

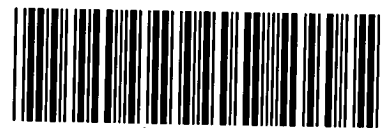
Registration number: 04801068

# Priorgate Limited

Annual Report and Financial Statements

for the Year Ended 31 March 2017

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# **Priorgate Limited**

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## **Priorgate Limited**

### **Company Information**

|                             |                                              |
|-----------------------------|----------------------------------------------|
| <b>Directors</b>            | R Little                                     |
|                             | R G Sparks                                   |
|                             | PPP Nominee Directors Limited                |
|                             | R J Marshall                                 |
| <b>Company secretary</b>    | Semperian Secretariat Services Limited       |
| <b>Registered office</b>    | Third Floor                                  |
|                             | Broad Quay House                             |
|                             | Prince Street                                |
|                             | Bristol                                      |
|                             | BS1 4DJ                                      |
| <b>Independent Auditors</b> | PricewaterhouseCoopers LLP                   |
|                             | Chartered Accountants and Statutory Auditors |
|                             | 2 Glass Wharf                                |
|                             | Bristol                                      |
|                             | BS2 0FR                                      |

## **Priorgate Limited**

### **Strategic Report for the Year Ended 31 March 2017**

The directors present their strategic report for the year ended 31 March 2017.

#### **Principal activity**

The company was formed as a special purpose vehicle to provide two serviced schools to Sheffield City Council, under a Private Finance Initiative ('PFI') contract, for the period to July 2030. The project met the target date for education services to commence in April 2005.

#### **Results and review of business**

The profit for the year is set out in the profit and loss account on page 8. The directors consider the performance of the company during the year and the financial position at the end of the year, to be in line with the long term expected performance of the project, and its prospects for the future to be satisfactory.

#### **Principal risks and uncertainties**

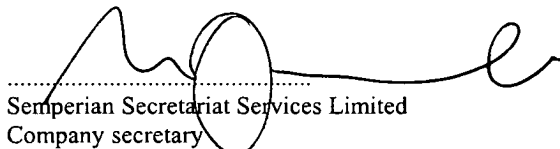
The company has taken on the activity, as detailed above, and is risk averse in its trading relationships with its customer, funders and sub-contractors as determined by the terms of their respective detailed PFI contracts. In extreme circumstances, the company could be exposed to subcontractor failure to perform their obligations. The financial risks and the measures taken to mitigate them are as detailed in the Directors' report.

#### **Key performance indicators ('KPIs')**

The company's operations are managed under the supervision of its shareholders and funders and are largely determined by the detailed terms of the PFI contract which stipulates key performance criteria on operational activities as managed by the sub-contractor. For this reason, the company's directors believe that further operational key performance indicators for the company are not necessary or appropriate for an understanding of the performance or position of the business. In addition the directors monitor compliance with debt covenant ratios as specified in the senior loan agreement, in particular the Debt Service Cover Ratio, and no non-compliance has been noted.

**07 JUL 2017**

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

  
.....  
Semperian Secretariat Services Limited  
Company secretary

**11 JUL 2017**

## **Priorgate Limited**

### **Directors' Report for the Year Ended 31 March 2017**

**Registration number: 04801068**

The directors present their report and the audited financial statements for the year ended 31 March 2017.

#### **Future developments**

No significant changes are expected to the company's activities, as set out in the Strategic Report, in the foreseeable future.

#### **Dividends**

A dividend of £151,744 (£15.17 per ordinary share) was paid during the year (2016: £261,954, £26.20 per ordinary share).

#### **Financial risk management**

The company has exposures to a variety of financial risks which are managed with the purpose of minimising any potential adverse effect on the company's performance. The directors have policies for managing each of these risks and they are summarised below:

##### ***Interest rate risk***

The senior debt interest has been fixed through the use of fixed funding rates, plus a margin, as set out in note 13.

##### ***Inflation risk***

The company's project revenue and most of its costs were linked to inflation at the inception of the project, resulting in the project being largely insensitive to inflation.

##### ***Liquidity risk***

The company adopts a prudent approach to liquidity management by endeavouring to maintain sufficient cash and liquid resources to meet its obligations as they fall due.

##### ***Credit risk***

The company receives the majority of its revenue from Sheffield City Council and is not exposed to significant credit risk. Cash investments are with institutions of a suitable credit quality.

##### ***Major maintenance replacement risk***

The company takes the risk that its projections for ongoing major maintenance replacement of the building and relevant equipment are adequate. These projections have been agreed with third parties and are subject to regular review by the directors.

