Voyage BidCo Limited

Results for the year ended 31 March 2022

Voyage Care BondCo PLC

£250,000,000 5 ⅞% Senior Secured Notes due 2027

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There may be various statements contained within this document that constitute "forward-looking statements". Words like "believe," "anticipate," "should," "intend," "plan, "will," "expects," "estimates," "projects," "positioned," "think," "strategy," and similar expressions identify these forward-looking statements, which involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements or industry results to be materially different from those contemplated, projected, forecasted, estimated or budgeted, whether expressed or implied, by these forward-looking statements. These forward-looking statements involve many risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements, including, without limitation, regulatory matters affecting our businesses and changes in law. These forward-looking statements speak only as of the date of this report, and we assume no obligation to update our forward-looking statements to reflect actual results, changes in assumptions or changes in factors affecting these statements.

Voyage Care BondCo PLC is a public limited company incorporated under the laws of England and Wales and is a direct wholly owned subsidiary of Voyage BidCo Limited (the "Company") and an indirect wholly owned subsidiary of VC Healthcare Topco Limited. In this Annual Report, "Issuer" refers only to Voyage Care BondCo PLC. In this Annual Report, "we", "us", "our" and the "Group" refer to the Company and its consolidated subsidiaries, unless the context otherwise requires. Our registered office is located at Wall Island, Birmingham Road, Lichfield, Staffordshire, WS14 0QP and our website is www.voyagecare.com. The information contained on our website is not part of this Annual Report.

Executive Summary

Financial highlights

The table below summarises financial information for the year ended 31 March 2022:

£ million	**FYE 2021**	**FYE 2022**
Revenue	274.2	292.6
Underlying adjusted EBITDA	44.8	48.7
Operating profit	25.7	28.4
Profit for the period	3.4	3.2
Adjusted free cash flow	33.9	32.5

Commentary on results

Performance during FYE 2022 vs. FYE 2021

- CQC quality scores remained very high with 94.9% of services achieving a Good or Outstanding rating.
- Revenue increased by 6.7% to £292.6 million due to growth and fee increases.
- Underlying adjusted EBITDA also grew by 8.7% to £48.7 million also resulting from growth and fee increases.
- Registered closing occupancy was 93.6% compared to 91.9% in FYE 2021.
- Community based care average direct weekly care hours increased by 5,300 hours compared to FYE 2021, with an average of 104,600 hours.
- We continued to follow Government guidance in relation to Covid-19, and we have been an indirect beneficiary of increased Government funding to local authorities for the sector (currently £5.5 billion). The safety of our employees and the people we support, together with associated operational impacts continue to be well managed.

Recent developments

- Recruitment continues to be a major focus, particularly in several local areas which have tight employment markets. Measures have been put in place to drive recruitment and retention including localised pay increases and Winter overtime premium payments.
- Constructive fee increase discussions for FY23 continuing with commissioners and we have seen support from some commissioners regarding specific mid-year fee uplift requests to support our response to local employment markets.
- Free Government issued PPE to be available until March 2023 unless guidance removes the requirement earlier. The Infection Control and Rapid Testing Funds ended in March 2022, as well as the Workforce Recruitment and Retention Funds and the Omicron Support Fund.
- We continue to see significant growth opportunities in both Registered and Supported Living
    - Organic Growth driven by demographic trends
    - Increasing opportunities for sector consolidation

Company Overview

Voyage Care is the UK's leading specialist provider delivering care in residential care homes and community based support. We support adults and children with learning disabilities, autism, brain injuries and other complex needs to lead more independent and fulfilled lives. Most of the people we support require life-long care and have high acuity needs, assessed as either 'critical' or 'substantial' by local authorities and the NHS.

Our services

Our commitment to quality is demonstrated by our sector-leading quality ratings: we have more good and outstanding rated services than any other provider in the specialist care sector. The specialist care sector is both highly regulated and fragmented. Voyage Care is one of the few larger providers operating exclusively in this sector with proven expertise in supporting people with complex high acuity needs across a range of specialisms.

Voyage Care's person-centred pathway of support includes both residential care and community based support, and our business divisions complement these regulatory and delivery models.

Types of support

We work with the people we support, their support network and commissioner to identify and source the setting that best suits the individual's needs. The people we support can rely on us for safe, flexible and personalised support wherever it is needed.

Residential care is provided in a CQC, CI or CIW registered care home and may include nursing or respite care. Community based support is provided in a person's own home, which may be in one of our supported living locations, and is managed through one of our regional Domiciliary Care Agencies (DCAs) which are registered with the CQC, CI or CIW. We also provide support for people to access their local community or in day services.

Our specialisms

The people we support are at the centre of everything we do. Everybody's needs are different, so our support is tailored to each individual and underpinned our robust quality governance framework. To ensure we continue to deliver a high standard of specialist care and support that meets people's complex needs, we have successfully developed and deployed specialisms including autism, brain injury rehabilitation, Prader-Willi syndrome, specialist behavioural support, transitional support, mental health and complex nurse-led care at home for both adults and children.

Employees

Like all companies which provide social care services, the key to the Group's success is the skills and capabilities of the people we employ.

The Group recognises the recruitment, training and retention of skilled employees is critical to its success. As a result, we continued to invest in training, approximately £2.1 million in the year ended 31 March 2022 (2021: £2.0 million), in order to ensure that our employees are fully up-to-date in the best ways of providing care for those we support.

The Group has an in-house learning and development team which is dedicated to delivering courses on all relevant subjects, enabling the Group's employees to gain the necessary skill set, knowledge and confidence to achieve Voyage Care's high standards of care for the people we support. The Group's in-house learning and development team is also registered with Ofsted and has achieved a 'Good' rating. Recruitment from first point of contact to employment, including Disclosure and Barring Service checks, is administered by the Group's bespoke system, employee turnover is closely monitored and exit interviews performed to identify underlying trends.

The Group has a Human Resources department which works closely with the Group's employees to foster consultation in all matters, ensure fair pay for all and facilitate flexible working where feasible. The Group's policies ensure any discrimination will not be tolerated, either directly or indirectly, in recruitment or employment. We demonstrate the Group's commitment by promoting equal opportunities for current and potential employees, promoting an environment free from discrimination, bullying, harassment and challenging behaviour and providing support and encouragement to the employees to develop their careers and increase their contribution to the Group.

Voyage Care is committed to having a diverse workforce in terms of gender, ethnicity, background and experience at all levels within the organisation. We recognise that a diverse Senior Executive team is good for business in terms of gender and ethnicity as well as experience, background, skills and knowledge.

Insurance

We maintain insurance of the type, and in the amounts, that we believe are commercially reasonable and appropriate for our operational and risk profile. Our insurance programme includes the following coverage: medical malpractice insurance, public liability insurance and employers' liability insurance as well as coverage for property damage and business interruption risks, directors and officers liability insurance, coverage for group personal accident and professional indemnity and comprehensive insurance on motor vehicles operated by our employees.

Legal and regulatory proceedings

In the normal course of its business, we may be involved in legal proceedings. These fall broadly into the following three categories:

- Complaints and claims by the people we support, their family members or regulatory bodies in relation to our operations, which typically fall under our medical malpractice or public liability insurance policies.
- Complaints and claims by employees in relation to injuries sustained in the course of their employment.
- Complaints and claims from current or former employees in relation to alleged breaches of employment legislation, which do not fall under any of our insurance policies if resolved by an employment tribunal or settled privately.

In addition, a coroner's inquest (or the Welsh or Scottish equivalent thereof as applicable) may occasionally take place where there is a death of an individual at one of our homes. The police may be involved in these proceedings. We are not currently subject to any legal proceedings that we believe to be material to our business as a whole.

Presentation of financial and other information

Financial data

Unless otherwise stated, this Annual Report includes the consolidated financial information (audited) of Voyage BidCo Limited and its subsidiaries for the financial year ended 31 March 2022 ("FYE 2022") and 31 March 2021 ("FYE 2021").

Other financial data

In this Annual Report, we may present certain non-IFRS measures, including underlying adjusted EBITDA, adjusted EBITDA, underlying adjusted EBITDA margin, cash conversion, adjusted free cash flow, total capex, development capex, maintenance capex, IT capex (each, a 'Non-IFRS Metric'), which are not required by, or presented in accordance with IFRS. The terms above are defined within the Glossary of Definitions.

The Non-IFRS Metrics in this Annual Report are used by different companies for differing purposes and are often calculated in ways that reflect the particular circumstances of those companies. Caution should be exercised in comparing the Non-IFRS Metrics reported by us to such metrics or other similar metrics as reported by other companies. None of our Non-IFRS Metrics is a measurement of performance under IFRS and those measures should not be considered as an alternative to net income or operating profit determined in accordance with IFRS. The Non-IFRS Metrics do not necessarily indicate whether cash flow will be sufficient or available to meet our cash requirement and may not be indicative of our historical operating results, nor are such measures meant to be predictive of our future results. Our Non-IFRS Metrics have limitations as analytical tools, and should not be considered in isolation.

Adjustments

Certain numerical information and other amounts and percentages presented in this report have been subject to rounding adjustments. Accordingly, in certain instances, the sum of the numbers in a column or a row in tables may not conform exactly to the total figure given for that column or row or the sum of certain numbers presented as a percentage may not conform exactly to the total percentage given.

The abbreviation 'nm' is used in this report in certain instances when a percentage variance produces an erroneous or non-meaningful result.

Management

Board of Directors

Prior to the Acquisition, the main decision body for Voyage Care was the board of directors of Voyage Care HoldCo Limited. Following the consummation of the acquisition, the main decision body for Voyage Care is the board of directors of VC Healthcare Topco Limited, a company registered under Jersey law. The board of directors of VC Healthcare Topco Limited is composed of the following members:

Name	Job Title	Name	Job Title
Natalie-Jane Macdonald	Non-executive Chair	Benedetto de Biasio	Non-executive Director - Wren House
Andrew Cannon	Chief Executive Officer	Gregory Pestrak	Non-executive Director - Wren House
Jayne Davey	Chief Operating Officer	Philip Bownes	Non-executive Director - Wren House
Shaun Parker	Chief Financial Officer		

Summarised below is a brief description of the experience of the individuals who serve as members of the Board of Directors of Voyage Care HoldCo Limited.

Natalie-Jane Macdonald (Non-executive Chair) joined the Voyage Care board as Chair in June 2022. She has over 30 years' experience in health and social care. She is the Chair of Nuffield Health and Edison Young People and a non-executive director at Riverstone Living. She has previously been a non-executive director at the Royal National Orthopaedic Hospital, the Private Health Information Network (PHIN) and a council member of Which?. In her executive career she was a physician in the NHS, head of Medical Ethics at the BMA, Managing Director of Bupa's UK insurance and wellbeing division, CEO of children's services business, Acorn Care and Education and CEO of Sunrise Senior Living.

Andrew Cannon (Chief Executive Officer) joined as Chief Executive Officer in August 2015. Prior to joining Voyage Care, Andrew was the Managing Director of Bupa Care Services, leading a team of 27,000 people across 300 residential homes and five care villages and caring for 40,000 people. Prior to this, Andrew was Director of Healthcare Delivery at Bupa, responsible for service call centres, claims (UK and India), administration services and a network of treatment ''Centres of Excellence'' across the UK. A qualified accountant with an MBA in European Business (distinction) and a BA Hons, Andrew's previous experience was in a variety of sectors. He has worked for British Airways, MyTravel, Greenalls and, immediately prior to Bupa, he was the Finance Director of a private-equity backed telecommunications business. In addition to his role at Voyage Care, Andrew is also a Board member of Care England, the registered charity that represents independent care providers.

Jayne Davey (Chief Operating Officer) was appointed to the board of the Company on 1 October 2015 and has served as Chief Operating Officer since February 2015. Jayne had previously been our Director of Quality and Improvement since March 2013. For over sixteen years Jayne has held a number of senior positions both within the health and social care sector and for large corporate, quality led, service businesses. Jayne joined from Saga Healthcare where she was the Director responsible for the quality, safety and governance functions along with other key support and customer facing services.

Shaun Parker (Chief Financial Officer) is an experienced finance professional with over 25 years in Finance Director and Chief Financial Officer roles. During this time Shaun has worked for Mars Petcare in the UK and Germany, Diageo in the USA and UK, and CPP Group in the UK. Immediately prior to joining Voyage Care, Shaun was CFO of Tunstall Healthcare Group, the leading provider of alarm equipment and response solutions to support elderly and vulnerable people in their homes. Shaun has extensive experience of finance leadership in growing businesses as well as leading corporate transactions, including numerous refinancings, an IPO, and mergers and acquisitions. In addition to his role at Voyage Care, Shaun is also a non-executive Director of Zen Internet Limited, an award winning Internet Service Provider.

Benedetto de Biasio (Non-executive Director – Wren House) has been a director of the Company since January 2022. Benedetto is a senior member of the investment team at Wren House and focuses on origination and execution of global infrastructure investments particularly in the social infrastructure sector. Prior to joining Wren House in April 2014, Benedetto worked for Morgan Stanley’s investment banking division in London and New York, where his expertise was in Power & Utilities and infrastructure M&A, and in UBS's Securities Lending & Financing department based in Zurich.

Gregory Pestrak (Non-executive Director – Wren House) has been a director of the Company since January 2022. Gregory is a Managing Director at Wren House and a member of its Executive Committee, where his focus is on asset management across the portfolio. Gregory represents Wren House on the Board of London City Airport and of Associated British Ports. Prior to joining Wren House in July 2017, he was a Partner in KPMG’s Global Strategy Group based in the UK, where he was the infrastructure lead from 2009.

Philip Bownes (Non-executive Director – Wren House) joined the board of the Company in January 2022. Philip is General Counsel at Wren House and is a member of its Executive Committee. Philip has been involved in all acquisitions and disposals carried out by Wren House since it was first established in 2013 and he is a member of the Board of a number of Wren House’s subsidiary companies. As a qualified solicitor, prior to joining Wren House in May 2014 he worked in private practice for Slaughter and May and White and Case.

Principal shareholders

The Company's immediate parent undertaking is Voyage Care BidCo Limited which is registered in England and Wales. At the period end, the Directors consider the ultimate controlling party to be the Kuwait Investment Authority ("KIA"), which is registered at Ministries Complex, Al Murqab, P.O. Box: 64, Safat, Zip Code: 13001, Kuwait City, Kuwait.

Description of other indebtedness

Revolving Credit Facility

On 20 January 2022, Voyage, together with the Guarantors (National Westminster Bank PLC, Lloyds Bank PLC, J.P. Morgan Securities PLC and Barclays Bank PLC), entered into a new £50 million super senior RCF Agreement (RCF). The RCF provides that we may elect to request additional facilities either as a new facility or as additional tranches of the RCF. The maximum aggregate principal amount of indebtedness outstanding under the RCF and all additional facility commitments shall not exceed an amount equal to the amount of consolidated EBITDA.

The Revolving Credit Facility Agreement also contains a "notes purchase condition" covenant. Subject to certain exceptions set out in the Revolving Credit Facility Agreement, the Company may not, and shall procure that no other member of the Group will, repay, prepay, purchase, defease, redeem or otherwise acquire or retire the principal amount of the Notes or any indebtedness ranking pari passu with the Notes (or any replacement or refinancing thereof as permitted under the Revolving Credit Facility Agreement from time to time) prior to its scheduled repayment date in any manner which involves the payment of cash consideration of the Group to a person which is not a member of the Group. The exceptions to such covenant include (among other things) payments that do not exceed 50% of the aggregate original principal amount of the Senior Secured Debt (as such term is defined in the Revolving Credit Facility Agreement) in existence as at the Issue Date or incurred at any time after the Issue Date.

The parent under the RCF is Voyage BidCo Limited, which is also an original borrower along with Voyage Limited, Voyage 1 Limited and Voyage Care Limited (each a ''Borrower'', together the ''Borrowers''). The RCF is guaranteed by the Guarantors and the Issuer. The facility agent (the ''Agent'') under the RCF is Lloyds TSB Bank plc.

Intercreditor Agreement

To establish the relative rights of certain of our creditors under our financing arrangements, the Company and certain of its subsidiaries (including the Guarantors) (together the "Debtors") have entered into the Intercreditor Agreement dated on or about the date of the Offering with, among others, the Security Agent, the lenders under our Revolving Credit Facility Agreement (together with any other facility permitted to be designated as a 'Senior Facilities Agreement' under the Intercreditor Agreement, a "Senior Facilities Agreement"), any lenders under any Senior Facilities Agreement (together with lenders under the Revolving Credit Facility Agreement, the "Senior Lenders"), the counterparts under certain hedging agreements (the " Hedging Counterparties" and together with the Senior Lenders, the "Senior Creditors") and the senior agent under our Revolving Credit Facility (together with any agent under any other Senior Facilities Agreement, the " Senior Facility Agent"). The Intercreditor Agreement is governed by English law and sets out, among others, the relative ranking of certain indebtedness of the Debtors, the relative ranking of certain security granted by the Debtors, when payments can be made in respect of debt of the Debtors, when Enforcement Action can be taken in respect of that indebtedness, the terms pursuant to which certain of that indebtedness will be subordinated upon the occurrence of certain insolvency events and turnover provisions.

A copy of the agreement is available from the Issuer.

Management's discussion and analysis of financial condition and results

Key performance indicators

	FYE 2021	FYE 2022	Change
Registered care division			
Closing registered capacity (number)	2,033	2,037	4
Closing occupancy (number)	1,868	1,907	39
Closing occupancy rate %	91.9%	93.6%	1.7%
Average occupancy (number)	1,868	1,896	28
Average occupancy rate %	91.9%	93.1%	1.2%
Average weekly fees	£1,798	£1,882	£84
Community based care division			
Closing supported people (number)	1,538	1,541	3
Closing direct care hours (number)	102,050	100,893	(1,156)
Average direct care hours (number)	99,248	104,575	5,328
Average hourly rate	£19.24	£19.68	£0.44

Consolidated statement of profit & loss

£ million	**FYE 2021**	**FYE 2022**	**% Change**
Revenue	**274.2**	**292.6**	**6.7%**
Unit level staff costs	(182.5)	(185.7)	(1.7%)
Unit level agency costs	(2.7)	(10.8)	nm
Unit level direct overheads	(22.4)	(24.1)	(7.6%)
Central overheads	(21.8)	(23.3)	(6.9%)
Underlying adjusted EBITDA	**44.8**	**48.7**	**8.7%**
Non-underlying items	(3.0)	(3.1)	(3.0%)
Adjusted EBITDA	41.8	45.6	9.2%
Depreciation & impairment	(15.1)	(14.7)	2.6%
Profit on disposal of non-current assets	1.3	0.2	86.9%
Amortisation of intangible assets	(2.2)	(2.6)	(17.6%)
Operating profit	**25.7**	**28.4**	**10.6%**
Finance income	0.2	0.1	38.6%
Finance expense	(20.0)	(21.0)	(5.1%)
Profit before taxation	**5.9**	**7.5**	**27.7%**
Taxation	(2.5)	(4.3)	(69.2%)
Profit for the period	**3.4**	**3.2**	**(3.5%)**
Other financial metrics			
Underlying adjusted unit EBITDA	66.6	72.0	8.1%
Underlying adjusted unit EBITDA margin %	24.3%	24.6%	0.3%
Underlying adjusted EBITDA margin %	16.3%	16.6%	0.3%

* Group accounts (Voyage Care Holdco Ltd) reflect £9.4m of non-underlying items relating to the sale and other related costs in connection with the acquisition of Voyage by Wren House. The £9.4m is reported in Voyage Bidco Ltd accounts as an intercompany debtor.

Revenue

Revenue represents total fees receivable from local authorities and CCGs for services provided to the people we support.

- FYE 2022 revenue increased by £18.4 million, or 6.7% to £292.6 million from £274.2 million for FYE 2021, primarily due to like-for-like growth (£5.5 million or 2.0%), fee increases (£7.5 million or 2.7%) and the reversal of the Covid-19 Pandemic in FYE 2021 which we estimate to be £5.4 million or 2.0%.

Revenue by division

	FYE 2021	FYE 2022	% Change
Registered care division	174.9	185.6	6.1%
Community based care division	99.3	107.0	7.8%
Total revenue	**274.2**	**292.6**	**6.7%**

- Registered revenue increased in the year due to fee increases and growth in occupancy.
- Community revenue increased in the year due to fee increases and growth in hours, with 2021 (and Q4 of FYE 2022) being impacted by the Covid-19 pandemic causing temporary delays in growth and reduction in hours.

