. Accrued interest within loan notes total £15,487k (2023: £11,336k).

Loan notes and associated interest charges are not due for cash repayment within 12 months from the date these accounts are signed.

The A Loan Notes were listed on the Channel Islands Security Exchange on 22 July 2019 and are not freely transferrable.

# Millbrook Healthcare Holdings Limited

Notes to the Financial Statements  
For the Year Ended 30 June 2024

## 20. Loans

	<b>2024</b>	<b>2023</b>
	<b>£000</b>	<b>£000</b>
<b>Amounts falling due within one year</b>		
Bank loans	<b>5,630</b>	7,430
<b>Amounts falling due 2-5 years</b>		
Bank loans	-	-
Loan notes	<b>38,669</b>	36,026
	<b>44,299</b>	43,456

Detailed analysis of the loans is given in note 19.

## 21. Hire purchase and finance leases

Minimum lease payments under hire purchase fall due as follows:

	<b>Group</b>	<b>Group</b>
	<b>2024</b>	<b>2023</b>
	<b>£000</b>	<b>£000</b>
Within one year	77	91
Between 1-5 years	112	209
	<b>189</b>	300

These liabilities carry security against the underlying assets, the net book value of which is shown in note 14.

# Millbrook Healthcare Holdings Limited

## Notes to the Financial Statements For the Year Ended 30 June 2024

### 22. Deferred taxation

	<b>2024</b>	<b>2023</b>
	<b>£000</b>	<b>£000</b>
At beginning of year	811	478
Credit/(charge) to comprehensive income	1,688	371
Disposal	-	(38)
At end of year	<u>2,499</u>	<u>811</u>

The deferred tax asset is made up as follows:

	<b>2024</b>	<b>2023</b>
	<b>£000</b>	<b>£000</b>
Fixed asset timing differences	619	(438)
Expense timing differences	15	52
Losses carried forward	1,865	1,197
	<u>2,499</u>	<u>811</u>

### 23. Provisions

	<b>2024</b>	<b>2023</b>
	<b>£000</b>	<b>£000</b>
At 1 July	1,361	2,202
Charged to profit or loss	227	106
Utilised in year	(383)	(822)
Other - disposals	-	(125)
At 30 June	<u>1,205</u>	<u>1,361</u>

#### Dilapidation provision

As part of the group's property leasing arrangements there is an obligation to reinstate leasehold property back to the original condition and to remove leasehold improvements as well as to repair damages, such as wear and tear. The cost is charged to the consolidated statement of comprehensive income as the obligation arises. The provision is expected to be utilised as the leases terminate.

# Millbrook Healthcare Holdings Limited

## Notes to the Financial Statements For the Year Ended 30 June 2024

### 24. Pension commitments

The group provides defined contribution pension arrangement for most employees, the cost of which is shown in note 6.

A limited number of employees are members of defined benefit pension schemes, for which further information is provided below in relation to each scheme.

	2024 £000	2023 £000
Dorset County Pension Fund	-	-
Prudential Platinum Pension Fund	-	-
Worcestershire Pension Fund	-	-
<b>Pension liability</b>	<b>-</b>	<b>-</b>

#### Dorset County Pension Fund

The LGPS is a defined benefit statutory scheme administered in accordance with Local Government Pension Scheme Regulations 2013 and currently provides benefits based on career average revalued earnings.

The administering authority for the Fund is Dorset County Council. The Pension Fund Committee oversees the management of the Fund whilst day to day fund administration is undertaken by a team within the administering authority. Where appropriate some functions are delegated to the Fund's professional advisors.

As administering authority to the Fund, Dorset County Council, after consultation with the Fund Actuary and other relevant parties, is responsible for the preparation and maintenance of the Funding Strategy Statement and the Investment Strategy Statement. These should be amended when appropriate based on the Fund's performance and funding.

Contributions are set every three years as a result of the actuarial valuation of the Fund required by the Regulations. The last actuarial valuation of the Fund was carried out as at 31 March 2022 and set the contributions for the period from 1 April 2022 to 31 March 2025. There are no minimum funding requirements in the LGPS but contributions are generally set to target a funding level of 100% using the actuarial valuation assumptions.

The valuation has been updated to 30 June 2024 by a qualified independent actuary who estimates that there is a surplus as at 30 June 2024 (2023 – surplus). The directors have restricted the recognition of this surplus to £nil in accordance with IFRIC14 and FRS102.

The scheme has 5 active members, 1 deferred pensioner and 4 pensioners.