#### **Directors of the company**

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

R Little

R G Sparks

PPP Nominee Directors Limited

P F Fisher (resigned 30 March 2017)

R J Marshall (appointed 30 March 2017)

## **Priorgate Limited**

### **Directors' Report for the Year Ended 31 March 2017 (continued)**

#### **Statement of directors' responsibilities**

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising Financial Reporting Standard 102 'The Financial Reporting Standard Applicable in the UK and Republic of Ireland' (FRS 102), and applicable law.)

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

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards comprising FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

#### **Going concern**

Although the company's balance sheet reflects net liabilities, this is primarily caused by the recognition of derivative financial instruments at their fair values. These derivative financial instrument liabilities are unrealised and are part of hedging arrangements that help to reduce volatility in the company's cash flows over the duration of the PFI project. Having reviewed the company's projected profits and cash flows by reference to a financial model, that includes the impact of these instruments, the directors consider that the company will be able to settle its debts as they fall due and accordingly the financial statements have been prepared on a going concern basis.

#### **Disclosure of information to the auditors**

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

#### **Reappointment of auditors**

The auditors, PricewaterhouseCoopers LLP, Chartered Accountants and Statutory Auditors, have signified their willingness to continue in office.

**Priorgate Limited**

**Directors' Report for the Year Ended 31 March 2017 (continued)**

**07 JUL 2017**

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



.....  
Semperian Secretariat Services Limited  
Company secretary

**11 JUL 2017**

## **Priorgate Limited**

### **Independent Auditors' Report to the members of Priorgate Limited**

#### **Report on the financial statements**

##### **Our opinion**

In our opinion, Priorgate Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 March 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

##### **What we have audited**

The financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), comprise:

- the Balance Sheet as at 31 March 2017;
- the Profit and Loss Account and Statement of Comprehensive Income for the year then ended; and
- the Statement of Changes in Equity for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

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

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

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

In addition, in light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we are required to report if we have identified any material misstatements in the Strategic Report and the Directors' Report. We have nothing to report in this respect.

#### **Other matters on which we are required to report by exception**

##### **Adequacy of accounting records and information and explanations received**

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

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

## Priorgate Limited

### Independent Auditors' Report to the members of Priorgate Limited (continued)

#### Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

#### Responsibilities for the financial statements and the audit

##### Our responsibilities and those of the directors

As explained more fully in the Statement of Directors' Responsibilities set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

##### What an audit of financial statements involves

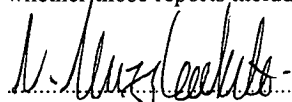
We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report. With respect to the Strategic Report and Directors' Report, we consider whether those reports include the disclosures required by applicable legal requirements.



Nick Muzzlewhite (Senior Statutory Auditor)

For and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

Bristol

Date: 18/07/17

## Priorgate Limited

### Profit and Loss Account for the Year Ended 31 March 2017

|                                                      | Note | 2017<br>£ 000     | 2016<br>£ 000     |
|------------------------------------------------------|------|-------------------|-------------------|
| <b>Turnover</b>                                      | 4    | 2,048             | 1,864             |
| Cost of sales                                        |      | <u>(1,750)</u>    | <u>(1,578)</u>    |
| <b>Gross profit</b>                                  |      | 298               | 286               |
| Administrative expenses                              |      | <u>(121)</u>      | <u>(119)</u>      |
| <b>Operating profit</b>                              | 5    | 177               | 167               |
| Interest receivable and similar income               | 6    | 1,533             | 1,588             |
| Interest payable and similar charges                 | 7    | <u>(1,226)</u>    | <u>(1,281)</u>    |
| <b>Profit on ordinary activities before taxation</b> |      | 484               | 474               |
| Tax on profit on ordinary activities                 | 8    | <u>(97)</u>       | <u>(95)</u>       |
| <b>Profit for the financial year</b>                 |      | <u><u>387</u></u> | <u><u>379</u></u> |

The above results were derived from continuing operations.

### Statement of Comprehensive Income for the Year Ended 31 March 2017

|                                                                  | Note | 2017<br>£ 000     | 2016<br>£ 000     |
|------------------------------------------------------------------|------|-------------------|-------------------|
| <b>Profit for the financial year</b>                             |      | <u>387</u>        | <u>379</u>        |
| <b>Other comprehensive income:</b>                               |      |                   |                   |
| Change in value of hedging instrument                            | 17   | (335)             | (511)             |
| Reclassifications to profit and loss                             | 17   | 656               | 684               |
| Deferred tax arising on unrealised movements on cash flow hedges | 8    | <u>(92)</u>       | <u>(109)</u>      |
| <b>Other comprehensive income for the year, net of tax</b>       |      | <u>229</u>        | <u>64</u>         |
| <b>Total comprehensive income for the year</b>                   |      | <u><u>616</u></u> | <u><u>443</u></u> |

The notes on pages 11 to 21 form an integral part of these financial statements.