Unit level staff costs and agency costs

Staff costs consist of wages, salaries and employee benefits, employers' national insurance, pension costs and other costs such as statutory sick pay.

- Total unit level staff and agency costs for FYE 2022 increased by £11.3 million, or 6.1% to £196.5 million (which represented 67.1% of revenue) from £185.2 million (which represented 67.5% of revenue) for FYE 2021, primarily due to National Living Wage and National Minimum Wage increases and the requirement to support organic growth. The mix of staffing shifted towards agency due to the effects of certain staff members recruited during the pandemic returning to their previous role outside the sector, the continued impact of certain staff needing to isolate and some tightening of local employment markets. This resulted in agency usage increasing to 3.6% of care hours in FYE 2022 from 1.1% of care hours in FYE 2021.
    - Staff costs for FYE 2022 increased by £3.2 million, or 1.7% to £185.7 million from £182.5 million for FYE 2021.
    - Agency costs for FYE 2022 increased by £8.1 million to £10.8 million from £2.7 million for FYE 2021.

Unit Level Direct Overheads

Unit level direct overheads include direct costs incurred in operating services on a day-to-day basis, including home provisions (e.g. food, etc.), day care activities, registration fees and therapists particularly for those people we support with acquired brain injuries, lease rentals and other external charges which consist of indirect costs incurred in running and maintaining services, Local Authority rates, council tax, repairs, utilities, training and professional fees

- FYE 2022 unit level direct overheads increased by £1.7 million, or 7.6% to £24.1 million from £22.4 million for FYE 2021. FYE 2021 had lower costs due to the impact of the Covid-19 Pandemic whereas FYE 2022 has returned towards more normal levels of spend.

Central Overheads

Central overheads comprise expenditure in relation to the Group's head office function who support the running of the business and therefore indirectly support the delivery of care and support.

- FYE 2022 central overheads increased by £1.5 million, or 6.9% to £23.3 million (8.0% of revenue) from £21.8 million (7.9% of revenue) for FYE 2021 this is primarily due to investment in group support teams to support the growth of the business along with additional expenditure on IT licencing.

Underlying adjusted EBITDA

Underlying adjusted EBITDA is not a recognised performance measure under IFRS and may not be directly comparable with similar measures used by other companies.

- FYE 2022 underlying adjusted EBITDA increased by £3.9 million, or 8.7% to £48.7 million from £44.8 million for FYE 2021. This increase is due to the additional contribution generated from the growth in both our Community and Registered divisions, along with fee increases, being offset by increases in staff costs because of inflationary pay rises including National Living Wage and National Minimum Wage increases in April 2021, and additional agency usage to provide care to the people we support.

Underlying adjusted EBITDA by division	**FYE 2021**	**FYE 2022**	**% Change**
Registered care division	33.7	37.2	10.6%
Community based care division	11.1	11.5	3.0%
Total underlying adjusted EBITDA	**44.8**	**48.7**	**8.7%**

- Registered underlying adjusted EBITDA increased both in the year due to fee increases and growth in occupancy.

- Community underlying adjusted EBITDA increased in the year due to fee increases and growth in average hours, with 2021 being impacted by the Covid-19 pandemic causing temporary delay in growth and reduction in hours, and 2022 seeing an increase in agency usage.

Non-underlying items

Non-underlying items include certain one-off cash and non-cash charges which are non-recurring.

- Were £3.1 million (FYE 2021: £3.0 million). FYE 2022 non-underlying items related to Covid-19 costs. Non-underlying items for FYE 2021 were primarily relating to costs due to Covid-19 (e.g. personal protective equipment and Covid-19 related staff costs) and Professional Fees related to a Procurement costs reduction project along with one-off project costs relating to the Groups' programme to improve the quality of the service it provides to the people the Group supports and its customers by investing in its head office and operations functions.

Covid-19 Update

- We have estimated the Covid-19 impact on non-underlying financial performance as follows:

£ million	**FYE 2021**	**FYE 2022**
Non-Underlying items Covid-19 Consist of:		
Staff costs	3.8	5.7
Agency costs	0.6	0.5
PPE/Infection control	4.3	0.4
Total Covid-19 Costs	**8.7**	**6.6**
Reimbursement	(7.5)	(4.4)
Non-Underlying items Covid-19	**1.3**	**2.2**
Non Covid-19 related	1.8	0.9
Total Non-Underlying items (Voyage Bidco Ltd)	**3.0**	**3.1**
Sale and other related costs	0	9.4
Total Non-Underlying (Voyage Care Holdco Ltd)	**3.0**	**12.5**

Note: FYE 2022 Sale and other related costs are the costs in connection with the acquisition of Voyage Care by Wren House. These costs are reported as non-underlying in the Group accounts (Voyage Care Holdco Ltd) but shown as net working capital movement (intercompany debtor) on Voyage Bidco Accounts.

Adjusted EBITDA

Adjusted EBITDA is not a recognised performance measure under IFRS and may not be directly comparable with similar measures used by other companies.

- FYE 2022 adjusted EBITDA after non-underlying items increased by £3.8 million, or 9.1% to £45.6 million from £41.8 million for FYE 2021.

Depreciation and Impairment of property, plant and equipment

Depreciation and impairment of property, plant and equipment comprises the write-off of the cost of property, plant and equipment to their residual value over their estimated useful life. Non-current assets once classified as held for sale are not depreciated or amortised, and are stated at the lower of previous carrying value and fair value.

- FYE 2022 depreciation and impairment of property plant and equipment reduced by £0.4 million, or 2.7% to £14.7 million from £15.1 million for FYE 2021. FYE 2021 had an impairment of £0.8 million due to properties which were held for sale in December 2020.

Profit on disposal of non-current assets

Profit on disposal of non-current assets represents the difference between the net disposal proceeds received and the net book value of non-current assets at the time of disposal.

- FYE 2022 the profit on the disposal of non-current assets was £0.2 million (FYE 2021: £1.3 million).

Amortisation of intangible assets

Intangible assets with finite useful lives that are acquired separately or in a business combination, or internally developed computer software, are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The carrying amounts of intangible assets are reviewed annually to determine whether the assets have suffered an impairment loss.

- FYE 2022 amortisation of intangible assets increased by £0.4 million to £2.6 million from £2.2 million for FYE 2021.

Operating profit

Operating profit consists of earnings before interest and taxation.

- FYE 2022 operating profit increased by £2.7 million or 10.3% to £28.4 million from £25.7 million in FYE 2021, as a result of business growth and cost management.

Finance income

Finance income consists of interest received on current account and deposit account balances.

- FYE 2022 interest receivable and other income was £0.1 million compared to £0.2 million for FYE 2021.

Finance expenses

Finance expenses primarily consist of interest payable and fees relating to the Senior Secured Notes and Second Lien Notes (the 'Senior Facilities'), as well as other finance costs including the interest on the RCF.

- FYE 2022 interest payable and similar charges on bank loans increased by £1.1 million to £21.0 million from £19.9 million for FYE 2021 this is due to FYE 2021 having charges for the drawn down RCF and FYE 2022 including a £2.1m expense of unamortised debt costs from the loan notes.

Profit/(Loss) before taxation

Profit before taxation represents the result of the statement of profit and loss before provision for taxation.

- FYE 2022 profit before taxation increased by £1.5 million to £7.5 million from £6.0 million for FYE 2021.

Taxation

Taxation is based on the profit or loss for the year and takes into account deferred taxation movements.

- For FYE 2022 a taxation charge of £4.3 million was recognised, an increase of £1.8 million from FYE 2022. This is primarily due to an increase in the deferred tax charge resulting from the tax rate rising from 19% to 25% from 1st April 2023 and the rate applicable when the temporary timing difference is expected to reverse.

Profit for the period

Profit for the period represents the result of the statement of profit and loss after provision for taxation.

- FYE 2022 profit for the period reduced by £0.2 million to £3.2 million from £3.4 million for FYE 2021 the reduction is primarily due to an increase in taxation charges compared to prior year, partially offset by an increase in adjusted EBITDA after non-underlying items.

Consolidated statement of cash flow

£ million	**FYE 2021**	**FYE 2022**	**% Change**
Underlying adjusted EBITDA	44.8	48.7	8.7%
Maintenance capex	(7.4)	(13.6)	83.8%
IT capex	(3.5)	(2.7)	(22.9%)
Adjusted free cash flow	**33.9**	**32.5**	**(4.1%)**
Cash conversion %	*75.6%*	*66.7%*	*(8.9%)*
Non-underlying items (1)	(3.0)	(3.1)	3.3%
Working Capital (2)	8.9	(6.8)	nm
Interest	(17.4)	(20.9)	(20.1%)
Taxation	(3.1)	(2.7)	12.9%
FCF before dev. capex, acquisitions and financing	**19.2**	**(1.0)**	**nm**
Development capex (3)	(8.3)	(2.2)	73.5%
Acquisition (4)	(4.8)	(3.6)	25.0%
Proceeds from sale	4.7	0.3	93.6%
FCF before financing	**10.8**	**(6.5)**	**nm**
Property and vehicle lease payments (IFRS16)	(5.2)	(4.5)	13.5%
Net cash flow used in financing activities	(45.0)	(5.7)	(87.3%)
Movement in cash for the period	**(39.4)**	**(16.7)**	**(57.6%)**
Opening cash and cash equivalents	80.1	40.7	49.2%
Closing cash and cash equivalents	**40.7**	**24.1**	**(40.8%)**
Undrawn RCF as at 30 April 2022	45.0	50.0	(11.1%)
Total liquidity	**85.7**	**74.1**	**(13.5%)**

(1) Excludes cash flows in relation to acquisition integration costs

(2) Working Capital includes £9.4m in relation to the sale and other related costs in connection with the acquisition of Voyage Care by Wren House

(3) Net of disposal proceeds and includes development capital expenditure and capital expenditure with respect to supporting our head office function. Excludes cash flows in relation to acquisition capital expenditure

(4) Includes net overdraft acquired with subsidiaries where applicable

Maintenance Capex

- FYE 2022 maintenance capex increased by £6.2 million to £13.6 million from £7.4 million for FYE 2021. The increase is primarily due to reduced activity in FYE 2021 due to the Covid-19 pandemic along with inflationary price increases.

IT Capex

- FYE 2022 IT capex reduced by £0.9 million to £2.7 million from £3.5 million for FYE 2021. This is primarily due to FYE 2021 containing costs for the group's IT hardware refresh programme.

Adjusted free cash flow

- FYE 2022 adjusted free cash flow reduced by £1.4 million, or 4.1% to £32.5 million from £33.9 million for FYE 2021. The reduction is primarily due to £3.9 million increase in EBITDA partially offset by a £6.2 million increase in maintenance capex, due to an increase in service maintenance activity in FYE 2022 compared to FYE 2021 which was reduced due to the Covid-19 Pandemic.

Non-underlying items

- FYE 2022 non-underlying items increased by £0.1m from £3.0 million to £3.1 million when compared with FYE 2021.

Working capital

- FYE 2022 working capital movement was an outflow of £6.8 million which compares to an inflow of £8.9 million for FYE 2021. This movement is primarily due to £9.4m in sale and other related costs in connection with the acquisition of Voyage Care by Wren House and the refinancing costs of the Loan Notes. In addition FYE 2021 saw significant one-off improvements in working capital, particularly in respect of trade debtors.

Interest

- FYE 2022 interest payable increased by £3.5 million to £20.9 million from £17.4 million when compared to FYE 2021. This increase is due to an additional interest payment in FYE 2022 due to the refinancing, partially offset by the lower drawdown of our revolving credit facility compared to FYE 2021.

Taxation

- For FYE 2022 we paid £2.7 million in relation to corporation tax payments made on account (FYE 2021: £3.1 million).

Free Cash Flow before Development Capex, Acquisitions and Financing

- FYE 2022 Free Cash Flow before Development Capex, Acquisitions and Financing reduced by £20.2 million to an outflow of £1.0 million from £19.2 million inflow in FYE 2021, primarily due to an increase in EBITDA and offset by an increase in Maintenance Capex and the Working Capital outflow.

Development Capex

Development Capex primarily comprises build costs and other professional expenses in connection with new builds, conversions of existing properties, and the purchase of motor vehicles. Maintenance capital expenditure (which is recorded separately) primarily comprises purchases of new replacement equipment and fixtures. Our future capital (development) expenditure amounts will be discretionary, and we may adjust in any period according to our strategy to continue to selectively expand capacity and evaluate opportunities that enhance our profitability.

- FYE 2022 development capital expenditure reduced by £6.2 million to £2.2 million compared to £8.3 million for FYE 2021 which included the purchase of a 24 bed facility for a new Brain Injury Rehabilitation service.

Acquisition

- FYE 2022 there was net £3.6 million outflow on acquisitions, which included Woodley House Ltd a 20 Bed Registered Service (FYE 2021: £4.8 million – Day Opportunities Limited).

Proceeds from sale

- FYE 2022 there was £0.3 million cash inflow. This is a reduction of £4.7 million compared to FYE 2021.

Property and vehicle lease payments

- During FYE 2022 we made £4.5 million of total lease payments under IFRS16 which is £0.7 million less than FYE 2021.

Net cash flow used in financing activities

- FYE 2022 net cash flow used in financing activities was £5.7 million compared to £45.0 million for FYE 2021, which was repayment of our £45.0 million fully drawn RCF facility.

Movement in cash for the period

- FYE 2022 movement in cash for the period was £22.7 million favourable at £16.7 million outflow, compared to £39.4 million outflow FYE 2021. FYE 2021 included the repayment of the drawn down £45 million RCF facility.

Balance Sheet

£ million	FYE 2021	FYE 2022	Change	% Change
Non current assets	416.5	427.1	10.6	2.5%
Current assets				
Trade and other receivables	23.2	31.2	8.0	(34.5%)
Corporation tax receivable	0.5	2.6	2.1	nm
Cash and cash equivalents	40.7	24.1	(16.7)	40.8%
Assets classified as held for sale	0.0	0.0	0.0	nm
Total assets	**480.9**	**484.9**	**3.9**	**(0.8%)**
Non-current liabilities				
Loans and borrowings	261.1	257.1	4.0	(1.5%)
Tax liabilities	11.8	16.2	(4.4)	37.3%
Employee benefits	0.4	0.3	0.1	(25.0%)
Provisions	1.0	1.0	(0.0)	0.0%
Current liabilities	65.2	65.5	(0.3)	0.5%
Equity	141.5	144.7	(3.3)	2.3%
Total equity and liabilities	**480.9**	**484.9**	**(3.9)**	**(0.8%)**

Debt and leverage

At 31 March 2022 and 31 March 2021, our unrestricted cash balances were £24.1 million and £40.7 million, respectively.

Contractual obligations

The following table summarises our material contractual obligations at 31 March 2022, showing the total principal amount payable and excluding any future interest payments. Following the refinancing completed on 3 February 2022, the Senior Secured Notes and the Second Lien Notes were replaced by the new £250m Senior Secure Notes, which are due 2027.

£ million	0-1 year	1-2 years	2 years or more	Total
Senior Secured Notes (1)	-	-	250.0	250.0
Revolving Credit Facility	-	-	-	-
Total	**0.0**	**0.0**	**250.0**	**250.0**

(1) Represents the aggregate principal amount of the Senior Secured Notes as at 31 March 2022

Pro-forma net debt and leverage

Note that pro-forma net debt and leverage are calculated as defined in the Offering Memorandum for the new £250m 5 ⅞ % Senior Secure Notes due February 2027.

	As at and for the twelve months ended	
£ million	**30-Sep-21**	**31-Mar-22**
Underlying Adjusted EBITDA	47.5	48.7
Estimated full year impact of recent acquisitions	1.2	0.6
Pro forma underlying adjusted EBITDA	**48.7**	**49.4**
Pro forma senior secured net debt:		
Senior secured notes	215.0	250.0
Second lien notes	35.0	0.0
Revolving credit facility	0.0	0.0
Gross debt	250.0	250.0
Pro forma cash	(20.8)	(20.7)
Pro forma secured net debt	**229.2**	**229.3**
IFRS 16 lease liability	17.5	17.6
Pro forma net debt including IFRS 16 lease liability	**246.8**	**246.9**
Ratio of pro forma secured net debt to pro forma Underlying Adjusted EBITDA	4.7x	4.6x
Ratio of pro forma net debt to pro forma Underlying Adjusted EBITDA	**5.1x**	**5.0x**

Property Analysis (Open services)

At 31 March 2022 the number of freehold properties held was 260, which was an increase of 3 compared to March 2021. The net book value of the freehold properties was £318.1 million.

We have increased our provision of Registered division places by 2 since March 2021.

We have reduced our provision of Community division supported living places by 21 since 31 March 2021 whilst reducing the number of properties by 11.

In our Registered care division on 31 March 2022, freehold properties made up 89.0% of capacity whereas in Community based care, freehold properties made up 7.7% of capacity. This in line with our strategy to utilise 3rd party capital to invest in property and capacity to drive Community based care growth.

31 March 2022	**Registered**		**Community**		**Daycare**	**Total**		**DCA**[4]
	#	**Capacity**	**#**	**Capacity**	**#**	**#**	**Capacity**	**#**
Freehold	232	1,812	27	98	1	260	1,910	6
Leasehold/Rental [1]	31	224	3	10	7	41	234	33
3rd Party Owned [2]	0	0	289	1,158	0	289	1,158	2
Totals	**263**	**2,036**	**319**	**1,266**	**8**	**590**	**3,302**	**41**
Freehold NBV (£m) [3]	**309.4**		**6.7**		**2.0**	**318.1**		

31 March 2021	**Registered**		**Community**		**Daycare**	**Total**		**DCA**[4]
	#	**Capacity**	**#**	**Capacity**	**#**	**#**	**Capacity**	**#**
Freehold	231	1,800	25	90	1	257	1,890	5
Leasehold/Rental [1]	32	234	3	10	6	41	244	31
3rd Party Owned [2]	0	0	302	1,187	0	302	1,187	5
Totals	**263**	**2,034**	**330**	**1,287**	**7**	**600**	**3,321**	**41**

Movement	**Registered**		**Community**		**Daycare**	**Total**		**DCA**[4]
	#	**Capacity**	**#**	**Capacity**	**#**	**#**	**Capacity**	**#**
Freehold	1	12	2	8	0	3	20	1
Leasehold/Rental [1]	(1)	(10)	0	0	1	0	(10)	2
3rd Party Owned [2]	0	0	(13)	(29)	0	(13)	(29)	(3)
Totals	0	**2**	**(11)**	**(21)**	**1**	**(10)**	**(19)**	0

(1) Leasehold/Rental includes properties which are on a long-term lease and properties on short term rental which have been obtained to support immediate commissioner requirements.

(2) 3rd Party owned Supported Living properties are leased to a Registered Provider such as a Housing Association and then rented to the people we support. Rent and maintenance are usually covered by Housing Benefit claimed by the people we support.

(3) Freehold NBV is not separately shown under DCA, as the Freehold 'DCA' offices often operate from Freehold 'Community' Properties. Freehold NBV excludes assets held for sale and leasehold, encumbered and third-party properties.

(4) Total Freehold capacity excludes Freehold DCAs as these offices operate from Freehold 'Community' Properties.

Glossary of Definitions

Non IFRS and other financial measures

- ***"Underlying adjusted EBITDA"*** means profit / (loss) for the period as adjusted for taxation, finance expense, amortisation of intangible assets, profit / (loss) on disposal of non-current assets, depreciation and impairment of property and the effects of certain items considered to be non-underlying;

- ***"Adjusted EBITDA"*** means Underlying adjusted EBITDA prior to adjustments for the effects of non-underlying items;

- ***"Underlying adjusted EBITDA margin"*** means Underlying adjusted EBITDA divided by revenue;

- ***"Cash conversion"*** means Underlying adjusted EBITDA less Maintenance CAPEX and IT CAPEX, divided by Underlying adjusted EBITDA;

- ***"Adjusted free cash flow"*** means Underlying adjusted EBITDA less Maintenance CAPEX and IT CAPEX;

- ***"Total CAPEX"*** means the sum of Development CAPEX, Maintenance CAPEX and IT CAPEX;

- ***"Development CAPEX"*** means build costs and other professional expenses in connection with new builds and conversions of existing properties, net of disposal proceeds, including development capital expenditure and capital expenditure with respect to supporting our head office function and excluding cash flows in relation to acquisition capital expenditure. Development CAPEX also includes costs in connection with the acquisition of property which we originally lease for our operations and where we later agree to acquire the property from the lessor as well as the purchase of motor vehicles;

- ***"Maintenance CAPEX"*** means service-related routine capital expenditure and non service-related capital expenditure with respect to supporting our head office function and includes purchases of new replacement equipment and fixtures;

- ***"IT CAPEX"*** means service-related routine capital expenditure and non service-related capital expenditure with respect to software and hardware used for the operations of our Group.