The main results of, and assumptions for, the valuation of the scheme based on the projected unit method as prepared by the qualified independent actuary are as follows:

<b>Assumptions as at:</b>	<b>30 June 2024</b>	<b>30 June 2023</b>
	% p.a	% p.a
Discount rate	5.15%	5.35%
Pension increases	2.85%	2.85%
Salary increases	3.25%	3.25%



# Millbrook Healthcare Holdings Limited

Notes to the Financial Statements  
For the Year Ended 30 June 2024

## 24. Pension commitments (continued)

### Life expectancy from age 65 (years)

	30 June 2024	30 June 2023
<b>Retiring today</b>		
Males	21.8	21.8
Females	23.9	23.9
<b>Retiring in 20 years</b>		
Males	23.0	23.1
Females	25.3	25.3

### Expected return on assets and estimated asset allocation

The return on the Fund (on a bid value to bid value basis) for the period to 30 June 2024 is estimated to be 10.98% (2023: 4.22%). The actual return on Fund assets over the year may be different.

The estimated allocation for the company as at 30 June 2024 is as follows.

### Asset class

	Asset allocation 30 June 2024		Asset allocation 30 June 2023	
	£'000	%	£'000	%
Equities	1,259	63%	1,093	62%
Liability Driven Investments	0	-%	-	-%
Cash	32	2%	28	2%
Other Bonds	130	7%	114	6%
Diversified Growth Fund	132	7%	118	7%
Property	156	8%	154	9%
Infrastructure	150	8%	137	8%
Multi Asset Credit	139	7%	122	7%
<b>Total</b>	<b>1,998</b>	<b>100%</b>	<b>1,664</b>	<b>100%</b>

Based on the above, the Employer's share of the assets of the Fund is approximately 0.05% (2023: 0.05%).

# Millbrook Healthcare Holdings Limited

Notes to the Financial Statements  
For the Year Ended 30 June 2024

## 24. Pension commitments (continued)

### Reconciliation of Dorset County Pension Fund liability recognised in balance sheet:

Net pension as at	30 June 2024	30 June 2023
	£'000	£'000
Present value of funded obligation	1,682	1,529
Fair value of scheme assets	(1,998)	(1,766)
Restriction on recognition of surplus	316	237
<b>Pension liability in the balance sheet</b>	<b>-</b>	<b>-</b>

### Reconciliation of opening and closing balances of the present value of the defined benefit obligation

	30 June 2024	30 June 2023
	£'000	£'000
Opening defined benefit obligation on acquisition	1,529	1,740
Current service cost	37	50
Interest cost	82	64
Change in financial assumptions	46	(440)
Change in demographic assumptions	(3)	(71)
Experience loss/(gain) on defined benefit obligation	(7)	189
Estimated benefits paid net of transfers in	(13)	(12)
Contributions by scheme participants and other employers	11	9
<b>Closing defined benefit obligation</b>	<b>1,682</b>	<b>1,529</b>

# Millbrook Healthcare Holdings Limited

Notes to the Financial Statements  
For the Year Ended 30 June 2024

## 24. Pension commitments (continued)

### Reconciliation of opening and closing balances of the fair value of the Fund assets

	30 June 2024	30 June 2023
	£'000	£'000
Opening fair value of fund assets on acquisition	1,766	1,664
Interest on assets	95	62
Return on assets less interest	101	9
Administration expenses	(1)	(1)
Contribution by employer including unfunded	39	35
Contributions by scheme participants and other employers	11	9
Estimated benefits paid plus unfunded net of transfers in	(13)	(12)
<b>Closing fair value of fund assets</b>	<b>1,998</b>	<b>1,766</b>

### Sensitivity analysis

The following table sets out the impact of a small change in the discount rates on the defined benefit obligation and projected service cost along with a +/- 1 year rating adjustment to the life expectancy assumption.

	£'000	£'000	£'000
Adjustment to discount rate	+0.1%	0.0%	-0.1%
Present value of total obligation	1,658	1,682	1,706
Projected service cost	38	39	40
Adjustment to long term salary increases	+0.1%	0.0%	-0.1%
Present value of total obligation	1,686	1,682	1,678
Projected service cost	39	39	39
Adjustments to pension increases and deferred revaluation	+0.1%	0.0%	-0.1%
Present value of total obligation	1,703	1,682	1,662
Projected service cost	40	39	38
Adjustments to life expectancy assumptions	+1 Year	None	-1 Year
Present value of total obligation	1,727	1,682	1,638
Projected service cost	40	39	38

# Millbrook Healthcare Holdings Limited

Notes to the Financial Statements  
For the Year Ended 30 June 2024

## 24. Pension commitments (continued)

### Re-measurement in other comprehensive income

#### Re-measurement of the net defined liability

	<b>30 June 2024</b>	<b>30 June 2023</b>
	<b>£'000</b>	<b>£'000</b>
Return on fund assets in excess of interest	101	9
Other actuarial gains/(losses) on assets	-	-
Change in financial assumptions	(46)	440
Change in demographic assumptions	3	71
Experience gain/(loss) on defined benefit obligation	7	(189)
Restriction on recognition of surplus	(79)	(237)