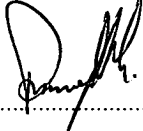
# Priorgate Limited

## Balance Sheet as at 31 March 2017

|                                                                | Note | 2017<br>£ 000   | 2016<br>£ 000   |
|----------------------------------------------------------------|------|-----------------|-----------------|
| <b>Current assets</b>                                          |      |                 |                 |
| Debtors: Amounts falling due after more than one year          | 9    | 19,375          | 20,266          |
| Debtors: Amounts falling due within one year                   | 11   | 1,177           | 1,163           |
| Cash at bank and in hand                                       |      | <u>2,026</u>    | <u>1,623</u>    |
|                                                                |      | 22,578          | 23,052          |
| <b>Creditors: Amounts falling due within one year</b>          | 12   | <u>(2,061)</u>  | <u>(1,570)</u>  |
| <b>Total assets less current liabilities</b>                   |      | 20,517          | 21,482          |
| <b>Creditors: Amounts falling due after more than one year</b> | 12   | <u>(22,309)</u> | <u>(23,738)</u> |
| <b>Net liabilities</b>                                         |      | <u>(1,792)</u>  | <u>(2,256)</u>  |
| <b>Capital and reserves</b>                                    |      |                 |                 |
| Called up share capital                                        | 14   | 10              | 10              |
| Cash flow hedge reserve                                        |      | (2,841)         | (3,070)         |
| Profit and loss account                                        |      | <u>1,039</u>    | <u>804</u>      |
| <b>Total equity</b>                                            |      | <u>(1,792)</u>  | <u>(2,256)</u>  |

**07 JUL 2017**

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

  
 .....  
 R G Sparks  
 Director

The notes on pages 11 to 21 form an integral part of these financial statements.

# Priorgate Limited

## Statement of Changes in Equity for the Year Ended 31 March 2017

|                               | Note | Called up<br>Share capital<br>£ 000 | Cash flow<br>hedge reserve<br>£ 000 | Profit and loss<br>account<br>£ 000 | Total equity<br>£ 000 |
|-------------------------------|------|-------------------------------------|-------------------------------------|-------------------------------------|-----------------------|
| At 1 April 2015               |      | 10                                  | (3,134)                             | 687                                 | (2,437)               |
| Profit for the financial year |      | -                                   | -                                   | 379                                 | 379                   |
| Other comprehensive income    |      | -                                   | 64                                  | -                                   | 64                    |
| Total comprehensive income    |      | -                                   | 64                                  | 379                                 | 443                   |
| Dividends                     | 15   | -                                   | -                                   | (262)                               | (262)                 |
| At 31 March 2016              |      | 10                                  | (3,070)                             | 804                                 | (2,256)               |

|                               | Note | Called up<br>Share capital<br>£ 000 | Cash flow<br>hedge reserve<br>£ 000 | Profit and loss<br>account<br>£ 000 | Total equity<br>£ 000 |
|-------------------------------|------|-------------------------------------|-------------------------------------|-------------------------------------|-----------------------|
| At 1 April 2016               |      | 10                                  | (3,070)                             | 804                                 | (2,256)               |
| Profit for the financial year |      | -                                   | -                                   | 387                                 | 387                   |
| Other comprehensive income    |      | -                                   | 229                                 | -                                   | 229                   |
| Total comprehensive income    |      | -                                   | 229                                 | 387                                 | 616                   |
| Dividends                     | 15   | -                                   | -                                   | (152)                               | (152)                 |
| At 31 March 2017              |      | 10                                  | (2,841)                             | 1,039                               | (1,792)               |

The notes on pages 11 to 21 form an integral part of these financial statements.

## **Priorgate Limited**

### **Notes to the Financial Statements for the Year Ended 31 March 2017**

#### **1 General information**

The company was formed as a special purpose vehicle to provide two serviced schools to Sheffield City Council, under a Private Finance Initiative ('PFI') contract, for the period to July 2030. The project met the target date for education services to commence in April 2005.

The company is a private company limited by shares and is incorporated and domiciled in England.

The address of its registered office is:

Third Floor  
Broad Quay House  
Prince Street  
Bristol  
BS1 4DJ

The company's functional and presentation currency is the pound sterling.

#### **2 Accounting policies**

##### **Summary of significant accounting policies and key accounting estimates**

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

##### **Statement of compliance**

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and the Companies Act 2006.