Operating expenses used to track performance and liquidity

- ***"Unit level staff costs"*** comprise expenditure in relation to the Group's employees who deliver direct care and support to the people we support.

- ***"Unit level agency costs"*** comprise expenditure in relation to third-party staffing agencies who deliver direct care and support to the people we support.

- ***"Unit level direct overheads"*** comprise supplementary expenditure required to deliver the care and support to the people we support (direct costs to run the Group's services).

- ***"Central overheads"*** comprise expenditure in relation to the Group's head office function who support the running of the business and therefore indirectly support the delivery of care and support.

- ***"Depreciation and impairment of property, plant and equipment"*** comprises the write off of property, plant and equipment to their residual value over their estimated useful life.

- ***"Profit/(loss) on disposal of non-current assets"*** comprise the difference between the net disposal proceeds received and the net book value of non-current assets at the time of disposal.

- ***"Amortisation of intangible assets"*** comprises the write off of intangible assets to their residual value over their estimated useful life.

Pro forma financial measures

- ***"Pro Forma Underlying Adjusted EBITDA"*** means Underlying Adjusted EBITDA, as adjusted to give effect to the full year impact of the Underlying Adjusted EBITDA contribution of (a) our recent acquisitions, (b) the implementation of a new procurement system and (c) cost optimisations with respect to DCAs, in each case as if they had occurred or been fully implemented on 1 October 2020.

- ***"Pro Forma Cash"*** means total cash and cash equivalents as at 30 September 2021, as adjusted to give effect to the Transactions and cash used in connection with the Acquisition. See "Use of proceeds" and "Capitalisation".

- ***"Pro Forma Net Debt"*** means loans and borrowings (including lease liabilities), as adjusted to give effect to the Transactions, less Pro Forma Cash.

Other operating data

- ***"Registered capacity"*** – our results of operations are impacted by the number of beds at certain locations as bed capacity determines the maximum number of people that can be cared for in our Registered Care Division. Registered capacity is the average number of available beds for the relevant period unless otherwise stated.

- ***"Occupancy"*** – occupancy represents the average number of individuals that we provide care to in our Registered Care Division for the relevant period unless otherwise stated.

- ***"Occupancy rate"*** – occupancy rate represents the percentage of the registered capacity occupied in our Registered Care Division at the end of the relevant period unless otherwise stated.

- ***"Supported people"*** – our results of operations are impacted by the number of people supported in our Community Based Care Division. The number of people supported in our Community Based Care Division is presented as the average placements for the relevant period unless otherwise stated.

- ***"Direct care hours"*** – direct care hours presented represent the weekly direct care hours delivered in our Community Based Care Division, including supported living, Children's Complex Care, day care and outreach placements, at the end of the relevant period unless otherwise stated.

- ***"Fee rates"*** – fee rates depend on the service that is being provided and the funder that is paying for the care package and is dependent on the nature of the pricing agreement in place.

- ***"Average weekly fees"*** – fee rates for our Registered Care Division refer to the average weekly fees in a given period.

- ***"Average hourly rates"*** – fee rates for our Community Based Care Division refer to average hourly rates per direct hour charged to a funder in a given period.

Voyage BidCo Limited

Annual Report and Consolidated Financial Statements

For the year ended 31 March 2022

Registered Number: 05752534

Voyage BidCo Limited
Annual Report and Consolidated Financial Statements
For the year ended 31 March 2022

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The Directors present their Strategic Report for the year ended 31 March 2022.

Principal activity

Voyage Care provides a range of services for individuals with learning disabilities, autism, brain injury rehabilitation and other related complex needs in the UK. The care solutions provided range from Registered Care in specially adapted homes to Community Based Care, where support is provided in a person's own home. The Group's focus continues to be on the needs of the people we support.

Strategy and business model

Voyage Care's purpose is to deliver great quality care underpinned by commercial success. The year under review continued to be impacted by the Covid-19 pandemic, although to a lesser extent than the previous year. This further demonstrated the resilience of our business model, particularly as we were able to continue to grow our Registered Care services division occupancy and fees and provide increased hours of care at higher hourly rates to the people we support through our Community Based Care services division. This has further strengthened our position as a market leader in all relevant areas of high quality care services for the people we support.

Great quality care

To deliver the Group's strategy, the quality of care provided to the people we support is at the heart of everything we do.

We continue to prioritise the safety and wellbeing of the people we support and our employees in the face of the lingering impact of the Covid-19 pandemic. In particular, maintaining high standards of infection control and protection and appropriate use of personal protective equipment (PPP) and social isolation in line with government and regulatory guidance. In addition, as the country and the sector has emerged from the pandemic, we have made sure that as we have opened up to support new placements, we have maintained these high standards of safety and care through the efforts of our Service Managers, operational teams and quality and audit teams. The English, Scottish and Welsh regulators have now re-introduced their inspection regimes and our quality ratings continue to be very good.

During the year under review, the Group maintained a market leading quality score with 95% of services in England holding a rating of Good or Outstanding as at 31 March 2022 following inspection from the CQC (31 March 2021: 95%). Fourteen locations held an Outstanding rating from CQC as at 31 March 2022 (31 March 2021: Fourteen). Additionally, 100% of homes and services registered in Scotland and Wales were found to be compliant when inspected by their regulators (31 March 2021: 100%). Some of the ways in which we have achieved this are outlined below:

- Individual care and support plans are reviewed and amended on a regular basis to address changing support needs and to ensure that an appropriate level of personalised care is provided for each person we support;
- Typically, a considerable amount of care is provided to each person we support due to their high acuity care needs;
- The Group operates its own quality assurance function to ensure that quality standards are continually driven forward;

Strategy and business model *continued*

Great quality care continued

- The Group's learning and development functions ensure staff are equipped with the necessary skill set, knowledge and confidence to achieve Voyage Care's high standards of care for the people we support; and
- The breadth of service capability, from domiciliary to various types of Registered care, ensures that we can always offer a care pathway tailored to the specific needs of the individual, thereby helping to achieve a better outcome for both the people we support and for funders.

This continuing drive to maintain high quality standards strengthens the Group's ability to retain existing business and grow by winning tenders, by increasing the number of people we support within framework agreements, by attracting individual clients with personal budgets and by placing the Group in a favourable position to take over underperforming services.

By developing expertise in specialist areas such as Autism and Specialist Behavioural Support Services, the Group continues to build a platform to cater for a broad range of conditions whilst offering individuals the highest quality of care and harnessing growth from initiatives such as Transforming Care and the NHS Long Term Plan. Sector leading quality ratings and clearly articulated specialisms underpin our ability to evidence good value to customers and lead to organic growth.

Since 2017-18, to demonstrate the Group's commitment to provide high quality care services, the Group has mirrored the requirements on NHS healthcare providers to voluntarily produce an annual Quality Account. The Quality Account provides an honest, open and authentic view of the Group's achievements and its key priorities for the following year. The latest Quality Account can be found at: https://www.voyagecare.com/our-approach/commitment-to-quality.

Quality is monitored by the Board and through the Group's Quality, Safety and Risk Committee which is discussed further in the Directors' Report.

Commercial Success

The Group's relentless pursuit of the delivery of great quality care is enabled by our commercial success. Profitable growth underpins our ability to invest in training, develop the services we offer, maintain our property estate to a high standard, introduce new and improved services and extend our footprint to care for more vulnerable people. All of this is critical in the regulated sector within which we operate, to ensure we meet or exceed all regulatory requirements, at the same time as delivering a return to our shareholders.

The Group operates from two business divisions: Registered Care and Community Based Care.

- Registered Care is delivered in specially adapted homes which the Group provides in its registered portfolio of mainly freehold properties. Growth in this area is driven through increasing capacity, occupancy and the average weekly fee.

Strategy and business model *continued*

Commercial Success *continued*

- Community Based Care is provided in people's own homes and the Group partners with registered housing providers to identify suitable accommodation. In this division, properties are mainly owned by third party investors. It is the Group's strategy to grow its services by working with these third-party investors and registered housing providers to provide more accommodation to support more people.

Underpinning the strength of the business are the contracts with care commissioners. For Registered Care they take the form of spot, block and respite contracts and for Community Based Care they are based on framework contracts or those acquired through tendering processes.

Selective strategic acquisitions of other businesses or homes that fit within our strategy and meet our strict quality and profitability criteria, also form part of our growth strategy. Most recently in September 2021 we acquired Woodley House Limited which provides registered autism services, for £4.3m. Due to the fragmented nature of the sector, we expect acquisition opportunities to continue to arise, including in specialised market segments adjacent to our current offerings. We believe our expertise and resources will allow us to integrate acquired business efficiently and achieve synergies.

Significant events

On 14 January 2022, Vienna Investco Limited acquired 100% of the share capital of Voyage Care HoldCo Limited, previously being Voyage BidCo Limited's ultimate parent undertaking. Vienna Investco Limited, through intermediate holding companies, is owned by VC Healthcare Topco Limited who in turn is owned by Wren House Infrastructure Limited. Wren House Infrastructure Management Limited, a global infrastructure investment manager, has a focus on delivering risk adjusted equity returns through a disciplined investment approach, a long-term responsible investment horizon and active asset management. Wren House Infrastructure Management Limited are owned by the Kuwait Investment Authority, being the ultimate owner of the Voyage Care Group.

On 3 February 2022, the Group completed a refinancing transaction and the gross proceeds were used to redeem in full existing Senior Secured Notes and Second Lien Notes and to pay fees incurred in connection with the transaction. At 31 March 2022, the Group had £250.0 million 5.875% Senior Secured Notes due 2027 and a fully committed Revolving Credit Facility of £50.0 million due 2026 which was £nil drawn (see note 21).

Business review

Voyage Care continues to be a leading UK provider of specialist Registered Care services by revenue and by placements and has a well-established presence in specialist Community Based Care services.

During the year, Covid-19 pandemic's impact on the Group's operation reduced considerably, however it still continued to cause challenges for the Group. Nevertheless, due to the resilience and dedication of our employees to deliver high quality care to the people we support, the impact of the pandemic on the Group was minimised.

Business review *continued*

Nonetheless, some of the challenges that the Group experienced as a result of the pandemic were: reduced Day Care capacity , delays in transitioning new people we support in to Registered Care services and Community Based Care services, cancelled shifts due to people we support and staff members testing positive for Covid-19 and additional incremental costs to keep the people we support and our employees safe.

As at 31 March 2022, the Group supported 3,448 (2021: 3,406) people, comprising 1,907 (2021: 1,868) through its Registered Care services and a further 1,541 (2021: 1,538) supported through its Community Based Care services.

During the year, the Group's Registered Care services' average occupancy had increased 1.4% to 93.3% (2021: 91.9%). The Group's average Community Based Care services delivered approximately 6,000 additional weekly hours of direct care at 105,000 weekly hours (2021: 99,000). The average weekly fee for Registered Care services increased by £84 to £1,882 (2021: £1,798) per person and Community Based Care services average revenue per direct care hour increased by £0.44 to £19.68 (2021: £19.24) for the year ended 31 March 2022.

Approximately 68% (2021: 69%) of the people we support in the Registered Care services had been in the Group's care for more than five years and some of the people we support have been with Voyage Care for more than 20 years. Providing stable environments for people we support improves the likelihood of positive outcomes and their quality of life.

Whilst individuals with acquired brain injuries will remain with Voyage Care for varying lengths of time according to their needs, progress, long term plans or personal preferences, individuals with learning disabilities have a lifelong condition and require ongoing support. Approximately 31% (2021: 33%) of the people we support in the Registered Care services division were 40 years of age or younger, and 74% (2021: 78%) were 60 years of age or younger, which contributes to a long average length of stay in those services. Approximately 49% (2021: 52%) of the people we support in the Community Based Care services were 40 years of age or younger, and 84% (2021: 86%) were 60 years of age or younger, which contributes to a long average length of stay in those services.

Of the care we provide, 97% (2021:97%) is paid for by Local Authorities and Clinical Commissioning Groups (''CCGs'') and, during the year ended 31 March 2022, we received revenue from over 250 (2021: over 250) of these publicly funded purchasers across the UK. The Group's long-standing relationships with Local Authorities and CCGs are built on a strong reputation for providing quality services to the people we support.

Market environment and outlook

National policy has created a clear framework for growth of services which enable people with disabilities to live an ordinary life in the community. Local Authorities and CCG's continue to re-balance care towards community-based support as the primary service model, with Registered Care providing a valuable contribution for the increasing number of those with the most complex and specialist needs.

The Covid-19 pandemic temporarily suppressed some new care placements but neither the overall demand for specialist care and support services nor the strategic direction of the sector have been adversely impacted by the pandemic.

Local Authority and NHS customers prioritise developing relationships with high quality stable providers, such as Voyage Care, who can offer solutions to their key challenges:

Increasing volume of people requiring care:

- Research conducted by the National Audit Office indicates that there will be an estimated 29% growth in the number of working age adults requiring social care services by 2038.
- Projections in demand indicate sustained growth in both community-based support and care home services to meet the needs of younger adults with disabilities; a clear growth opportunity for Voyage Care as we now have a well-established pathway of specialist care and support solutions.

The rising cost of providing care:

- Annual increases to the National Living Wage, workforce pressures, workplace pension auto enrolment charges, and the apprenticeship levy, alongside other inflationary pressures, including energy costs, impacted the Group's cost base. By operating efficiently and with scale, the Group can help to mitigate some of the adverse impact on our customers.

Budget restrictions arising from austerity:

- The CQC State of Care 2021 report details the vital role of adult social care during the pandemic but also the sustained pressure on the social care sector and that many of the pre-pandemic issues, such as staffing pressures, persist. The report also explains how 'the pandemic has further exposed and exacerbated' the inequalities faced by some groups in accessing and receiving high quality care with people with learning disabilities facing increased challenges, reinforcing the vital need for our sector-leading services.
- The Government has now made one-off additional budget available for social care in each of the last six years, including the pandemic specific Infection Prevention and Control Fund which was extended a final time until March 2022, with an extra £338 million of funding.
- A new Health and Social Care levy will take effect from 6 April 2023, which will result in a permanent ringfenced increase in funds for the NHS and social care, with a transitional increase in National Insurance of 1.25 percentage points from 6 April 2022 for the 2022 to 2023 tax year only. Adult social care funding has been under pressure for a number of years and the Levy is intended to raise billions over the next three years (to 2024/25) to tackle both COVID-19 backlogs and provide £5.4 billion to support the reform of adult social care.

Market environment and outlook continued

- At the October Spending Review 2021, the Government set out the plans for the Levy and also that, excluding this, local authorities' spending power (and the amount available for core social care services) is expected to increase by around 2% a year. There were no new increases in health spending in the 2022 Spring Statement.

In reaction to the global outbreak of Covid-19, the UK Government acknowledged the critical role that the social care sector has in society and accordingly promptly released funding of £1.6 billion to local authorities to pass to social care providers, including Voyage Care. This subsequently doubled to £3.2 billion.

Further specific funds were made available by the UK Government during the pandemic for social care providers, namely:

- £1.75 billion identified as the 'Adult Social Care Infection Control Fund' applicable in three funding rounds between 13 May 2020 and 31 March 2022;
- A further £523 million identified as support for testing in care settings; and
- A separate £162.5 million 'Workforce Recruitment and Retention Fund for adult social care', which was made available to local authorities, designed to support with workforce capacity pressures. This operated between October 2021 and 31 March 2022.

The overall intention of the additional funds was to support the cash flow of care providers and adjust core fees to meet additional and new costs arising from the pandemic to suppress the spread of the disease. The additional financial support provided by the UK Government demonstrates the paramount role that the sector has to society and the support that will be offered to ensure the critical role will be protected. From 31 March 2022, the Government removed dedicated Covid-19 funding for social care providers to fund infection control measures and to support regular testing. The free provision of personal protective equipment to frontline social care staff has, however, been extended to 31 March 2023.

The financial support that the Government provided to the social care sector during the Covid-19 pandemic and the commitment to a more sustainable financial model for the social care sector, including the new Health and Social Care levy, provides optimism for the future funding environment.

Principal risks and uncertainties

The table below presents the principal risks facing the business and the controls in place to mitigate these, with measurement against the assessment made at March 2021 using the following key:

⬆ Risk assessed to have increased
➡ Risk assessed to have stayed the same
⬇ Risk assessed to have decreased

Risk	Mitigation	Change from previous year
Covid-19/globally transmitted diseases		
The global outbreak of Covid-19 put significant strain on the business to maintain the high level of care for the people we support during unprecedented times. Future global pandemics could require the business to quickly adapt to operate within the limitations of the pandemic whilst minimising the impact to the people we support.	The business has clear and effective business continuity plans that can be quickly enacted to react to severe threats to the business. The granularity of the business continuity plans and the strength of local management teams allow the executive management team to react to the changes in the situation presented and to disseminate appropriate actions throughout the Group.	⬇
Local authority funding		
As staffing costs continue to increase due to National Living Wage uplifts, workforce tightening post Brexit and Covid, workplace pension auto enrolment charges, apprenticeship levy, Health and Social Care levy, pandemic response costs and substantial general inflation, there is a risk that the additional funding from local authorities is insufficient to compensate for the increased costs experienced by Voyage Care and other providers.	The sustainable funding of social care in the UK continues to be revisited by the Government, with: • Additional exceptional funding available for social care in each of the last six years; • An increase in National Insurance contributions for 2021-2022, which will be replaced with a new Health and Social Care levy to take effect from 6 April 2023, which will result in a permanent ringfenced increase in funds for the NHS and social care. The Government is currently considering a more sustainable funding model for the sector. Voyage Care has a robust and systematic process in relation to the calculation and negotiation of appropriate fee increases for all the local authorities it serves	➡

Principal risks and uncertainties continued

Recruitment and retention of skilled care workers		
The key to the Group's success is the quality of the people we employ. The Group needs to attract and recruit sufficient employees to meet our objectives. Additionally, losing key employees inhibits the strength of delivering consistently high-quality care.	The Group has a bespoke system to deal with recruitment from first point of contact to employment, including Disclosure and Barring Service checks. Employee turnover is closely monitored through KPIs and exit interviews are performed to identify underlying trends impacting retention. Significant emphasis is placed on promoting employee retention. This is explained further in the Employees section on page 20.	
Ensuring the provision of high quality care to the people we support		
The Voyage Care business is built on the reputation of the high-quality care consistently delivered. A reduction in quality would harm the Group's reputation and have a negative impact on the lives of the people we support.	An appropriate balance is maintained between care fees and payroll costs. Fees are always agreed with funders to reflect the care needs of the people we support to ensure that the appropriate level of care is provided. Payroll costs are controlled by regular reviews of weekly care hours, through an in-house management system. A dedicated Quality department regularly updates Group policies in line with changing regulations and standards and manages the internal quality audit process. The Quality, Safety and Risk Committee, with an independent chair, as explained on page 26 provide oversight of the area to the Board of Directors. The Group invested £2.1 million in training expenditure to ensure employees are fully up-to-date in the best ways of providing care for people we support (2021: £2.0 million).	

Principal risks and uncertainties continued

Reduced financial performance		
To achieve the Group's strategy to deliver great quality care with commercial success the Group must have a robust financial performance. The Group's finance facility contains a covenant such that the Group must exceed minimum profit levels.	The Group sets annual financial budgets to appraise the financial performance and has a dedicated Commercial team to identify opportunities and work with customers to agree on sustainably funded care packages.	
Cyber and data security		
Cyber and data security continue to be subject to cyberattack threats. A data breach or attack could result in operational disruption leading to possible reduced income, increased costs, loss of data and reputational damage.	The Group, through its specialist teams, continuously reviews data security and invests in leading anti-virus software as well as ensuring third party providers are subject to the same rigour. Internal data protection teams minimise data risks and ensure compliance with GDPR.	

The Group's financial risks and the controls in place to mitigate them are presented in more detail on page 18.