#### The amounts recognised in the profit and loss account are:

	<b>30 June 2024</b>	<b>30 June 2023</b>
	<b>£'000</b>	<b>£'000</b>
Service cost	37	50
Net interest on the defined liability (asset)	(3)	2
Administration expenses	1	1
<b>Total cost</b>	<b>35</b>	<b>53</b>

# Millbrook Healthcare Holdings Limited

## Notes to the Financial Statements For the Year Ended 30 June 2024

### 24. Pension commitments (continued)

#### Prudential Platinum Pension Fund

The company sponsors Prudential Platinum Pension Fund, a funded defined benefit pension scheme in the UK. The scheme is set up on a tax relieved basis as a separate trust independent of the company and is supervised by independent trustees. The trustees are responsible for ensuring that the correct benefits are paid, that the scheme is appropriately funded and that scheme assets are appropriately invested.

A full actuarial valuation of the Scheme was carried out as at 31 December 2022 and has been updated to 30 June 2024 by a qualified independent actuary

The valuation has been estimated by a qualified independent actuary to be a surplus of £87k (2023 – surplus of £97k). The directors have restricted the recognition of this surplus to £nil in accordance with IFRIC14 and FRS102.

The main results of, and assumptions for, the valuation of the scheme based on the projected unit method as prepared by the qualified independent actuary are as follows:

<b>Assumptions as at:</b>	<b>30 June 2024</b>	<b>30 June 2023</b>
	% p.a	% p.a
Discount rate	5.20%	5.20%
Pension increases	3.20%	3.10%
Salary increases	3.00%	2.90%

#### Life expectancy from age 65 (years)

	<b>30 June 2024</b>	<b>30 June 2023</b>
<b>Retiring today</b>		
Males	20.8	20.9
Females	23.7	23.9
<b>Retiring in 20 years</b>		
Males	22.1	22.2
Females	25.2	25.3

#### Expected return on assets and estimated asset allocation

The estimated allocation for the company as at 30 June 2024 is as follows.

<b>Asset class</b>	<b>Asset allocation 30 June 2024</b>		<b>Asset allocation 30 June 2023</b>	
	<b>£'000</b>	<b>%</b>	<b>£'000</b>	<b>%</b>
Corporates	204	52%	195	50%
Index linked	186	47%	194	49%
Insured pensioners	4	1%	4	1%
<b>Total</b>	<b>393</b>	<b>100%</b>	<b>393</b>	<b>100%</b>

# Millbrook Healthcare Holdings Limited

Notes to the Financial Statements  
For the Year Ended 30 June 2024

## 24. Pension commitments (continued)

### Reconciliation of liability recognised in balance sheet

#### Net pension as at

	30 June 2024	30 June 2023
	£'000	£'000
Present value of funded obligation	307	295
Fair value of scheme assets	(394)	(392)
Restriction on surplus recognised	87	97

#### Pension liability in the balance sheet

-

-

### Reconciliation of opening and closing balances

	Assets	Liabilities
	£'000	£'000
Opening	392	295
Benefits paid	(9)	(9)
Administration expenses	(53)	-
Contribution by employer	53	-
Interest income / expense	20	15
Return on assets	(9)	-
Actuarial gains / losses	-	6
<b>Closing</b>	<b>394</b>	<b>307</b>

### The amounts recognised in the profit and loss account are:

	30 June 2024	30 June 2023
	£'000	£'000
Current service cost	27	24
Net interest expense / (credit)	(4)	(5)
<b>Total cost</b>	<b>23</b>	<b>19</b>

# Millbrook Healthcare Holdings Limited

## Notes to the Financial Statements For the Year Ended 30 June 2024

### 24. Pension commitments (continued)

#### Sensitivity analysis

Sensitivity of the liability to changes in the principal assumptions:

	Increase in assumption	Decrease in assumption
	£'000	£'000
Discount rate – change by 0.25%	(9)	9
Inflation – change by 0.25%	7	(7)
Life expectancy – change by 1 year	10	(11)

#### Worcestershire Pension Fund

The company membership of the scheme is limited to one active member and one deferred member. In light of the relative immateriality, limited further details of the scheme financials have been disclosed.

The last actuarial valuation of the scheme was carried out as at 31 March 2022. The valuation of the scheme has been estimated by updating the results of the 2022 actuarial valuation to allow for the passage of time, benefits paid out of the scheme and changes in actuarial assumptions over the period from 31 March 2022 to 30 June 2024.

The valuation has been updated to 30 June 2024 by a qualified independent actuary. The surplus as at 30 June 2024 is £89k (2023: £58k). The directors have restricted the recognition of this surplus to £nil in accordance with IFRIC14 and FRS102.