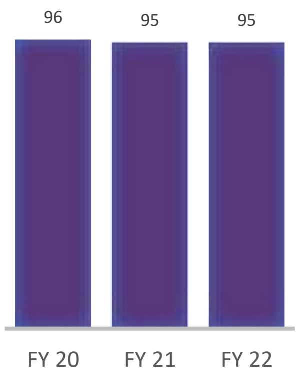
Financial review

The Group has maintained a strong financial performance for the year ended 31 March 2022, despite financial pressures in response to the Covid-19 pandemic and unavoidable external cost increases driven largely by a 2.18% (2021: 6.21%) increase in the National Living Wage for workers aged 23 years and over.

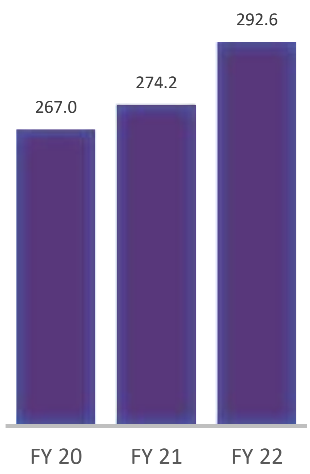
Key performance indicators

The financial and non-financial KPIs set out below focus on the drivers of value that will enable the Group to achieve its strategic aims and objectives.

Good or Outstanding services (%)	**95% (2021: 95%)**
Definition: The percentage of total services that are rated as either good or outstanding at the last inspection by CQC as at 31 March 2022.	
Performance: This is a direct measure of the Group's performance against the strategic aim of delivery great quality care and during the year the Group maintained its market leading quality standards with 95% of services rated as either good or outstanding at its last inspection by CQC.	

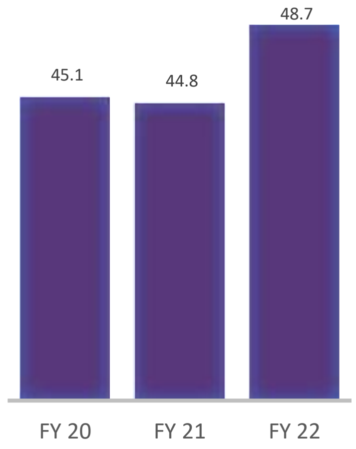


Revenue	**£292.6 million (2021: £274.2 million)**
Definition: The fair value of fee income receivable for the provision of care services provided in the period.	
Performance: Group revenue increased by 6.7% to £292.6 million. This was split between an increase of 5.8% in Registered revenue to £185.6 million and an increase of 8.3% in Community Based Care revenue to £107.0 million. As explained in other key performance indicators, increases in average weekly fees and average hourly fees have contributed to an increase in total revenue.	

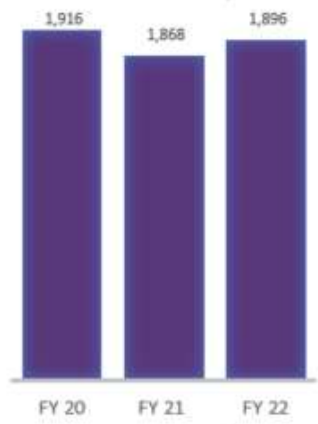


Financial review *continued*

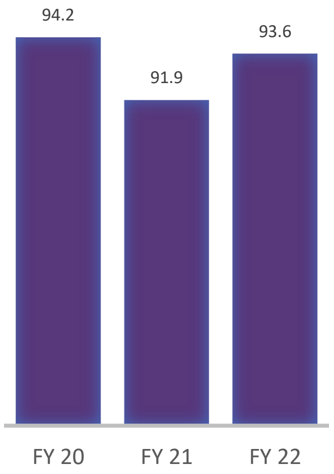
Underlying Adjusted EBITDA (before non-underlying items)	**£48.7 million (2021: £44.8 million)**
Definition: Operating profit adding back depreciation, impairment, amortisation and profit or loss on disposal of property, plant and equipment, and before non-underlying items.	
Performance: Group underlying adjusted EBITDA (before non-underlying) increased by 8.7% to £48.7 million. This was split between an increase of 9.5% in Registered EBITDA to £37.2 million and an increase of 6.4% in Community Based Care to £11.5 million. The Group has seen strong performance in key performance indicators that drive revenue growth whilst maintaining a strong focus on cost control.	

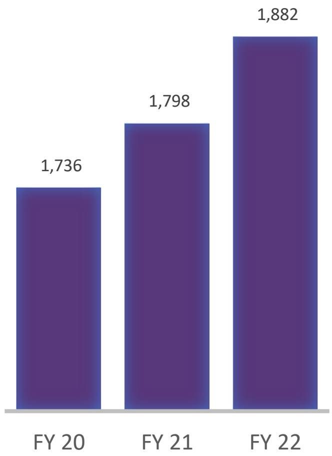


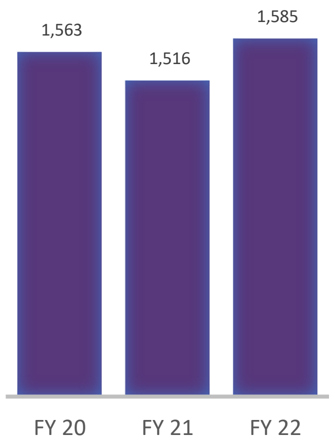
Registered occupancy	**1,896 (2021: 1,868)**
Definition: The monthly average number of individuals that the Group provides care to in a Registered setting across the period.	
Performance: The average Registered occupancy increased by 1.5% to 1,896. The increases in occupancy has been assisted by the easing of restrictions resulting from the pandemic that has aided the transitioning of joiners in to Registered Care services.	



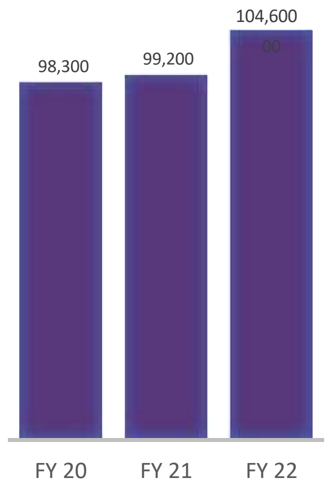
Financial review *continued*

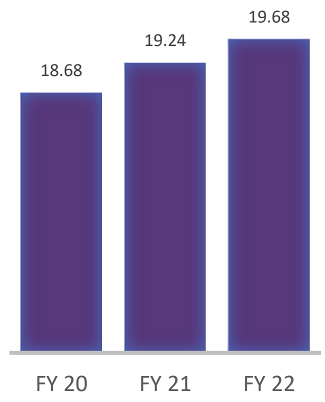
Registered occupancy as a percentage of capacity	**93.6% (2021: 91.9%)**
Definition: The percentage of Registered capacity that is occupied.	
Performance: Registered occupancy as a percentage of capacity increased by 1.7% to 93.6%. The increase during the financial year was a result of the increase in actual occupancy for the reasons previously described. Maintaining high occupancy is important for the strategic objectives of the business to recover services' fixed costs across more people we support in turn driving commercial success.	

Registered average weekly fee	**£1,882 (2021: £1,798)**
Definition: The mean weekly fee receivable for care provided to people we support in a Registered setting.	
Performance: The average weekly fee increased by 4.7% to £1,882 which drives the Group's revenue growth. The year on year increase is primarily the result of active negotiations with commissioners to award inflationary fee increases.	

Community Based Care places	**1,585 (2021: 1,516)**
Definition: The number of places available in Community Based Care, including Supported Living, Children's Complex Care and Outreach placements, as at the end of the financial year.	
Performance: The average number of available places increased by 69 to 1,585. The Group develops relationships with registered social landlords to accommodate additional demand through winning commissioning tenders but this has been offset by a number of expected tender losses during the year. The KPI is important as it measures the capacity within the Group to deliver care to additional people.	

Financial review *continued*

Community Based Care average weekly direct care hours	**104,600 (2021: 99,200)**
Definition: The average direct weekly care hours delivered in Community Based Care, including Supported Living, Children's Complex Care and Outreach placements, across the period.	
Performance: The average weekly direct care hours delivered in Community settings increased by 5.4% to 104,600. The growth was driven by winning tenders with commissioners and working with registered social landlords to identify suitable properties.	

Community Based Care average revenue per direct care hour	**£19.68 per hour (2021: £19.24 per hour)**
Definition: The mean hourly fee receivable for direct care provided to people we support in a Community Based Care, including Supported Living, Children's Complex Care and Outreach placements.	
Performance: The average hourly fee receivable for care provide in Community settings increased by 2.3% to £19.68 per hour. The KPI is an important metric for measuring the Group's commercial success in the Community Based Care division. The year on year increase is primarily the result of active negotiations with commissioners to award inflationary fee increases.	

Financial review *continued*

Consolidated Statement of Profit and Loss

A summary of the Group's Consolidated Statement of Profit and Loss and performance commentary on key items is shown below:

	2022	2021	Change	
	£000	£000	£000	%
Revenue	292,592	274,209	18,383	6.7
Underlying adjusted EBITDA (before non-underlying)	48,707	44,796	3,911	8.7
Operating non-underlying items	(3,121)	(3,031)	(90)	(3.0)
Depreciation and impairment of property, plant and equipment	(14,730)	(15,035)	305	2.0
Profit on disposal of assets	169	1,589	(1,420)	(89.4)
Amortisation of intangible assets	(2,580)	(2,570)	(10)	(0.4)
Operating profit	28,445	25,749	2,696	10.5
Net finance expense	(20,916)	(19,763)	(1,153)	(5.8)
Profit before taxation	7,529	5,986	1,543	25.8

Revenue

Revenue for the Group was £292,592k, an increase of 6.7% from 2021. This was primarily driven by increases in average weekly fees in the Registered Care division and average hourly rates in Community Based Care.

Underlying adjusted EBITDA (before operating non-underlying items)

Adjusted EBITDA before operating non-underlying items was £48,707k, an increase of £3,911k from 2021. This was a result of increased revenue, as described above, offset by mandatory increases in staff costs due to the increase in National Living Wage and National Minimum Wage rates and an increase in certain costs following the easing of Covid-19 restrictions.

Operating non-underlying items

Operating non-underlying items was a cost of £3,121k, an increase of £90k from 2021. This was predominantly driven by an increase in net costs of dealing with the Covid-19 pandemic after accounting for lower levels of Government reimbursement (2022: £2,431k, 2021: £1,720k) (see note 6).

Financial review *continued*

Operating profit

Operating profit was £28,445k, an increase of £2,696k from 2021. This was primarily a result of increased revenue, partially offset by increases in staff costs due to the increase in the National Living Wage and an increase in certain costs following the easing of Covid-19 restrictions.

Net finance expense

Net finance expenses of £20,916k relates to interest and finance charges on Senior Secured and Second Lien Notes of £17,483k, RCF interest payable of £571k and the unwinding of lease liabilities of £655k.

Consolidated Statement of Financial Position

A summary of the Group's Consolidated Statement of Financial Position and commentary on key items is shown below:

	2022	2021	Change
	£000	£000	£000
Goodwill and intangible assets	53,759	53,846	(87)
Property, plant and equipment	373,300	362,663	10,637
Current assets	57,800	64,404	(6,604)
Current liabilities	(65,479)	(65,201)	(278)
Non-current loans and borrowings	(257,121)	(261,096)	3,975
Other non-current liabilities	(17,530)	(13,158)	(4,372)
Equity	144,729	141,458	3,721
Net debt *	228,663	211,472	17,191
Leverage *	5.06x	5.13x	0.06x

* Net debt is calculated by adding Senior Secured Loan Notes, Second Lien Notes for prior years and amounts utilised under the RCF and deducting unrestricted cash balances. Leverage is calculated as the multiple of adjusted EBITDA (before non-underlying items) to net debt including IFRS 16 lease liabilities. Management believe net debt and leverage are important metrics to monitor the Group's exposure to external debt.

Goodwill and intangible assets

Goodwill and intangible assets totalled £53,759k, a decrease of £87k from 2021. This is predominantly due to the amortisation of intangible assets offset by goodwill arising on the acquisition of Woodley House Limited (see note 29).

Financial review *continued*

Property, plant and equipment

Property, plant and equipment totalled £373,300k an increase of £10,637k from 2021 predominantly due to property acquired in the acquisition of Woodley House Limited, net additions to grow and maintain the existing property portfolio, offset by depreciation.

Net current liabilities

The Group has net current liabilities of £7,679k as at 31 March 2022 (2021: net current liabilities of £797k) a decrease of £6,882k. This is mainly due to the professional fees incurred during the purchase of the Group by Wren House Infrastructure Limited in January 2022 and the refinancing of the Group in February 2022, the Group continuing to invest cash generated from operations in the development and maintenance of the Group's property portfolio to support high quality care and the acquisition of Woodley House Limited.

Loans, borrowings, net debt and leverage

A summary of the Group's external borrowings, cash balances and net debt and commentary is shown below:

	2022	2021	Interest rate	Repayment terms
	£000	**£000**		
Senior Secured Loan Notes	250,000	215,000	5.875%	Feb-27
Second Lien Notes	-	35,000		
Revolving Credit Facility:				
Utilised	-	-	SONIA + 3.250%	Nov-26
Non-utilised	50,000	45,000	1.138%	
Gross debt	**250,000**	**250,000**		
Cash and cash equivalents	(24,085)	(40,746)		
Restricted cash and cash equivalents	2,748	2,218		
Net debt	**228,663**	**211,472**		

Non-current loans and borrowings was £257,121k, a decrease of £3,975k from 2021 predominantly due to the decrease in lease liabilities recognised under IFRS 16 and the higher unamortised issue costs following from the refinancing of the Senior Secured Loan Notes in February 2022.

Net debt was £228,663k, an increase of £17,191k, was predominantly the result of investments made in the Group's property portfolio, the acquisition of Woodley House Limited and the professional fees incurred during the purchase of the Group by Wren House Infrastructure Limited in January 2022 and the refinancing of the Group in February 2022. Additionally, as a result of an increase in adjusted EBITDA before non-underlying items, leverage reduced to 5.07 times adjusted EBITDA.

Financial review continued

The Group's RCF is subject to a financial covenant when it is more than 40% utilised. During the year, the Group operated within its covenant and actively monitors its compliance using financial forecasts.

Consolidated Statement of Cash Flow

A summary of the Group's consolidated Statement of Cash Flow and commentary is shown below:

	2022	2021	Change
	£000	£000	£000
Cash and cash equivalents	24,085	40,746	(16,661)
Net cash flows from operating activities before interest and tax	38,766	50,619	(11,853)
Interest paid	(20,893)	(18,201)	(2,692)
Tax paid	(2,671)	(3,076)	405
Net cash flows used in investing activities	(21,656)	(19,234)	(2,422)
Net cash flows used in financing activities	(10,207)	(50,183)	39,976
Net decrease in cash and cash equivalents	(16,661)	(39,393)	22,732

The Group generated net cash inflows from operating activities before interest and tax payments of £38,766k, a decrease of £11,853k from 2021, principally due to professional fees incurred in the purchase of the Group by Wren House Infrastructure Limited in January 2022. From net cash flows generated from operating activities, £20,893k of interest was paid (2021: £18,201k), with the increase from 2021 being due to the refinancing of the Group's external borrowings in February 2022, and Corporation tax of £2,671k was paid (2021: £3,076k).

£21,656k was used in investing activities (2021: £19,234k) including £18,178k (2021: £18,321k) paid to acquire freehold properties, improve the existing portfolio and invest in activities to support the growth and development of the Group. £295k (2021: £4,717k) was received from proceeds in disposing of freehold property and a net £3,571k was paid on acquisitions (2021: £4,775k).

£10,207k was used in financing activities (2021: £50,183k) with £5,699k paid for professional fees incurred to refinance the Senior Secured Loan Notes, £nil paid on the Group's Revolving Credit Facility ("RCF") (2021: £45,000k) and payments of £4,506k (2021: £5,183k) were made for property and vehicle leases.

Accordingly, the Group decreased its cash and cash equivalents during the year by £16,661k (2021: £39,393k).

Financial review *continued*

Financial risk management

Interest rate risk

At 31 March 2022, the Group had £250 million of 5.875% Senior Secured Notes due February 2027 in issue. These Notes are fixed interest rate instruments and as such are not exposed to fluctuations in interest rates.

In addition, the Group had access to a £50 million RCF which expires November 2026. The RCF bears variable interest on utilised balances based on the Sterling Overnight Index Average rate (SONIA) plus up to 3.25% margin dependent upon the Group's consolidated net leverage. The Group was not drawn on the RCF as at 31 March 2022. The Group accepts the inherent interest risk on the RCF and continue to keep the risk under review.

To maximise interest receivable surplus cash is deposited each evening in a flexible interest-bearing current account which is linked to the Bank of England Bank Rate.

Price risk

Contracts with Local Authorities and CCGs account for 97% of revenue. There is a risk that budget constraints, public spending cuts and other financial pressures could cause such publicly funded purchasers to spend less money on the type of service that we provide. We continue to diligently monitor any impact for the Group in our negotiations with publicly funded purchasers.

The Group is not exposed to commodity price risk but as a provider of care services the Group is subject to both general and industry specific wage pressures, including legislative changes concerning the National Living Wage and National Minimum Wage levels.

Credit risk

Credit risk arises from cash and cash equivalents and trade receivables. Credit exposures in relation to customers is very low given 97% of the Group's revenue is attributable to publicly funded bodies. Voyage Care has no significant concentrations of credit risk, with the exposure spread over many Local Authorities and CCGs.

Liquidity risk

Voyage Care's operational cash flow is largely stable and predictable given the contractual and recurring nature of the core business activity. Voyage Care manages its exposure to liquidity risk by preparing short term and long-term cash flow forecasts reflecting known commitments and anticipated projects.

Borrowing facilities are arranged as necessary to finance projected cash requirements and the recent refinancing of the Group has secured appropriate facilities for the foreseeable future with maturity dates in 2026 and 2027. Adequate borrowing is maintained for general corporate purposes including working capital. Interest on the Group's shareholder loans is not immediately cash settled.

Financial review *continued*

Financial risk management *continued*

Taxation policy

The Group has developed a taxation strategy that is reviewed by the Directors annually. The taxation strategy can be accessed from: www.voyagecare.com/about-voyage-care/legal-information/.

The key drivers to the overall effective tax rate are: the increase in the rate at which deferred tax is recognised (rising from 19% to 25%); movements in interest restrictions and deferred tax thereon; and movements on properties that have been historically revalued on consolidation.

The key drivers to the current tax rate are: restrictions to interest deductions on shareholder debt under the UK's corporate interest restriction regime; and depreciation and amortisation in excess of capital allowances, with particular benefit expected from the capital allowances 'super deduction' for qualifying plant and machinery investments between 1 April 2021 to 31 March 2023.

Corporate Social Responsibility

Stakeholder engagement and section 172(1) statement

Section 172 of the Companies Act 2006 requires a Director of a company to act in the way he or she considers, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole. In doing this, section 172 requires a Director to have regard, among other matters, to: the likely consequences of any decision in the long term; the interests of the company's employees; the need to foster the company's business relationships with suppliers, customers and others; the impact of the company's operations on the community and the environment; the desirability of the company maintaining a reputation for high standards of business conduct; and the need to act fairly with members of the company.

The Directors give careful consideration to the factors set out above in discharging their duties under section 172. The stakeholders we consider in this regard are the Group's employees, the people we support and their families, Local Authorities and CCGs that commission the care that we provide, our suppliers, the industry regulators, those that live in the societies that we provide care in and HMRC. The Board recognises that building strong relationships with our stakeholders will help us to deliver our strategy in line with our long-term values and operate the business in a sustainable way.

Wates Corporate Governance Principles for Large Private Companies

The Group are committed to abide by the laws and regulations of every jurisdiction in which we operate. For the year ended 31 March 2022, under The Companies (Miscellaneous Reporting) Regulations 2018, the Company has formally decided not to apply the Wates Corporate Governance Principles for Large Private Companies.

The Directors are aware of the Wates Principles and believe that the Company's existing corporate Governance code substantially meets the requirements of the regulations and have set out within the Strategic Report and Directors Report the application of existing principles over the past year throughout the company's dealings.

Corporate Social Responsibility continued

Employees

The key to the Group's success is the skills and capabilities of the people we employ and it is recognised that engaged employees provide better outcomes for the people we support.
The Group's human resources department works closely with its employees to foster consultation in all matters, ensure fair pay for all and facilitate flexible working where feasible. The Group's policies ensure any discrimination will not be tolerated, either directly or indirectly, in recruitment or employment. We demonstrate the Group's commitment by promoting equal opportunities for current and potential employees, promoting an environment free from discrimination, bullying, harassment and challenging behaviour and providing support and encouragement to the Group's employees to develop their careers and increase their contribution to Voyage Care.

To enhance engagement with staff at all levels, a People Strategy has been developed to execute over the next three years. Our strategy contains 3 key pillars:

1. Recruit – use a smooth and engaging recruitment process to recruit the right people whose personal values align with those of the Group;
2. Engage – ensure employees feel valued and are rewarded for their efforts to promote stable and well supported staff teams that know and understand the people we support and who support one another; and
3. Maximise – establish a framework to help people recognise employees' strengths and areas for development and address them through continued learning.

Over the last 12 months a number of initiatives have been developed and implemented across recruitment, wellbeing, reward and recognition, induction and learning and development.

The Group recognises the recruitment, training and retention of skilled employees is critical to its success. As a result we have continued to invest in training, £2.1 million in the year ended 31 March 2022 (2021: £2.0 million), to ensure that employees are fully up-to-date in the best ways of providing care for those we support.

In addition, the Group has an in-house learning and development team which is dedicated to delivering training courses on all relevant subjects, enabling the Group's employees to gain the necessary skill set, knowledge and confidence to achieve Voyage Care's high standards of care for the people we support. Furthermore, the company have a dedicated qualifications department that delivers professional development at all levels through the Government apprenticeship schemes. The Group's education system is subject to Ofsted inspection and the last review achieved a 'Good' rating. Recruitment from first point of contact to employment, including Disclosure and Barring Service checks, is administered by the Group's bespoke system and employee retention is closely monitored and exit interviews performed to identify underlying trends.

Corporate Social Responsibility continued

Employees *continued*

Voyage Care recognises that human rights principles of fairness, respect, equality, dignity and autonomy are at the heart of good care provision. It is also known that there is a strong link between the quality of care and equality for staff that requires work on basic fairness and building an inclusive culture that recognises and celebrates diversity. It is our expectation that people we support, employees, visitors and others are treated with consideration, dignity and respect and are free from harassment or intimidation at all times. This expectation is communicated to our employees through an equality, diversity and human rights policy available on the company intranet. Voyage Care is committed to having a diverse workforce in terms of gender, background, experience and nationality at all levels within the organisation.

A summary of the gender diversity throughout the Group is as follows:

	2022			2021		
	Female	**Male**	**Total**	**Female**	**Male**	**Total**
Director	-	2	**2**	-	3	**3**
Senior Executive	9	7	**16**	9	7	**16**
Employee	8,274	2,412	**10,685**	8,609	2,597	**11,206**
Total	**8,283**	**2,421**	**10,704**	**8,618**	**2,607**	**11,225**

We are committed to the development of our people and ensuring gender equality by design. As at April 2021, the Group's overall median gender pay gap was 1.3% (2020: 1.6%), with a mean figure of 4.5% (2020: 5.1%). The Group's most recent gender pay gap report can be accessed at: www.voyagecare.com/about-voyage-care/legal-information/.

Social, community and human rights issues

Voyage Care takes active steps that seek to integrate the people we support into the community and as a result they have developed strong bonds with their surrounding communities. The Group has direct involvement in a number of community based programmes such as fundraising. Employees are recruited locally and services, where possible, use local shops for food and provisions rather than national suppliers directly delivering to the Group's services. This is both good for the community and good for the environment. These activities have helped improve the understanding in the community of what we do whilst further improving the Group's service reputation and strengthening relationships with Local Authorities.

Voyage Care has initiated a volunteering programme which allows the people we support to gain valuable work experience by assisting a number of teams within the Group's head office and by acting as quality checkers at our services. We are keen to encourage the people we support to gain skills, experience and knowledge to fulfil their potential and where possible to secure work opportunities and live as independent a life as they are able to.

Corporate Social Responsibility continued

Social, community and human rights issues

The Group ensures business activities are conducted in such a way that we are not complicit in the abuse of fundamental human rights. These principles are reflected in all that we do and are essential to the practices of an ethical company. Voyage Care is committed to supporting human rights through compliance with laws and regulations in all aspects and geographies of the Group's operations and operate with a zero-tolerance approach to bribery and corruption.

Environmental

Voyage Care recognise that businesses have a critical role to play in the transition to a low-carbon future and that the Group has an opportunity to be a leader in the field. Accordingly, the Group has set an objective of becoming carbon positive by 2035 and to make significant reductions in the overall carbon emissions by 2025. The Group has an Environment and Sustainability Committee, consisting of employees and people we support, with the objective of continuing to identify opportunities to reduce the Group's environmental impact, whilst contributing to the delivery of the Group's overall strategy.

In accordance with streamlined energy and carbon reporting requirements, during the year ended 31 March 2022, the Group's carbon emissions were as follows:

	2022		**2021**	
	Global tonnes of CO_2e	MwH	Global tonnes of CO_2e	MwH
Combustion of fuel and operation of facilities (Scope 1)	6,536	33,645	6,352	32,653
Electricity, heat, steam and cooling purchased for own use (Scope 2)	1,785	8,409	2,050	8,791
Business travel where the Group is responsible for purchasing fuel (Scope 3)	604	2,457	528	2,129
Total (Location-based)	**8,925**	**44,510**	**8,930**	**43,573**
Total (Market-based)	**7,208**		**8,843**	
Emissions intensity (Scope 1 and 2) per employee (tCO_2e/number of employees)	**0.62**		**0.74**	

Some of the initiatives that the Group has deployed to achieve its commitment of significantly reducing carbon emissions by 2025 are:

- All electricity is now provided from renewable sources;
- An environmental policy for employees requiring environmental issues be considered when making all decisions;
- Eliminating paper procedures, manuals and forms where possible;
- Electric and hybrid vehicles are encouraged for the company car fleet;
- Encouraging the reduction, reuse of or recycling of waste created at our services;

Corporate Social Responsibility continued

Environmental continued

- Launched 'Mission Zero' a behavioural change campaign targeted at staff and people we support; and
- Independent assessment of current energy usage and developing strategy to reduce this usage, including through retrofit of our existing property estate.

The Group's energy consumption calculations are based on GHG Protocol Accounting and Reporting Standard (revised edition).

Anti-corruption and anti-bribery matters

We operate a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships and implementing and enforcing effective systems to counter bribery. We have an anti-bribery and corruption policy to inform of responsibilities throughout the organisation and is in a mandatory read format for all employees.

Uncertainties facing the business

There are no material uncertainties facing the business.

Future prospects

The Group's philosophy places the people in our care at the heart of what we do. We recognise that our reputation and success are based upon their happiness and wellbeing and that the quality of care we provide is paramount.

Over the coming years, we anticipate growing demand for high quality care services which meet the needs of those who require support, care managers and families as the population of people requiring support continues to grow.

By order of the Board

A Cannon
Director

Wall Island
Birmingham Road
Lichfield
Staffordshire
WS14 0QP
26 August 2022

The Directors present their annual report and the audited financial statements for the year ended 31 March 2022.

In accordance with section 414C(11) of the Companies Act, information that is required to be contained in the Directors' Report has been included in the Strategic Report, specifically in respect of the future prospects of the business.

Principal activities

The principal activity of the Company is to act as a holding company. The principal activity of the Group is the provision of high quality care and support services for people with learning disabilities, brain injuries and other complex needs.

Results and dividends

The results for the year are set out in detail on page 35.

The Directors do not recommend the payment of a dividend (2021: £Nil).

Going concern

Notwithstanding net current liabilities of £7.7m (2021: £0.8m) at 31 March 2022, the financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons:

On 3 February 2022, the Group completed a refinancing transaction and the gross proceeds were used to redeem in full existing £215 million Senior Secured Notes of 5.875% and £35 million Second Lien Notes of 10%. The Group now has £250 million of 5.875% Senior Secured Notes due 2027. Additionally, on 3 February 2022, the Group replaced an existing £30 million Revolving Credit Facility, due 2023, with a £50 million Revolving Credit Facility, due 2027. At the period end, the existing Revolving Credit Facility was £Nil drawn.

The Directors have prepared cash flow forecasts in order to assess going concern for a period of at least 12 months from the date of approval of these financial statements, which take into account detailed 'reasonable worst case' and 'worst case' cash flow forecasts which reflect severe but plausible downsides. This indicates that the Group will have sufficient funds to meet its liabilities as they fall due for that period. In preparing these forecasts, the Directors have completed extensive scenario planning, including consideration of a reduction in fee inflation, the impact of increased levels of cost inflation throughout the going concern period, the potential impact of the principal risks identified on page 7, and compliance with the debt covenant associated with the Revolving Credit Facility.

Taking the above into consideration and the principal risks of the Group, the Directors believe that there are no material uncertainties to the Group's ability to operate as a going concern and to continue realising its assets and discharging its liabilities in the normal course of business for the period covered by the cash flow forecasts. It is, therefore, appropriate to prepare the financial statements on a going concern basis.

Financial risk management

Refer to the Strategic Report for details of the Group's financial risk management policies and procedures.

Employee involvement

The Group has formal employee policies and procedures which are regularly reviewed and updated on matters of direct concern to employees.

The Group offers an Employee Assistance Programme to enable staff to seek support on work, home and life issues to allow the Group to offer improved support to staff working in challenging environments.

Disabled persons

Full and fair consideration is given to applications for employment from disabled persons and to continuing the employment of those who become disabled while employed. The policy is to give equal opportunity for training, career development and promotion.

Streamlined energy and carbon reporting

In accordance with streamlined energy and carbon reporting requirements, the Group's energy usage has been reported in the Strategic Report on page 22.

Institutional investors

The Group was established in 1988 to provide long-term care for people with learning disabilities as a result of the UK Government's introduction of its ''Care in the Community'' policy, aimed at moving people with learning disabilities from long-term institutions, especially hospitals, into care facilities that replicate a normal domestic dwelling. In September 2001, Duke Street, a private equity firm, acquired the business. In April 2006, the Group was acquired by HgCapital and SL Capital Partners and in November 2007, the business was rebranded under the Voyage Care name. In August 2014, the Group was acquired by investment funds managed by Partners Group and Duke Street. And most recently, in January 2022, the Group was acquired by Wren House Infrastructure Management Limited, a global infrastructure investment manager.

Wren House Infrastructure Limited has a focus on delivering risk adjusted equity returns through a disciplined investment approach, a long-term responsible investment horizon and active asset management. Wren House Infrastructure Management Limited are owned by the Kuwait Investment Authority, being the ultimate owner of the Voyage Care Group.

Directors

The Directors that served during the year were:

Andrew Cannon
Shaun Parker

The Directors benefited from qualifying third-party indemnity provisions in place during the financial year and at the date of this report.

Committees of the Board

The Board has established a Quality, Safety and Risk Committee, an Audit Committee, a Remuneration Committee and an Investment Committee. The membership, purpose and responsibilities of each committee are summarised below:

Quality, Safety and Risk Committee

Voyage Care's purpose is to deliver great quality care and support, and we are privileged to support over 3,400 adults and children, enabling them to live the life they want to lead and achieve their personal goals. We are proud of the quality of the care and support we provide; Voyage Care has more services rated Good and Outstanding (or equivalent) by the regulators than any other adult social care provider. However, as a learning organisation we recognise there are always opportunities to improve further.

The Quality, Safety and Risk Committee (QSR) provides independent challenge and review which drives quality improvements and the performance of best practice throughout the organisation. The QSR uses appropriate metrics about how Voyage Care is fulfilling its purpose and aims to continually improve feedback loops and delivery. In addition, the QSR provides an independent review of serious care, support and clinical incidents to ensure that, in all cases referred to the Committee, compliance with the relevant standards and regulations has been achieved, or exceptions reported. The Committee will also support and advise the Group to help provide a safe and secure care, support and clinical environment in the services, so to maximise the prospects of successful outcomes for all people we support. The Quality, Safety and Risk Committee is chaired by Alan Rosenbach (a former senior officer at the CQC) and, in addition comprises the Chief Executive, together with the Chief Operating Officer and Quality Director.

The Group also continues to operate its own quality assurance function to ensure that quality standards are continually driven forward. This well established in-house team regularly reviews each service to ensure all statutory and national guideline obligations are met and ensure delivery of continually improving care and quality standards.

Committees of the Board *continued*

Audit Committee

The purpose of the Audit Committee is to review the financial statements and controls of the Group on behalf of the Board. The Committee is responsible for being assured that the principles and policies comply with statutory requirements and with the best practices in accounting standards. The Committee will also consult with the external auditors reviewing key risk areas, seeking to satisfy itself that the internal control and compliance environment is adequate and effective and recommending to the Board the appointment and level of remuneration of the external auditors.

The Audit Committee is chaired by the Group's non-executive chair and includes representatives from the Group's parent entity, Wren House Wren House Infrastructure Management Limited. The Chief Executive Officer and Chief Financial Officer attend meetings but are not members of the Audit Committee. The Group's Senior Statutory Auditor is also invited to Audit Committee meetings and on each occasion spends time with the Committee without executive management being present.

Remuneration Committee

The function of the Remuneration Committee is to provide oversight of the terms and conditions of senior employees on behalf of the Board. The Committee is responsible for making determinations on all matters concerning the remuneration of the senior managers, amending terms of the senior managers service contract and approving, if appropriate, all proposed appointments of new senior managers. The Remuneration Committee is chaired by the Group's non-executive chair and, in addition comprises the Chief Executive Officer and representatives from the Group's parent entity, Wren House Wren House Infrastructure Management Limited.

Investment Committee

The purpose of the Investment Committee is to review all significant investment proposals and according to their size and the judgement of the Committee, either to decide on whether they should be pursued or to make recommendations to the Board in that respect. The Committee is responsible for ensuring that the Board is informed on the status of proposals pending and approved, reviewing selected prior investments made to evaluate returns against those anticipated and annually reviewing investment strategy and considering the best use of funds against that strategy and the returns available.

The Investment Committee is chaired by the Company's Chief Financial Officer and, in addition comprises the Group's non-executive chair, Chief Executive Officer, Chief Operating Officer, Commercial Director and representatives from the Group's parent entity, Wren House Wren House Infrastructure Management Limited.

Statement of disclosures to auditor

The Directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each Director has taken all the steps that he ought to have taken as a Director to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be re-appointed and KPMG LLP will, therefore, continue in office.

By order of the Board

S Parker
Director

Wall Island
Birmingham Road
Lichfield
Staffordshire
WS14 0QP
26 August 2022

The Directors are responsible for preparing the Strategic Report, the Directors' Report and the Group and Parent Company financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Group and Parent Company financial statements for each financial year. Under that law they have elected to prepare the Group financial statements in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006 and applicable law and have elected to prepare the Parent Company financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 *Reduced Disclosure Framework.*

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 Parent Company and of their profit or loss for that period. In preparing each of the Group and Parent Company financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable, relevant, reliable and prudent;
- for the Group financial statements, state whether they have been prepared in accordance with UK-adopted international accounting standards in conformity with the requirements of the Companies Act 2006;
- for the Parent Company financial statements, state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Group and Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Group or the Parent Company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the Parent Company and enable them to ensure that its financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Opinion

We have audited the financial statements of Voyage BidCo Limited ("the company") for the year ended 31 March 2021 which comprise the Consolidated Statement of Profit and Loss, Consolidated Statement of Other Comprehensive Income, Consolidated and Company Statement of Financial Position, Consolidated and Company Statement of Changes in Equity, Consolidated Statement of Cash Flow and related notes, including the accounting policies in note 3.

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 31 March 2021 and of the group's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with UK-adopted international accounting standards in conformity with the requirements of the Companies Act 2006;
- the parent company financial statements have been properly prepared in accordance with UK accounting standards, including FRS 101 *Reduced Disclosure Framework*; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the group in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

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

We used our knowledge of the Group, its industry, and the general economic environment to identify the inherent risks to its business model and analysed how those risks might affect the Group's and Company's financial resources or ability to continue operations over the going concern period. The risks that we considered most likely to adversely affect the Group's and Company's available financial resources and/or metrics relevant to debt covenants over this period were:

- The Group's ability to generate continued funding increases from its customers;
- The impact of cost increases particularly in respect of employee costs; and
- The ability of the Group to refinance its external borrowings (refer to Note 21) before they fall due and payable.

Going concern *continued*

Given the level of financial resources, and the risks inherent in the cash flows, particularly the ability of the Group to refinance its external borrowings before they fall due and payable, our evaluation of the Directors' going concern assessment was of particular significance in our audit.

We considered whether these risks could plausibly affect the liquidity or covenant compliance in the going concern period by comparing severe, but plausible, downside scenarios that could arise from these risks individually and collectively against the level of available financial resources and covenants indicated by the Group's financial forecasts.

We assessed the completeness of the going concern disclosure.

Our conclusions based on this work:

- we consider that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the Directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Group's or Company's ability to continue as a going concern for the going concern period; and
- we found the going concern disclosure in note 2 to be acceptable.

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

Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to fraud

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

- Enquiring of directors, the Audit Committee, and inspection of policy documentation as to the Group's high-level policies and procedures to prevent and detect fraud, including the Group's channel for "whistleblowing", as well as whether they have knowledge of any actual, suspected or alleged fraud;
- Reading Board and Audit Committee minutes;
- Considering remuneration incentive schemes and performance targets for management, directors and other employees; and
- Using analytical procedures to identify any unusual or unexpected relationships.

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

As required by auditing standards, and taking into account possible pressures to meet profit targets, we perform procedures to address the risk of management override of controls and the risk of fraudulent revenue recognition, in particular the risk that revenue is recorded in the wrong period and the risk that Group management may be in a position to make inappropriate accounting entries.

Fraud and breaches of laws and regulations – ability to detect *continued*

We did not identify any additional fraud risks.

We performed procedures including identifying journal entries to test based on risk criteria and comparing the identified entries to supporting documentation. These included those posted to unusual accounts.

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

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

As the Group is regulated, our assessment of risks involved gaining an understanding of the control environment including the entity's procedures for complying with regulatory requirements.

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

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

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

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

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

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

Fraud and breaches of laws and regulations – ability to detect *continued*

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

Strategic report and directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

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

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

Matters on which we are required to report by exception

Under the Companies Act 2006, we are required to report to you if, in our opinion:

- adequate accounting records have not been kept 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.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 29, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the group and 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 they 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

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

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

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

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

Stephen Ward

Stephen Ward (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
One Snowhill
Snow Hill Queensway
Birmingham
B4 6GH

26 August 2022

Voyage BidCo Limited
Consolidated Statement of Profit and Loss
For the year ended 31 March 2022

		2022			2021		
		Underlying	**Non-underlying items (2)**	**Total**	**Underlying**	**Non-underlying items (2)**	**Total**
	Notes	**£000**	**£000**	**£000**	**£000**	**£000**	**£000**
Revenue	5	292,592	-	292,592	274,209	-	274,209
Operating expenses	10	(261,026)	(3,121)	(264,147)	(244,365)	(4,095)	(248,460)
Adjusted EBITDA (1)		**48,707**	**(3,121)**	**45,586**	**44,796**	**(3,031)**	**41,765**
Depreciation and impairment of property, plant and equipment	10	(14,730)	-	(14,730)	(13,971)	(1,064)	(15,035)
Profit on disposal of assets	10	169	-	169	1,589	-	1,589
Amortisation of intangible assets	10	(2,580)	-	(2,580)	(2,570)	-	(2,570)
Operating profit		31,566	(3,121)	28,445	29,844	(4,095)	25,749
Finance income	11	97	-	97	158	-	158
Finance expense	12	(18,896)	(2,117)	(21,013)	(19,921)	-	(19,921)
Profit before taxation		**12,767**	**(5,238)**	**7,529**	**10,081**	**(4,095)**	**5,986**
Taxation	13	(5,246)	943	(4,303)	(3,861)	1,269	(2,592)
Profit for the period from continuing operations		**7,521**	**(4,295)**	**3,226**	**6,220**	**(2,826)**	**3,394**
Profit attributable to equity holders of the parent		**7,521**	**(4,295)**	**3,226**	**6,220**	**(2,826)**	**3,394**

(1) Adjusted EBITDA represents earnings before interest, tax, depreciation and impairment, amortisation and profit / (loss) on disposal of assets.
(2) Further breakdown and description of non-underlying items disclosed in note 6.