#### Reconciliation of liability recognised in balance sheet

Net pension as at	30 June 2024	30 June 2023
	£'000	£'000
Present value of funded obligation	234	224
Fair value of scheme assets	(323)	(282)
Restriction on surplus recognised	89	58
<b>Pension liability in the balance sheet</b>	<b>-</b>	<b>-</b>

# Millbrook Healthcare Holdings Limited

Notes to the Financial Statements  
For the Year Ended 30 June 2024

## 24. Pension commitments (continued)

### Reconciliation of opening and closing balances

	<b>Assets</b>	<b>Liabilities</b>
	<b>£'000</b>	<b>£'000</b>
Opening	282	224
Benefits paid	(6)	(6)
Contribution by employer / current service cost	13	10
Interest income / expense	15	11
Return on assets	19	-
Actuarial gains / losses	-	(5)
<b>Closing</b>	<b>323</b>	<b>234</b>

## 25. Share Capital

	<b>2024</b>	<b>2023</b>
	<b>£000</b>	<b>£000</b>
<b>Allotted, called up and fully paid</b>		
702,000 (2023: 702,000) Ordinary A shares of £0.01 each	<b>7</b>	<b>7</b>
175,500 (2023: 175,500) Ordinary B shares of £0.01 each	<b>2</b>	<b>2</b>
30,000 (2023: 30,000) Ordinary C shares of £0.01 each	-	-
	<b>9</b>	<b>9</b>

A and C shareholders shall be entitled to one vote per share held, B shareholders are not entitled to vote. All dividends are to be distributed pari passu amongst A, B and C shareholders. On a distribution of assets, the proceeds shall be allocated pari passu amongst A, B and C shareholders.

## 26. Reserves

The group's and company's capital and reserves are as follows:

### Called up share capital

Called up share capital represents the nominal value of the shares issued.

### Share premium account

The share premium account includes the premium on issue of equity shares, net of any issue costs.

### Capital redemption reserve

The capital redemption reserve contains the nominal value of own shares that have been acquired by the company.

### Profit and loss account

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



# Millbrook Healthcare Holdings Limited

## Notes to the Financial Statements For the Year Ended 30 June 2024

### 27. Analysis of net debt

	At 1 July 2023	Cash flows	Non-cash	At 30 June 2024
	£000	£000	£000	£000
Cash at bank and in hand	912	84	-	996
Bank loans	-	-	-	-
Borrowings	(7,430)	1,784	16	(5,630)
Loan notes	(36,026)	1,741	(4,384)	(38,669)
Finance leases	(300)	201	(90)	(189)
	<b>(42,844)</b>	<b>3,810</b>	<b>(4,458)</b>	<b>(43,492)</b>

### 28. Commitments under operating leases

At 30 June 2024 the group had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	2024 £000	2023 £000
Not later than 1 year	2,795	2,974
Later than 1 year and not later than 5 years	5,638	5,821
Later than 5 years	772	1,258
	<b>9,205</b>	<b>10,053</b>

### 29. Related party transactions

The company has taken advantage of the exemption conferred by FRS 102, section 33 'Related Party Disclosures', not to disclose transactions entered into between wholly owned group companies.

#### Loan notes

At year end Millbrook Healthcare Midco Limited owed £37,429k (2023: £33,196k) of loan notes (including accrued interest) which relate to the ultimate controlling party. Interest on these loan notes of £4,010k (2023: £3,349k) was charged to the statement of comprehensive income during the year.

At year end Millbrook Healthcare Midco Limited owed £1,230k (2023: £1,098k) of 'management' loan notes (including accrued interest) to a related party. Interest on these loan notes of £132k (2023: £118k) was charged to the statement of comprehensive income during the year.

During the prior year, Millbrook Healthcare Subco Limited issued 'D' loan notes of £3,500k, £2,000k of which was repaid during the same year. At 30 June 2023 £1,500k plus £232k of accrued interest which arose during that year was outstanding. This was repaid in full in July 2023.

#### Key management

All directors who have authority and responsibility for planning, directing and controlling the activities of the group are considered to be key management personnel. These costs are disclosed in the directors remuneration note.

# Millbrook Healthcare Holdings Limited

## Notes to the Financial Statements

For the Year Ended 30 June 2024

### Purchases of services

During the period the Millbrook Healthcare group made purchases totalling £60k (2023 - £80k) from Cairngorm Capital Partners LLP. The related parties were related by virtue of their significant influence over the group. At period end £19k (2023 - £193k) was owed to these related parties.

There are no amounts due to key management at year end.

### 30. Post Balance Sheet Events

There are no material events since the balance sheet date which require disclosure in these financial statements in accordance with FRS 102.

### 31. Contingent liabilities

Subsidiary companies Millbrook Healthcare Limited, Ultimate Healthcare Limited and Livity Life Limited provided security over certain of their assets in respect of bank borrowings in each company.

### 32. Controlling party

The ultimate controlling party were funds advised by Cairngorm Capital Partners LLP.