Voyage BidCo Limited
Consolidated Statement of Other Comprehensive Income
For the year ended 31 March 2022

	Notes	2022 £000	2021 £000
Profit for the year		3,226	3,394
Items that will not be reclassified to profit and loss			
Remeasurements of the defined benefit liability	28	3	(226)
Deferred tax movement for the year	23	42	71
		45	(155)
Total comprehensive income attributable to equity holders of the parent for the financial year		3,271	3,239

Voyage BidCo Limited
Consolidated Statement of Financial Position
At 31 March 2022

	Notes	2022		2021	
		£000	£000	£000	£000
Non-current assets					
Goodwill	14	48,745		48,132	
Intangible assets	15	5,014		5,714	
Property, plant and equipment	16	373,300		362,663	
			427,059		**416,509**
Current assets					
Trade and other receivables	18	31,160		23,159	
Corporation tax receivable		2,555		499	
Cash and cash equivalents	19	24,085		40,746	
		57,800		64,404	
			57,800		**64,404**
Total assets			**484,859**		**480,913**
Current liabilities					
Loans and borrowings	21	3,841		3,618	
Trade and other payables	22	37,601		35,192	
Accruals and deferred income		23,412		25,969	
Provisions	24	625		422	
			65,479		**65,201**
Non-current liabilities					
Loans and borrowings	21	257,121		261,096	
Tax liabilities	23	16,232		11,802	
Provisions	24	1,021		984	
Employee benefits	28	277		372	
			274,651		**274,254**
Total liabilities			**340,130**		**339,455**
Net assets			**144,729**		**141,458**

	Notes	2022		2021	
		£000	£000	£000	£000
Equity					
Capital and reserves					
Issued share capital	25	-		-	
Share premium		252,872		252,872	
Retained earnings		(108,143)		(111,414)	
Total equity attributable to equity holders of the parent			**144,729**		**141,458**

These financial statements were approved by the Board of Directors on 26 August 2022 and were signed on its behalf by:

S Parker
Director

Company registered number: 05752534

Voyage BidCo Limited
Company Statement of Financial Position
At 31 March 2022

	Notes	2022	2021
Assets		**£000**	**£000**
Non-current assets			
Investments	17	130,874	130,874
Current assets			
Trade and other receivables due within one year	18	-	480,390
Trade and other receivables due after more than one year	18	502,659	-
Total current assets		502,659	480,390
Total assets		633,533	611,264
Current Liabilities			
Trade and other payables	22	-	667,309
Non-current Liabilities			
Trade and other payables	22	719,650	-
Total liabilities		719,650	667,309
Net liabilities		(86,117)	(56,045)
Equity			
Capital and reserves			
Called up share capital	25	-	-
Share premium		252,872	252,872
Profit and loss account		(338,989)	(308,917)
Equity shareholders' deficit		(86,117)	(56,045)

Under section 408 of the Companies Act 2006, the Company is exempt from the requirement to present its own Statement of Profit and Loss and related notes that form part of these approved financial statements. The amount of loss after taxation for the financial year for the Company is £30,072k (2021: £28,441k).

These financial statements were approved by the Board of Directors on 26 August 2022 and were signed on its behalf by:

S Parker
Director

Company registered number: 05752534

Voyage BidCo Limited
Consolidated Statement of Changes in Equity

For the year ended 31 March 2022

Group	**Issued share capital**	**Share premium**	**Retained earnings**	**Total parent equity**
	£000	**£000**	**£000**	**£000**
At 1 April 2021	-	252,872	(111,414)	141,458
Total comprehensive income for the year				
Profit for the year	-	-	3,226	3,226
Other comprehensive income	-	-	45	45
Total comprehensive income for the year	-	-	3,271	3,271
At 31 March 2022	**-**	**252,872**	**(108,143)**	**144,729**

For the year ended 31 March 2021

Group	**Issued share capital**	**Share premium**	**Retained earnings**	**Total parent equity**
	£000	**£000**	**£000**	**£000**
At 1 April 2020	-	252,872	(114,653)	138,219
Total comprehensive income for the year				
Profit for the year	-	-	3,394	3,394
Other comprehensive income	-	-	(155)	(155)
Total comprehensive income for the year	-	-	3,239	3,239
At 31 March 2021	**-**	**252,872**	**(111,414)**	**141,458**

Voyage BidCo Limited
Company Statement of Changes in Equity

For the year ended 31 March 2022

Company	**Issued share capital**	**Share premium**	**Retained earnings**	**Total parent equity**
	£000	**£000**	**£000**	**£000**
At 1 April 2021	-	252,872	(308,917)	(56,045)
Total comprehensive income for the year				
Loss for the year	-	-	(30,072)	(30,072)
Other comprehensive income	-	-	-	-
Total comprehensive expense for the year	-	-	(30,072)	(30,072)
At 31 March 2022	**-**	**252,872**	**(338,989)**	**(86,117)**

For the year ended 31 March 2021

Company	**Issued share capital**	**Share premium**	**Retained earnings**	**Total parent equity**
	£000	**£000**	**£000**	**£000**
At 1 April 2020	-	252,872	(280,476)	(27,604)
Total comprehensive income for the year				
Loss for the year	-	-	(28,441)	(28,441)
Other comprehensive income	-	-	-	-
Total comprehensive expense for the year	-	-	(28,441)	(28,441)
At 31 March 2021	**-**	**252,872**	**(308,917)**	**(56,045)**

Voyage BidCo Limited
Consolidated Statement of Cash Flow
For the year ended 31 March 2022

	2022 £000	2021 £000
Cash flows from operating activities		
Profit for the year	3,226	3,394
Adjustments for:		
Depreciation and impairment of property, plant and equipment	14,730	15,035
Profit on disposal of non-current assets	(169)	(1,589)
Amortisation of intangible assets	2,580	2,570
Finance income	(97)	(158)
Finance expense	21,013	19,921
Tax expense	4,303	2,592
Movements in working capital:		
(Increase) / decrease in trade and other receivables	(7,823)	2,486
Increase in trade and other payables	2,361	4,396
(Decrease) / increase in accruals and deferred income	(1,503)	1,866
Increase in provisions, employee benefits and other financial liabilities	145	106
Cash generated from operating activities	38,766	50,619
Interest paid	(20,893)	(17,519)
Tax paid	(2,671)	(3,076)
Net cash generated from operating activities	15,202	30,024
Cash flows from investing activities		
Interest received	26	117
Payments to acquire property, plant and equipment	(17,519)	(18,201)
Payments to acquire intangible assets	(894)	(1,092)
Proceeds from sales of property, plant and equipment	295	4,717
Net cash outflow on acquisition of subsidiaries	(3,564)	(4,775)
Net cash used in investing activities	(21,656)	(19,234)
Cash flows from financing activities		
Issue of new notes	250,000	-
Repayment of existing notes	(250,000)	-
Payment of transaction costs	(5,699)	-
Repayment of loans and borrowings	-	(45,000)
Property, vehicle and other lease payments	(4,508)	(5,183)
Net cash used in financing activities	(10,207)	(50,183)
Net decrease in cash and cash equivalents in the period	(16,661)	(39,393)
Cash and cash equivalents at the beginning of the period	40,746	80,139
Cash and cash equivalents at the end of the period	**24,085**	**40,746**

1 Reporting entity

Voyage BidCo Limited (the Company) is a company incorporated in England and Wales. The consolidated financial statements consolidate those of the Company and its subsidiaries (together referred to as the Group). The principal activity of the Group is the provision of high quality care and support services for people with learning disabilities, brain injuries and other complex needs.

2 Basis of preparation

The Group financial statements have been prepared and approved by the Directors in accordance with International Accounting Standards in accordance with UK-adopted International Accounting Standards ("UK-adopted IFRSs").

The Company financial statements have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101") .

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of international accounting standards in conformity with the requirements of the Companies Act 2006 ("UK-adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006.

In the transition to FRS 101 from UK-adopted IFRSs, the Company has made no measurement and recognition adjustments. In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- Statement of Cash Flow and related notes;
- Certain disclosures regarding revenue;
- Certain disclosures regarding leases;
- Comparative period reconciliations for share capital and intangible assets;
- Disclosures in respect of transactions with wholly owned subsidiaries; and
- Disclosures in respect of capital management.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these Group financial statements.

The Group and Company financial statements have been prepared under the historical cost convention except for certain financial instruments which are stated at fair value through the Statement of Profit and Loss.

The Group has adopted the following IFRSs in these financial statements:

- Amendments to IFRS 9: Interest Rate Benchmark Reform Phase 2 has been adopted from 1 April 2022. Since the Company has no transactions for which the benchmark rate had been replaced with an alternative benchmark as at 31 March 2021 and 31 March 2022, there is no impact on the opening equity balances and current year financial statement as a result of application; and

2 Basis of preparation *continued*

- Amendments to IFRS 16: Leases COVID-19 Related Rent Concessions has been adopted. The amendment introduces an optional practical expedient for leases in which the Group is a lessee. For leases to which the Group applies the practical expedient, the Group is not required to assess whether eligible rent concessions that are a direct consequence of the COVID-19 pandemic are lease modifications. The Group has applied the amendment retrospectively.

The details of the accounting policies are disclosed in note 3 and see also note 27 for related disclosures. The further amendment, which extended the concession period, has been early adopted.

Going concern
Notwithstanding net current liabilities of £7.7m (2021: £0.8m) at 31 March 2022, the financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons:

On 3 February 2022, the Group completed a refinancing transaction and the gross proceeds were used to redeem in full existing £215 million Senior Secured Notes of 5.875% and £35 million Second Lien Notes of 10%. The Group now has £250 million of 5.875% Senior Secured Notes due 2027. Additionally, on 3 February 2022, the Group replaced an existing £30 million Revolving Credit Facility, due 2023, with a £50 million Revolving Credit Facility, due 2027. At the period end, the existing Revolving Credit Facility was £Nil drawn.

The Directors have prepared cash flow forecasts in order to assess going concern for a period of at least 12 months from the date of approval of these financial statements, which take into account detailed ‘reasonable worst case’ and ‘worst case’ cash flow forecasts which reflect severe but plausible downsides. This indicates that the Group will have sufficient funds to meet its liabilities as they fall due for that period. In preparing these forecasts, the Directors have completed extensive scenario planning, including consideration of a reduction in fee inflation, the impact of increased levels of cost inflation throughout the going concern period, the potential impact of the principal risks identified on page 7, and compliance with the debt covenant associated with the Revolving Credit Facility.

Taking the above into consideration and the principal risks of the Group, the Directors believe that there are no material uncertainties to the Group’s ability to operate as a going concern and to continue realising its assets and discharging its liabilities in the normal course of business for the period covered by the cash flow forecasts. It is, therefore, appropriate to prepare the financial statements on a going concern basis.

3 Accounting policies

The following accounting policies have been applied consistently dealing with items which are considered material in relation to the companies financial statements.

Basis of consolidation

Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. In assessing control, the Group takes into consideration potential voting rights. The acquisition date is the date on which control is transferred to the acquirer. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated. Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

Business combinations and goodwill

Acquisitions are accounted for using the acquisition method as at the acquisition date and costs incurred in relation to the acquisition are expensed and included within operating expenses.

Any contingent consideration payable is recognised at fair value at the acquisition date. If the contingent consideration is classified as equity, it is not remeasured and settlement is accounted for within equity. If the contingent consideration is not classified as equity, changes to fair value are recognised in the Statement of Profit and Loss.

Any deferred consideration payable is recognised at fair value at the acquisition date and changes to fair value are recognised in the Statement of Profit and Loss.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred over the fair value of net identifiable assets acquired and liabilities assumed. Goodwill is tested for impairment annually.

If the consideration is lower than the fair value of the net identifiable assets of the acquired subsidiary, the difference is recognised in Statement of Profit and Loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

3 Accounting policies *continued*

Intangible assets

Intangible assets with finite useful lives that are acquired separately or in a business combination are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The carrying amounts of intangible assets are reviewed annually to determine whether the assets have suffered an impairment loss. The estimated useful lives are as follows:

Customer relationships	2 - 10 years
Non-compete	2 - 3 years
Brands	1 - 4 years

Purchased software that is not integral to the functionality of the related equipment is capitalised and amortised on a straight-line basis over its estimated useful life. The estimated useful life is as follows:

Software not integral	3 years

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditure incurred in bringing the asset into working condition for its intended use. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

Depreciation is charged to the Statement of Profit and Loss on a straight line basis at rates calculated to write off the cost of each asset to its residual value over its estimated useful life. The depreciation rates in use are:

Freehold land	Nil
Freehold buildings	2%
Motor vehicles	25%
Fixtures, fittings and equipment	20%
Computers integral	33%
Right-of-use assets	Duration of lease

Gains and losses of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of the property, plant and equipment, and are recognised net within the Statement of Profit and Loss.

3 Accounting policies *continued*

Impairment of goodwill and property, plant and equipment

The carrying amounts of the Group's non-financial assets, other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill the recoverable amount is estimated each year at the same time.

Calculation of recoverable amount

The recoverable amount of an asset or cash-generating unit ("CGU") is the greater of its value in use and its fair value less costs to sell. At each reporting date, the Group reviews the carrying amounts of its non-financial assets to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGU's. Goodwill arising from a business combination is allocated to CGU's or groups of CGU's that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less cost of disposal. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised whenever the carrying amount of an asset or its CGU exceeds its recoverable amount. Impairment losses are recognised in the Statement of Profit and Loss.

Impairment losses recognised in respect of CGU income-generating operating segments are allocated first to reduce the carrying amount of any goodwill allocated to CGU, and then to reduce carrying amounts of the other assets in the unit (group of units) on a pro rata basis.

An impairment loss in respect of goodwill is not reversed.

In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

3 Accounting policies *continued*

Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event, it is probable that the Group will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provisions are stated at the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

Non-derivative financial instruments

Non-derivative financial instruments comprise trade and other receivables, cash and cash equivalents, loans and borrowings and trade and other payables.

Trade and other receivables

Trade and other receivables are recognised at fair value less any impairment losses.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents for the purpose of the Statement of Cash Flows.

Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost less any impairment losses.

Impairment

The Group recognises loss allowances for expected credit losses (ECLs) on financial assets measured at amortised cost.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group’s historical experience and informed credit assessment and forward-looking information.

Measurement of ECLs

The Group measures allowances at an amount equal to the lifetime expected credit loss using both quantitative and qualitative information and analysis based on the Group's historical experience and forward looking information.

Write-offs

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery.

3 Accounting policies *continued*

Derecognition

Financial assets

The Group derecognises a financial asset when:

- the contractual rights to the cash flows from the financial asset expire; or
- it transfers the rights to receive the contractual cash flows in a transaction in which either: substantially all of the risks and rewards of ownership of the financial asset are transferred; or the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in Statement of Profit or Loss.

Revenue

Revenue in respect of the provision of care services represents the fair value of fee income receivable for the period and is recognised in respect of the care that has been provided in the relevant period. Revenue invoiced in advance is included in deferred income, until the service is provided, whilst revenue billed in arrears is included in accrued income until billed.

Non-underlying items

The Group separately identifies and discloses certain items, referred to as non-underlying items, by virtue of size, nature and occurrence. This is consistent with the way that financial performance is measured by senior management and assists in providing a meaningful analysis of operating results by excluding items that may not be part of the ordinary activity of the business.

Financing income and expense

Interest income and interest payable is recognised in the consolidated Statement of Profit and Loss as it accrues, using the effective interest method.

Financing expenses comprise interest payable on related party loans, Loan Notes and other third party borrowings and unwinding of the discount on provisions and lease liabilities. In addition, transaction costs that are directly attributable to the arrangement of borrowings are capitalised and recognised in the consolidated Statement of Profit and Loss using the effective interest method.

3 Accounting policies *continued*

Taxation including deferred taxation

The charge for taxation is based on the profit or loss for the year and comprises current and deferred taxation. Income tax is recognised in the Statement of Profit and Loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Tax currently payable is based on the taxable profit for the period. Taxable profit differs from 'profit before tax' as reported in the consolidated Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. Tax is calculated using tax rates enacted or substantively enacted at the date of the Statement of Financial Position.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Government grants

Government grants are recognised when there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received. Government grants are recognised in the Statement of Profit and Loss on a systematic basis over the periods in which the Group recognises the expenditure for which the grants are intended to compensate.

Employee benefits

The assets of all pension plans are held separately from those of the Group, in separately administered funds.

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which the Group pays fixed contributions into a separate company and will have no legal obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in the Statement of Profit and Loss in the period during which services are rendered by employees.

3 Accounting policies *continued*

Employee benefits - continued

Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit pension plans is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any plan assets are deducted. The Group determines the net interest on the net defined benefit liability/asset for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the net defined benefit asset.

The discount rate is the yield at the reporting date on bonds that have a credit rating of at least AA that has maturity dates approximating the terms of the Group's obligations and that are denominated in the currency in which the benefits are expected to be paid.

Re-measurements arising from defined benefit plans comprise actuarial gains and losses, the return on plan assets and the effect of the asset ceiling. The Group recognises them immediately in other comprehensive income and all other expenses related to defined benefit plans in employee benefit expenses in the Statement of Profit or Loss.

The calculation of the defined benefit obligations is performed by a qualified actuary using the current unit method. When the calculation results in a benefit to the Group, the recognised asset is limited to the present value of benefits available in the form of any future refunds from theplan or reductions in future contributions and takes into account the adverse effect of any minimumfunding requirements.

Investment in subsidiaries

Investments in subsidiaries are stated at cost less impairment.

Segment reporting

Segment results that are reported to the Group's Board of Directors include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets, finance costs and tax assets and liabilities.

3 Accounting policies *continued*

Leases

A. Definition of a lease

The Group assesses whether a contract is or contains a lease based on the definition of a lease. Under IFRS 16, a contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration.

B. As a lessee

As a lessee, the Group recognises right-of-use assets and lease liabilities for most leases. The Group has elected not to recognise right-of-use assets and lease liabilities for some leases of low-value (e.g. Short term vehicle hire). The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, to the extent that the right-of-use asset is reduced to nil, with any further adjustment required from the remeasurement being recorded in profit or loss. The Group presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment' and lease liabilities in 'loans and borrowings' in the statement of financial position. The Group has applied judgements to determine the lease term for some lease contracts in which it is a lessee that include renewal options. The assessment of whether the Group is reasonably certain to exercise such options impacts the lease term, which significantly affects the amount of lease liabilities and right-of-use assets recognised.

3 Accounting policies *continued*

UK-adopted IFRS not yet applied

The following UK-adopted IFRSs have been issued but have not been applied in these financial statements. Their adoption is not expected to have a material effect on the financial statements unless otherwise indicated:

- IFRS 17 Insurance Contracts (effective date 1 January 2023);
- Amendments to IAS 1 Presentation of Financial Statements: Classification of Liabilities as Current or Non-current (effective date to be confirmed);
- Amendments to IAS 37: Onerous Contracts—Cost of Fulfilling a Contract (effective date to be confirmed);
- Amendments to References to the Conceptual Framework in IFRS 3 (effective date to be confirmed);
- Amendments to IAS 16: Property, Plant and Equipment—Proceeds before Intended Use (effective date to be confirmed);
- Annual Improvements to IFRS Standards 2018-2020 (effective date to be confirmed);
- Amendments to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors to introduce a new definition for accounting estimates (effective date 1 January 2023);
- Amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statements 2 Making Materiality Judgements (effective date 1 January 2023); and
- Amendments to IAS 12 Income Taxes – Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction (effective date 1 January 2023).

The above standards and interpretations are not expected to have a material impact on the Group's consolidated financial statements.

4 Accounting estimates and judgements

In preparing these consolidated financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets and liabilities, income and expenses. The estimates and assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an on-going basis and any revisions to these estimates are recognised in the period in which the estimates are revised and in any future period affected.

4 Accounting estimates and judgements - continued

The key assumptions which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year are:

Impairment of goodwill
Determining whether goodwill is impaired requires judgement as to the determination of the CGUs and an estimation of the value in use of the cash generating units (CGUs) to which goodwill has been allocated. The value in use calculation requires the Company to estimate the future cash flows expected to arise from the CGUs, and a suitable discount rate in order to calculate present value. The carrying amount of goodwill at 31 March 2022 was £48,745k (2021: £48,132k) (see note 14).

Customer relationships, Non-compete agreements and Brands
Management assess each acquisition to identify intangible assets that were acquired as part of the transaction. The estimation of future economic benefits generated from acquired customer relationships, non-compete agreements and brands, and the determination of the related amortisation profile, involves a significant degree of judgement based on management's estimation of future revenue, profit, customer attrition rates, and the useful lives of the assets. Changes in the estimates made by management could result in a large, but not material, reclassification between intangible assets and goodwill.

Assets held for sale
Determining whether an asset is classified as held for sale requires management to determine whether the conditions identified in '*IFRS 5 Non-current assets held for sale*' are met. Management believe a significant degree of judgement is required to determine whether the sale is highly probable and whether the sale will be completed within 12 months of the classification as held for sale. In addition, management are required to estimate the expected net realisable value of the assets held for sale. As at 31 March 2022, the value of assets classified as held for sale are £Nil (2021: £Nil) (see note 20).

Valuation of lease liabilities and right of use assets
The application of IFRS 16 requires management to make judgements that impact the valuation of lease liabilities and the valuation of right of use assets. The following critical judgement relating to leases has been considered:

- Lease term - Determining the lease term requires management to consider all facts and circumstances that create an economic incentive to exercise an extension or termination option. The assessment is reviewed if a significant event or a significant change in circumstances occurs which affects this assessment.

5 Operating segments

Information reported to senior management for the purposes of resource allocation and assessment of performance of each segment focuses on the type of care services provided by the Group. The Group operates solely within the UK therefore no geographical segment reporting has been disclosed. The primary business segments stated below are based on the Group's management and internal reporting structure.

- Registered Care: supporting individuals in our specially adapted homes; and
- Community Based Care: supporting individuals in their own home.

The reported segmental information represents income and expenditure generated from external customers and external suppliers only. There were no inter-segment transactions reported during the current period (2021: £Nil).

The accounting policies of the reportable segments are the same as the Group's accounting policies described in note 3. Segment profits represents adjusted EBITDA earned by each segment without allocation of non-underlying items or finance costs which is consistent with the information reported to senior management.

	Segment results		
For the year ended 31 March 2022	**Registered**	**Community Based Care**	**Group**
	£000	**£000**	**£000**
Revenue	185,559	107,033	**292,592**
Adjusted EBITDA (before non-underlying items)	**37,240**	**11,467**	**48,707**
Non-underlying items			(3,121)
Adjusted EBITDA (after non-underlying items)			**45,586**
Depreciation and impairment of property, plant and equipment			(14,730)
Profit on disposal of non-current assets			169
Amortisation of intangible assets			(2,580)
Net finance expense			(20,916)
Taxation			(4,303)
Profit for the period			**3,226**

5 Operating segments *continued*

For the year ended 31 March 2021	***Segment results*** **Registered**	**Community Based Care**	**Group**
	£000	**£000**	**£000**
Revenue	175,365	98,844	**274,209**
Adjusted EBITDA (before non-underlying items)	**34,019**	**10,777**	**44,796**
Non-underlying items			(3,031)
Adjusted EBITDA (after non-underlying items)			**41,765**
Depreciation and impairment of property, plant and equipment			(15,035)
Profit on disposal of non-current assets			1,589
Amortisation of intangible assets			(2,570)
Net finance expense			(19,763)
Taxation			(2,592)
Profit for the period			**3,394**

6 Non-underlying items

The Group separately identifies and discloses certain items, referred to as non-underlying items, by virtue of size, nature and occurrence. This is consistent with the way that financial performance is measured by senior management and assists in providing a meaningful analysis of operating results by excluding items that may not be part of the ordinary activity of the business.

The following table details the non-underlying items that have been incurred in the year:

		2022	**2021**
		£000	**£000**
Non-underlying items:	**Note**		
Day Care income	a	(77)	(19)
Consultancy fees	b	59	849
Refinancing transaction	c	2,117	-
Covid-19 related expenditure	d	7,360	9,039
Covid-19 related reimbursements	e	(5,005)	(7,319)
Impairment of property, plant and equipment	f	-	1,064
Integration and acquisition costs	g	275	172
Project costs	h	179	189
Restructuring costs	i	330	120
Taxation	j	(943)	(1,269)
		4,295	2,826

6 Non-underlying items *continued*

The key elements of the expenditure for both years is set out below:

(a) *Day Care income*
For the year ended 31 March 2022, the Group was in receipt of funds in relation to backdated VAT on its Day Care business of £77k (2021: £19k).

(b) *Consultancy fees*
For the year ended 31 March 2022, the Group incurred costs of £59k in relation to professional advice and consultancy services to simplify its group structure, improve procurement capabilities and reduce operating costs (2021: £849k).

(c) *Refinancing transaction*
For the year ended 31 March 2022, the Group released the remaining unamortised debt costs on the existing Loan Notes of £2,117k (2021: £Nil).

(d) *Covid-19 related expenditure*
The impact of the global pandemic caused by the Covid-19 outbreak significantly increased the Group's costs during the year ended 31 March 2022 and as a result additional expenditure of £7,360k was incurred (2021: £9,039k).

(e) *Covid-19 related reimbursements*
During the year ended 31 March 2022, the UK Government increased the funding to Local Authorities to pass to social care providers to cover certain expenditure in relation to dealing with the impact of the global pandemic caused by the outbreak of Covid-19. As a result, the Group received Government funding of £5,005k for the reimbursement of costs in relation to the global pandemic (2021: £7,319k).

(f) *Impairment of property, plant and equipment*
For the year ended 31 March 2021, the Group recognised an impairment charge for certain property, plant and equipment due to the carrying amount of assets exceeding its recoverable amount. As a result an impairment charge of £1,064k was incurred. There was no impairment charge for the year ended 31 March 2022.

(g) *Integration and acquisition costs*
For the year ended 31 March 2021, the Group incurred transaction costs in relation to the acquisition of Woodley House Limited (see note 29) of £107k (2021: Day Opportunities Limited of £172k) and aborted acquisition costs of £168k (2021: £Nil).

(h) *Project costs*
The Group is undertaking a programme to improve the quality, accuracy and support for its customers by investing in its head office and operational function including the implementation of an operational ERP system, as a result fees of £179k were incurred (2021: £189k).

(i) *Restructuring costs*
For the year ended 31 March 2022, the Group incurred remuneration costs of £330k in relation to restructuring its workforce (2021: £120k).

(j) *Taxation*
During the year ended 31 March 2022, a taxation credit of £943k arose as a result of certain non-underlying items stated in the non-underlying table (2021: £1,269k).

7 Staff numbers

The average number of persons employed by the Group (including Directors) during the year were as follows:

	Number of employees	
	2022	**2021**
Administration	515	460
Care staff	10,189	10,765
	10,704	11,225

8 Directors' remuneration

Remuneration paid to the Directors in respect of their services to the Company and other member companies of the Group:

	2022	**2021**
	£000	**£000**
Remuneration	857	928
Pension contributions	90	89
	947	1,017

The remuneration of the highest paid director was £494k (2021: £540k) and pension contributions of £65k (2021: £64k) were made to a money purchase scheme on their behalf.

One of the Directors active in the year accrued benefits under money purchase pension schemes (2021: one Director).

9 Auditor's remuneration

	2022	**2021**
	£000	**£000**
Audit of the Group financial statements	23	18
Audit of financial statements of subsidiaries	273	214
Audit related fees	296	232
Audit related assurance services	60	-
Other non-audit services	130	2
Non-audit fees	190	2
Total audit and non-audit fees	486	234

10 Operating profit before taxation

Operating profit before taxation is stated after charging:

	2022 £000	2021 £000
Direct expenses and consumables	6,820	8,328
Staff costs:		
Wages and salaries	187,303	182,629
Social security costs	14,265	13,058
Other pension costs	3,792	3,508
Operating lease rentals:		
Other lease rentals	384	354
Plant and machinery	305	294
Depreciation of property, plant and equipment	14,730	13,971
Impairment of property, plant and equipment (see note 6)	-	1,064
Profit on disposal of assets	(169)	(1,589)
Amortisation of intangible assets	2,580	2,570
Other external charges	34,137	24,273
	264,147	248,460

11 Finance income

	2022 £000	2021 £000
Bank interest receivable	97	158

12 Finance expense

	2022 £000	2021 £000
Bank interest including RCF non-utilisation fees	571	1,155
Loan notes interest	17,483	17,672
Unamortised debt costs from existing loan notes (see note 6)	2,117	-
Unwinding of discount on provisions and rate change	14	44
Unwinding of lease liabilities	655	783
Other finance costs	173	267
Total finance expense	21,013	19,921

Loan notes interest comprises interest on Senior Secured and Second Lien Notes of £15,900k (2021: £16,131k) and amortisation of issue costs and original issue discount of £1,583k (2021: £1,541k).

13 Taxation

Recognised in the Statement of Profit and Loss	**2022 £000**	**2021 £000**
Analysis of charge in year		
Current tax:		
UK corporation tax on losses of the period	525	1,750
Adjustments in respect of previous periods	(73)	191
	452	1,941
Deferred tax:		
Origination and reversal of timing differences	710	(853)
Adjust in respect of prior periods	(622)	1,504
Effect of tax rate change on opening balance	3,763	-
	3,851	651
Tax on profit on ordinary activities	4,303	2,592

Recognised directly in Statement of Other Comprehensive Income	**2022 £000**	**2021 £000**
Deferred tax recognised directly in other comprehensive income	(42)	(71)
	(42)	(71)

Factors affecting tax charge for period
The differences between the tax assessed for the period and the standard rate of corporation tax are explained as follows:

	2022 £000	**2021 £000**
Profit on ordinary activities before taxation	7,529	5,986
Current tax at 19% (2021: 19%)	1,431	1,137
Effects of:		
Income not taxable for tax purposes	(16)	(29)
Expenses not deductible for tax purposes	810	181
Fixed asset depreciation / impairment charges in excess of allowances	178	128
Transfer pricing adjustment	71	(17)
Group relief received	(1,219)	(731)
Adjustments in respect of prior periods	(695)	1,695
Losses eliminated	-	6
Adjust opening deferred tax to average rate	3,763	-
Deferred tax not recognised	(20)	222
Total tax charge (see above)	4,303	2,592

Factors that may affect future tax charges
A change to the main UK corporation tax rate from 19% to 25% with effect from 1 April 2023 was announced in the Budget on 3 March 2021, and was substantively enacted on 24 May 2021. As such deferred tax has been recognised at 25% for the year ended 31 March 2022.

14 Goodwill

	Goodwill £000
Cost	
At 1 April 2021	56,688
Acquisitions (see note 29)	613
At 31 March 2022	57,301
Accumulated impairment charge	
At 1 April 2021 and 31 March 2022	8,556
At 31 March 2022	48,745
At 31 March 2021 and 1 April 2021	48,132

On 3 September 2021, the Group acquired 100% of the issued share capital of Woodley House Limited. The principal activities of Woodley House Limited is to provide similar services to that of the Voyage Care Group with the aim to further increase Voyage's presence in the market place. Goodwill of £613k has been capitalised in relation to the acquisition (see note 29).

The Group review goodwill for impairment on an annual basis or more frequently if there are indications that goodwill might be impaired.

A goodwill impairment charge of £Nil occurred during the year ended 31 March 2022 (2021: £Nil).

Impairment testing
Goodwill acquired in a business combination is allocated to cash generating units (CGUs) that are expected to benefit from that business combination.

Goodwill has been allocated to three identifiable CGUs, Registered services, Community Based Care and Children's Complex Care. The CGUs to which goodwill is allocated is presented below:

	Goodwill	
	2022 £000	2021 £000
Registered	18,590	17,977
Community based care	18,689	18,689
Children's Complex Care	11,466	11,466
	48,745	48,132

The Group performs a test for impairment on each CGU. The methodology and inputs of the impairment test is detailed below:

The recoverable amount was determined by the greater of net realisable value and value in use. In assessing value in use, the expected future cash flows were discounted to their present value using a pre-tax discount rate of 8.60% for the Registered CGU, 9.41% for the Community Based Care CGU and 10.81% for the Children's Complex Care CGU (2021: 8.33%, 9.16% and 10.29% respectively). The pre-tax discount rates reflect current market assessments of the rate of return expected on equally risky investments.

14 Goodwill *continued*

Key assumptions for the value in use calculations are those regarding weekly fees, volume of chargeable hours, costs, discount rates, growth rates and period on which forecasts are based. The cash flow projections were based on financial budgets approved by the Board of Directors for the forthcoming year and management's forecasts for five years which are based on assumptions of the business, industry and economic growth. A terminal value is placed on the value of the annual cash flows in year five.

Registered
The recoverable amount of this CGU was based on value in use using the assumptions stated above and a terminal growth rate of 1.50% (2021: 1.50%). The recoverable amount of £447.0 million (2021: £410.5 million) exceeded its carrying amount by approximately £89.1 million (2021: £68.5 million) and no impairment was required.

Community Based Care
The recoverable amount of this CGU was based on value in use using the assumptions stated above and a terminal growth rate of 2.00% (2021: 2.00%). The recoverable amount of £319.8 million (2021: £198.4 million) exceeded its carrying amount by approximately £292.9 million (2021: £171.6 million) and no impairment was required.

Children's Complex Care
The recoverable amount of this CGU was based on value in use using the assumptions stated above and a terminal growth rate of 1.50% (2021: 1.50%). The recoverable amount of £33.9 million (2021: £30.3 million) exceeded its carrying amount by approximately £22.6 million (2021: £18.3 million) and no impairment was required (2021: no impairment).

Sensitivities
Whilst the impairment testing did not give rise to an impairment, management note that the calculations are sensitive to certain assumptions. The below table sets out each assumption and states the increase in percentage points each assumption requires before the carrying amount equals its recoverable.

Changes required for carrying amount to equal recoverable amount (percentage points movement):

	2022	**2021**
Registered		
Discount rate	+1.67%	+1.42%
Budgeted revenue growth per year	(2.92%)	(2.38%)
Budgeted staff costs per year	+4.89%	+3.92%
Community Based Care		
Discount rate	+66.42%	+50.76%
Budgeted revenue growth per year	(17.00%)	(13.92%)
Budgeted staff costs per year	+22.85%	+18.14%
Children's Complex Care		
Discount rate	+14.51%	+15.78%
Budgeted revenue growth per year	(18.25%)	(18.57%)
Budgeted staff costs per year	+26.18%	+27.65%

Management are confident that the assumptions used for assessing goodwill are appropriate at the time of the review but acknowledge it is possible circumstances may change in the future.

15 Intangible assets

	Software costs	Customer relationships	Non-compete agreements	Brands	Total
	£000	£000	£000	£000	£000
Cost					
At 1 April 2020	2,020	10,810	1,318	318	14,466
Acquisitions	-	1,220	242	14	1,476
Additions	1,090	-	-	-	1,090
Disposals	(9)	-	-	-	(9)
At 31 March 2021	3,101	12,030	1,560	332	17,023
At 1 April 2021	3,101	12,030	1,560	332	17,023
Acquisitions (see note 29)	-	753	201	11	965
Additions	915	-	-	-	915
Disposals	(73)	-	-	-	(73)
At 31 March 2022	3,943	12,783	1,761	343	18,830
Amortisation					
At 1 April 2020	1,281	6,088	1,167	212	8,748
Provided during the year	499	1,901	91	79	2,570
Amortisation on disposal	(9)	-	-	-	(9)
At 31 March 2021	1,771	7,989	1,258	291	11,309
At 1 April 2021	1,771	7,989	1,258	291	11,309
Provided during the year	511	1,842	187	40	2,580
Amortisation on disposal	(73)	-	-	-	(73)
At 31 March 2022	2,209	9,831	1,445	331	13,816
Net book value					
At 31 March 2022	1,734	2,952	316	12	5,014
At 31 March 2021 and 1 April 2021	1,330	4,041	302	41	5,714
At 1 April 2020	739	4,722	151	106	5,718

On 3 September 2021, the Group acquired 100% of the issued share capital of Woodley House Limited. Intangible assets of £965k have been capitalised in relation to the acquisition (see note 29).

Intangible assets meeting the relevant recognition criteria are initially measured at cost less accumulated amortisation and accumulated impairment. The amortisation charge is recognised in the Statement of Profit and Loss.

16 Property, plant and equipment

	Freehold land and buildings	Fixtures, fittings and equipment	Motor vehicles	Right-of-use asset	Total
	£000	£000	£000	£000	£000
Cost					
At 1 April 2020	362,368	91,669	7,842	25,027	486,906
Acquisitions	2,206	-	-	-	2,206
Additions	8,385	9,376	381	1,805	19,947
Disposals	(2,080)	(1,286)	(694)	(3,143)	(7,203)
At 31 March 2021	370,879	99,759	7,529	23,689	501,856
At 1 April 2021	370,879	99,759	7,529	23,689	501,856
Acquisitions (see note 29)	2,750	47	16	-	2,813
Additions	2,725	17,201	-	3,148	23,074
Disposals	(273)	(596)	(884)	(805)	(2,558)
At 31 March 2022	376,081	116,411	6,661	26,032	525,185
Depreciation and impairment					
At 1 April 2020	47,866	68,702	5,623	5,944	128,135
Charge for the year	1,094	8,067	1,009	3,801	13,971
Impairment	1,064	-	-	-	1,064
Depreciation on disposals	(680)	(1,211)	(661)	(1,425)	(3,977)
At 31 March 2021	49,344	75,558	5,971	8,320	139,193
At 1 April 2021	49,344	75,558	5,971	8,320	139,193
Charge for the year	1,119	8,934	763	3,914	14,730
Depreciation on disposals	(227)	(270)	(846)	(695)	(2,038)
At 31 March 2022	50,236	84,222	5,888	11,539	151,885
Net book value					
At 31 March 2022	325,845	32,189	773	14,493	373,300
At 1 April 2021	321,535	24,201	1,558	15,369	362,663
At 1 April 2020	314,502	22,967	2,219	19,083	358,771

16 Property, plant and equipment *continued*

For the year ended 31 March 2022 no impairment charge related to assets held for sale (2021: impairment charge of £1,064k relates to two freehold properties which met the definition of an asset held for sale and were sold in the period).

For the year ended 31 March 2022 no impairment charge related to right of use assets which was written down to its respective net realisable value (2021: £Nil).

Included within freehold land and buildings is freehold land totalling £61,931k (2021: £61,914k) which is not depreciated.

Costs of £3,102k (2021: £3,251k) are included within fixed assets in respect of properties in the course of being converted into care homes which are not depreciated until the properties are brought into use.

The Group's freehold and long leasehold properties are subject to a registered debenture that forms security for the aforementioned loans and borrowings.

17 Investments

Company	**Investments in subsidiary undertakings £000**
As at 31 March 2021	130,874
Impairment charge	-
As at 31 March 2022	130,874

17 Investments *continued*

The subsidiary undertakings of the Company, all of which are registered in Great Britain, are summarised as follows:

Subsidiary	Nature of business	Country of incorporation	Holding	Proportion held %
Voyage Healthcare Group Limited	Intermediate holding company	England	Ordinary	100
Voyage Care Limited *	Intermediate holding company	England	Ordinary	100
Voyage 1 Limited *	Community care	England	Ordinary	100
Voyage 2 Unlimited *	Community care	England	Ordinary	100
Voyage Limited *	Community care	England	Ordinary	100
Voyage Specialist Healthcare Limited*	Community care	England	Ordinary	100
Voyage Care BondCo PLC	Investment company	England	Ordinary	100
Solor Care (South West) Limited *	Community care	England	Ordinary	100
Solor Care London Limited *	Community care	England	Ordinary	100
Solor Care South East (2) Limited *	Community care	England	Ordinary	100
Solor Care West Midlands Limited *	Community care	England	Ordinary	100
Solor Care Holdings (2) Limited *	Intermediate holding company	England	Ordinary	100
Solor Care Limited *	Community care	England	Ordinary	100
Solor Care South East Limited *	Community care	England	Ordinary	100
Solor Care Holdings (3) Limited *	Intermediate holding company	England	Ordinary	100
Solor Care Group Limited *	Community care	England	Ordinary	100
Childrens Complex Care Limited *	Community care	England	Ordinary	100
Focused Healthcare Limited *	Intermediate holding company	England	Ordinary	100
Fox Elms Care Limited *	Community care	England	Ordinary	100
Woodley House Limited *	Community care	England	Ordinary	100
Day Opportunities Limited *	Community care	England	Ordinary	100

* Held by a subsidiary undertaking

The registered address of the Company and its subsidiary undertakings stated above is Wall Island, Birmingham Road, Lichfield, Staffordshire, WS14 0QP.

During the year the Voyage Care Group initiated a restructuring programme and certain companies within the Voyage Care Group were dissolved or have pending applications for striking off to Companies House.

The following subsidiaries of the Company were dissolved and have had applications for striking off submitted to Companies House prior to the date of approval of these financial statements:

- Evesleigh (East Sussex) Limited
- Evesleigh Care Homes Limited
- Skills for Living (Leicestershire) Limited
- Redcliffe House Limited
- The Cedars (Mansfield) Limited
- Primary Care (UK) Limited

18 Trade and other receivables

	2022		2021	
	Group	Company	Group	Company
	£000	£000	£000	£000
Trade receivables	16,586	-	18,394	-
Impairment of receivables	(449)	-	(513)	-
Trade receivables (net)	16,137	-	17,881	-
Other receivables	270	-	1,267	-
Prepayments	2,837	-	1,458	45
Intercompany receivables	11,916	502,659	2,553	480,345
	31,160	502,659	23,159	480,390

Credit risk exposures in relation to customers is limited given that the majority of the Group's revenue is attributable to publicly funded local purchasers. The Group has no significant concentrations of credit risk, with the exposure spread over a large number of Local Authorities and CCGs.

The amounts due in relation to intercompany receivables have no fixed repayment date, but are due after more than one year and bear interest at a rate based on the Group's weighted average cost of capital.

The Group presents trade receivables net of allowances for impairment. The Group measures allowances at an amount equal to the lifetime expected credit loss using both quantitative and qualitative information and analysis based on the Group's historical experience and forward looking information. During the year there was a credit to the consolidated Statement of Profit and Loss of £64k (2021: £1,248k).

Movement in the provision for impaired receivables:

	2022	2021
	£000	£000
At 1 April	(513)	(1,761)
Decrease in provision for impaired receivables	64	1,248
At 31 March	(449)	(513)

19 Cash and cash equivalents

	2022	2021
	£000	£000
Cash and cash in hand	21,337	38,528
Cash held on behalf of people we support	253	346
Other restricted cash	2,495	1,872
	24,085	40,746

Cash and cash equivalents includes cash held on behalf of people we support. All interest earned on these funds is returned back to the people we support and are not included in the Statement of Profit and Loss. An equivalent liability of £253k (2021: £346k) exists for this amount and is included in note 22.

20 Non-current assets classified as held for sale

As at 31 March 2022, the assets classified as held for sale are £Nil (2021: £Nil).

21 Loans and borrowings

	2022 £000	2021 £000
Loan notes	243,356	246,289
Lease liability	17,606	18,425
	260,962	264,714

On 3 February 2022, the Group completed a refinancing transaction and the gross proceeds were used to redeem in full existing Senior Secured Notes of £215 million and Second Lien Notes of £35 million. As part of the transaction the remaining unamortised debt costs of £2,117k on the existing Loan Notes were released (see note 6). On 3 February 2022 the Group issued £250 million Senior Secured Loan Notes due 2027.

Loan notes include unamortised issue costs of £6,644k (2021: £3,711k) which after deducting from the loan note balance due of £250 million results in a net loan note liability of £243,356k (2021: £246,289k).

As at 31 March 2022 there was accrued interest of £2,367k (2021: £6,721k) included within accruals disclosed within current liabilities in the Statement of Financial Position but excluded from this note.

Total debt can be analysed as falling due:

	2022 £000	2021 £000
In one year or less	3,841	3,618
Between one and five years	252,486	254,278
After five years	4,635	6,818
	260,962	264,714

21 Loans and borrowings *continued*

Loan notes

The Group issued £250 million Senior Secured Loan Notes due 2027. The Notes are listed on the Channel Island Stock Exchange. Accrued interest on the Loan Notes is cash settled bi-annually. In addition, the Group is party to a £50 million Revolving Credit Facility.

The interest rate and repayment terms of these loans and borrowings are as follows:

Debt instrument	Currency	Loan balance	Interest rate	Repayment terms
		£000		
Senior Secured Loan Notes	GBP	250,000	5.875%	Feb-27
Revolving Credit Facility				
Utilised	GBP	-	SONIA +3.25%	Nov-26
Non utilised	GBP	50,000	1.1%	Nov-26

22 Trade and other payables

	2022		2021	
	Group £000	Company £000	Group £000	Company £000
Trade payables	6,737	-	7,104	-
Other taxes and social security costs	8,431	-	6,993	-
Other payables	18,515	-	17,084	-
Amounts due to related parties	3,665	719,650	3,665	667,309
People we support money payable (see note 19)	253	-	346	-
	37,601	719,650	35,192	667,309

Amounts due to related parties have no fixed repayment date, but are due after more than one year and bear interest at a rate based on the group's weighted average cost of capital.

The Group has policies in place to ensure all payables are paid within the agreed credit terms.

23 Deferred tax assets and liabilities

Deferred tax is calculated in full on temporary differences under the liability method using a tax rate of 25% (2021: 19%).

Group

Deferred tax assets and liabilities are attributable to the following:

	Assets		Liabilities		Net	
	2022	**2021**	**2022**	**2021**	**2022**	**2021**
	£000	**£000**	**£000**	**£000**	**£000**	**£000**
Property, plant and equipment	1,098	1,857	(27,960)	(20,910)	(26,862)	(19,053)
Intangible assets	218	193	(820)	(833)	(602)	(640)
Employee benefits	69	71	-	-	69	71
Un-utilised losses	4,194	3,062	-	-	4,194	3,062
Corporate interest restriction	6,435	4,415	-	-	6,435	4,415
Other	639	431	(105)	(88)	534	343
Deferred tax assets / (liabilities)	12,653	10,029	(28,885)	(21,831)	(16,232)	(11,802)
Offset of tax	(12,653)	(10,029)	12,653	10,029	-	-
Net deferred tax liabilities	-	-	(16,232)	(11,802)	(16,232)	(11,802)

Movements in deferred tax during the year:

		Recognised in:			
	At 1 April 2021	**Profit and loss**	**Changes in OCI**	**Acquisition of subsidiaries**	**At 31 March 2022**
	£000	**£000**	**£000**	**£000**	**£000**
Property, plant and equipment	(19,053)	(7,472)	43	(380)	(26,862)
Intangible assets	(640)	279	-	(241)	(602)
Employee benefits	71	(1)	(1)	-	69
Un-utilised losses	3,062	1,132	-	-	4,194
Corporate interest restriction	4,415	2,020	-	-	6,435
Other	343	191	-	-	534
Deferred tax liabilities	(11,802)	(3,851)	42	(621)	(16,232)

23 Deferred tax assets and liabilities *continued*

Movements in deferred tax during the prior period:

		Recognised in:			
	At 1 April 2020	Profit and loss	Changes in OCI	Acquisition of subsidiaries	At 31 March 2021
	£000	£000	£000	£000	£000
Property, plant and equipment	(18,860)	(221)	28	-	(19,053)
Intangible assets	(726)	366	-	(280)	(640)
Employee benefits	41	(13)	43	-	71
Un-utilised losses	3,784	(722)	-	-	3,062
Corporate interest restriction	4,607	(192)	-	-	4,415
Other	212	131	-	-	343
Deferred tax liabilities	(10,942)	(651)	71	(280)	(11,802)

Deferred tax assets have been recognised in respect of all tax losses and other temporary differences giving rise to deferred tax assets where management believe it is probable that these assets will be recovered.

Deferred tax assets totalling £593k (2021: £731k) have not been recognised as it is improbable that sufficient taxable profits will arise in the related entities against which the assets can be utilised.

24 Provisions

Group	2022 £000	2021 £000
Current dilapidations	625	422
Non-current dilapidations	1,021	984
Provision	1,646	1,406

The movement in provisions were:	Dilapidations £000
At 1 April 2021	1,406
Amounts recognised during the year	287
Provision used during the year	(33)
Discount rate change (see note 12)	(26)
Unwinding of discounted amount (see note 12)	12
At 31 March 2022	1,646

The Group's dilapidations provision is determined by discounting expected cash outflows at a pre-tax rate that reflects current market assessments of the time value of money. As at 31 March 2022, a pre-tax discount rate of 1.74% was applied which is equal to the Government's risk free rate (2021: 1.35%). The provisions recognised will unwind over the term of each lease.

25 Share capital

Group and Company	**2022 £000**	**2021 £000**
Allotted, called up and fully paid:		
4 ordinary shares of £1.00 each	-	-
	-	-

The ordinary shares entitle the holders to vote at general meetings of the Company, and to receive by way of dividend any profits of the Company available for distribution. On winding up of the Company the balance of assets, subject to special rights attached to any other class of shares, will be distributed among the ordinary shareholders.

26 Financial instruments

The fair values of all assets and liabilities by class together with their carrying amounts shown in the Consolidated Statement of Financial Position are as follows:

	Carrying amount				**Fair value**
	Financial liabilities at FV £000	**Loans and receivables £000**	**Other financial liabilities £000**	**Total £000**	**Total £000**
For the year ended 31 March 2022					
Financial assets not measured at fair value					
Trade and other receivables	-	28,323	-	28,323	28,323
Cash and cash equivalents	-	24,085	-	24,085	24,085
	-	52,408	-	52,408	52,408
Financial liabilities not measured at fair value					
Senior Secured Loan Notes	-	-	243,356	243,356	244,845
Trade and other payables	-	-	29,170	29,170	29,170
Lease liability	-	-	17,606	17,606	17,606
	-	-	290,132	290,132	291,621
For the year ended 31 March 2021					
Financial assets not measured at fair value					
Trade and other receivables	-	21,701	-	21,701	21,701
Cash and cash equivalents	-	40,746	-	40,746	40,746
	-	62,447	-	62,447	62,447
Financial liabilities not measured at fair value					
Senior Secured Loan Notes	-	-	211,906	211,906	214,103
Second Lien Loan Notes	-	-	34,383	34,383	33,950
Trade and other payables	-	-	35,192	35,192	35,192
Lease liability	-	-	18,425	18,425	18,425
	-	-	299,906	299,906	301,670

27 Related party transactions

As permitted by IAS 24 "Related party disclosures", the Company has taken advantage of the exemption for wholly owned subsidiaries not to disclose related party transactions with group entities.

During the year, the following transactions took place between the Group and its other related parties:

- Consultancy fees of £Nil (2021: £150k) was accrued and £106k (2021: £150k) was paid to Duke Street LLP.
- Consultancy fees of £Nil (2021: £300k) was accrued in relation to Partners Group AG.
- On 14 January 2022, Duke Street and Partners Group received fees which fell due on the sale of Voyage Care HoldCo Limited of £982k and £1,824k, respectively. Subsequently, Duke Street and Partners Group AG are no longer considered a related party.
- On 14 January 2022, Viking Investments LP settled an Advance made by Voyage 1 Limited of £596k (principal £296k plus accrued interest of £300k).
- Partners Group AG is the parent company of Chambertin (Holdings) Limited and its subsidiaries. Civica UK Limited, a subsidiary of Chambertin (Holdings) Limited supplied software solutions including licence fees to the Voyage Care Group; fees of £208k were paid up to 14 January 2022, after which date they were no longer considered a related party due to the sale of the business (2021: £779k and £79k outstanding as at 31 March 2021).
- Duke Street LLP is a Member of PEPCO Services LLP. PEPCO Services LLP supplied services and consultancy to the Voyage Care Group; no fees were paid to 14 January 2022, after which date they were no longer considered a related party due to the sale of the business (2021: £792k).
- Compensation paid to key management personnel, in addition to the Company directors, in respect of their services to the Company and other member companies of the Group:

	2022 £000	2021 £000
Short-term employee benefits	**1,013**	1,151
Compensation on loss of office	**330**	-
Post-employment benefits	**74**	68
	1,417	1,219

Compensation of the Company and other member companies of the Group key management personnel includes salaries, non-cash benefits and contributions towards a post-employment contribution benefit plan.

During the year, the Group has recognised its senior management team and the number of employees deemed Key Management Personnel has increased, the change has been reflected within the comparative year.

- On 14 January 2022, the Directors and key management personnel received long-term employee benefits of £19,932k.
- During the year, close family members of key management personnel were employed by the Group in administration roles and received remuneration totalling £15k (2021: £36k). At the year end, amounts totalling £Nil (2021: £2k) were owed to the individuals.

28 Pension schemes

The Group contributes to a number of pension schemes for its employees. Details of these schemes are as follows:

Defined contribution plans

Obligations for contributions to defined contribution pension plans are recognised as an expense in the Statement of Profit and Loss in the period during which services are rendered by employees. The Group makes payments to a number of defined contribution plans including the Peoples Pension under Auto-enrolment, a Group Personal Pension Plan and personal pension plans for certain managers.

The Group also contributes to the National Health Service pension scheme for certain employees, whereby the Group is required to make contributions into these schemes at a percentage, as notified by the NHS pension scheme administrator, of the relevant employees' salary. The assets and liabilities of these pension schemes are managed independently of the Group. Employer contribution rates are 14.38% of pensionable salaries. The Group have no ongoing liabilities in relation to these schemes.

Defined benefit plan

The Group participates in a group funded defined benefit scheme, the Voyage Retirement Benefit Scheme, for past employees. The scheme is no longer open to new members, and existing members do not accrue additional benefits. The defined benefit plan is administered by a single pension fund that is legally separated from the Group. The board of the pension fund is requiredby law to act in the best interests of the plan participants and is responsible for setting certain policies.

The defined benefit plan exposes the Group to actuarial risks, such as longevity risk, interest rate risk and market risk.

Payments into this scheme are made in accordance with the advice of the XPS Group, independent actuaries. The latest triennial actuarial valuation was performed on 1 April 2020 using the current unit method. A number of assumptions are required to estimate the timing and amount of future benefit payments, these future payments are discounted back to the valuation date using a prudent discount rate. At the date of the latest triennial actuarial valuation at 1 April 2020, the market value of the assets of the scheme was £1,219k and the actuarial value of the assets was sufficient to cover 73% of the benefits that had accrued to members, after allowing for expected future increase in earnings.

The Defined Contribution pension cost for the Group in 2022 was £3,792k (2021: £3,508k). An amount of £797k (2021: £743k) is included in accruals which represents the excess accumulated pension cost over the payment of contributions to the various Defined Contribution schemes.

28 Pension schemes *continued*

IAS 19 valuation

The pension valuation for the Voyage Retirement Benefit Scheme at 1 April 2020 has been updated by the actuary on an IAS 19 basis as at 31 March 2022. The scheme has no active members (2021: none) and 14 deferred members (2021: 14). The major assumptions used in this valuation were:

	2022	2021
	%	%
Rate of increase in salaries	0.0	0.0
Rate of increase in pensions in payment	3.9	3.4
Discount rate	2.8	2.1
Inflation assumption	3.9	3.4

The assumptions used by the actuary are the best estimate chosen from a range of possible actuarial assumptions which, due to the timescale covered, may not necessarily be borne out in practice.

The longevities underlying the pension liabilities at the Statement of Financial Position date are based on standard actuarial mortality tables and include an allowance for future improvements in longevity. The assumptions are equivalent to expecting a 65-year old to live for a number of years as follows:

Current pensioner aged 65: 19.4 years (male), 21.7 years (female).

Future retiree upon reaching 65: 20.7 years (male), 23.1 years (female).

At 31 March 2022, the weighted-average duration of the defined benefit obligation was 17 years (2021: 18 years).

28 Pension schemes *continued*

Scheme assets / (liabilities)

The fair value of the scheme's assets / (liabilities), which are not intended to be realised in the short term and may be subject to significant change before they are realised, and the present value of the scheme's liabilities, which are derived from cash flow projections over long periods and thus inherently uncertain, were:

	Value at 31 March 2022 £000	Value at 31 March 2021 £000
Fair value of plan assets		
Fair value of plan assets	2,525	2,304
Present value of scheme liabilities	(1,854)	(1,857)
Net defined benefit asset	671	447
Effect of asset ceiling / minimum funding requirements	(948)	(819)
Net recognised defined benefit liability	**(277)**	**(372)**

Any surplus resulting from this calculation is limited to the present value of benefits available in the form of any future refunds from the plan or reductions in future contributions and takes into account the adverse effect of any minimum funding requirements.

Movements in present value of defined benefit obligation:

	2022 £000	2021 £000
At 1 April	1,857	1,720
Current service cost	-	-
Interest expense	25	24
Remeasurement arising from:		
Financial	(41)	133
Demographic	-	-
Experience	27	(20)
Contributions by members	-	-
Benefits paid	(14)	-
At 31 March	1,854	1,857

28 Pension schemes *continued*

Movements in fair value of plan assets:

	2022 £000	2021 £000
At 1 April	2,304	1,889
Interest income	35	29
Actual return on plan assets, excluding interest income	101	311
Contributions:		
By employer	99	75
By members	-	-
Benefits paid	(14)	-
At 31 March	2,525	2,304

Analysis of amounts recognised in the Statement of Profit and Loss:

	2022 £000	2021 £000
Current service cost	-	-
Interest on present value of defined benefit obligation	25	24
Interest on fair value of plan assets	(35)	(29)
	(10)	(5)

Analysis of amounts recognised in the Statement of Other Comprehensive Income:

	2022 £000	2021 £000
Remeasurement of defined benefit obligation	(14)	113
Return on plan assets, excluding amounts included in net interest	(101)	(311)
Change in effect of the asset ceiling, excluding amounts included in net interest	112	424
	(3)	226

History of plans

The history of the plans for the current and prior periods is as follows:

Statement of Financial Position	2022 £000	2021 £000	2020 £000	2019 £000	2018 £000
Present value of scheme liabilities	(1,854)	(1,857)	(1,720)	(1,985)	(1,132)
Fair value of scheme assets	2,525	2,304	1,889	2,154	1,206
Surplus	671	447	169	169	74

The Company expects to contribute approximately £99k (2021: £99k) to its defined benefit plans in the next financial year.

29 Woodley House acquisition

On 3 September 2021, the Group acquired 100% of the issued share capital of Woodley House Limited. The principal activities of Woodley House Limited is to provide similar services to that of the Voyage Care Group with the aim to further increase Voyage's presence in the market place.

The provisional fair value of the assets acquired and the resulting goodwill is set out below:

	Book value	Fair value adjustment	Fair value
	£000	£000	£000
Property, plant and equipment	1,293	1,520	2,813
Trade and other receivables	327	-	327
Cash in hand, bank	481	-	481
Trade and other payables	(98)	-	(98)
Accruals and deferred income	(39)	-	(39)
Corporation tax	(135)	-	(135)
Deferred tax	-	(621)	(621)
Net assets	1,829	899	**2,728**
Customer relationships			753
Non-compete agreement			201
Brands			11
Goodwill			613
			4,306
Satisfied by:			
Cash			4,045
Settlement of Directors loan account and other outstanding balances			261
Total cost of acquisition			**4,306**

The acquisition cost comprises of cash consideration of £4,045k.

From acquisition on 3 September 2021 to 31 March 2022 the business contributed revenue of £813k and a profit after tax of £74k. The revenue and profit after tax is reported within the Group's results for the year ended 31 March 2022. If acquired on 1 April 2021 the business contributions to revenue for the year to 31 March 2022 would have been £1,413k and a profit after tax of £129k.

The Group incurred acquisition costs of £107k which have been expensed as a non-underlying item in the Statement of Profit and Loss.

30 Contingent Liability

Security granted on the Senior Secured Notes and the Revolving Credit Facility
Certain wholly owned subsidiaries in the Voyage Care Group have guaranteed the amounts due under the Senior Secured Loan Notes and the Revolving Credit Facility held in Voyage Care BondCo PLC. The Group's freehold and long leasehold properties are subject to a registered debenture that forms security for the aforementioned loans and borrowings.

31 Controlling party

The Company's immediate parent undertaking is Voyage Care BidCo Limited which is registered in England and Wales. At the period end, the Directors consider the ultimate controlling party to be the Kuwait Investment Authority ("KIA"), which is registered at Ministries Complex, Al Murqab, P.O. Box: 64, Safat, Zip Code: 13001, Kuwait City, Kuwait.

As at the year end the largest parent in which the results of the Company are consolidated is that headed by Voyage Care HoldCo Limited. Copies of the Group financial statements are available from The Company Secretary, Voyage Care HoldCo Limited, Wall Island, Birmingham Road, Lichfield, Staffordshire, WS14 0QP.