##### **Basis of preparation**

These financial statements are prepared on a going concern basis, under the historical cost convention, as modified by the revaluation of certain financial assets and liabilities measured at fair value through profit or loss.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

##### **Going concern**

Although the company's balance sheet reflects net liabilities, this is primarily caused by the recognition of derivative financial instruments at their fair values. These derivative financial instrument liabilities are unrealised and are part of hedging arrangements that help to reduce volatility in the company's cash flows over the duration of the PFI project. Having reviewed the company's projected profits and cash flows by reference to a financial model, that includes the impact of these instruments, the directors consider that the company will be able to settle its debts as they fall due and accordingly the financial statements have been prepared on a going concern basis.

## **Priorgate Limited**

### **Notes to the Financial Statements for the Year Ended 31 March 2017 (continued)**

#### **2 Accounting policies (continued)**

##### **Revenue recognition**

Revenue is measured at the fair value of the consideration received or receivable and represents the amount receivable for goods supplied or services rendered, net of returns, discounts and rebates allowed by the company and value added taxes.

The company recognises income when it has fully fulfilled its contractual obligations. The company includes sales and purchase transactions related to variations under the original contract where the benefits and risks are retained by the company, within the financial statements as turnover and operating costs.

Where appropriate, income received under the PFI contract in respect of services provided during the operational phase of the contract is deferred to future periods in order to match those elements of income with the costs to which they relate. The turnover and cost of sales are recorded in the profit and loss account in the period in which the relevant costs are incurred.

Transactions to which the company does not have access to all the significant benefits and risks are excluded from the financial statements.

##### **Finance debtor and interest receivable**

The company has elected to take the exemption under FRS 102 paragraph 35.10 (i) to continue to apply its previous accounting treatment in respect of Service Concession Arrangements entered into prior to the date of transition to FRS 102. The costs incurred in constructing the assets have been treated as a finance debtor. This treatment arose from applying the guidance within previous UK GAAP which indicated that the project's principal agreements transfer substantially all the risks and rewards relating to the property to the customer.

The finance debtor represents the costs arising on the construction of the assets including initial tender costs. During asset construction, finance debtor interest income is recognised on an accruals basis and is capitalised within the finance debtor receivable. Once the project reached its operational phase and was accepted by the customer a constant proportion of the planned net revenue arising from the project was allocated to remunerate the finance debtor. Imputed interest receivable is allocated to the finance debtor using a property specific rate to generate a constant rate of return over the life of the contract. Over the course of the contract term the finance debtor is expected to be fully repaid.

##### **Tax**

The tax expense for the period comprises current tax. Deferred tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

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

Deferred tax is recognised at tax rates that are expected to be applicable when the timing differences reverse, to the extent that such rates have been substantially enacted. Given the phased reduction in future tax rates in the UK, the deferred tax asset or liability recognised is therefore dependent upon an estimate of the timing of such reversals.

##### **Cash and cash equivalents**

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

## **Priorgate Limited**

### **Notes to the Financial Statements for the Year Ended 31 March 2017 (continued)**

#### **2 Accounting policies (continued)**

##### **Financial Instruments**

The company has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

##### ***(i) Financial assets***

Basic financial assets, including trade and other receivables, finance debtors, cash and bank balances, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

##### ***(ii) Financial liabilities***

Basic financial liabilities, including trade and other payables, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

## Priorgate Limited

### Notes to the Financial Statements for the Year Ended 31 March 2017 (continued)

#### 2 Accounting policies (continued)

##### *(iii) Offsetting*

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

##### *(iv) Derivatives and Hedging arrangements*

Derivatives, which may include interest rate swaps and RPI swaps, are not basic financial instruments.

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or income as appropriate, unless they are included in hedging arrangements.

The company applies hedge accounting for transactions entered into to manage the cash flow exposures of borrowings. Interest rate swaps are held to manage the interest rate exposures and are designated as cash flow hedges of floating rate borrowings.

Changes in the fair values of derivatives designated as cash flow hedges, and which are effective, are recognised directly in equity. Any ineffectiveness in the hedging relationship (being the excess of the cumulative change in fair value of the hedging instrument since inception of the hedge over the cumulative change in the fair value of the hedged item since inception of the hedge) is recognised in the profit and loss account.

The gain or loss recognised in other comprehensive income is reclassified to the profit and loss account in the same period in which the hedged transaction is recognised in the profit and loss account or when the hedge relationship ends. Hedge accounting is discontinued when the hedging instrument expires, no longer meets the hedging criteria, the forecast transaction is no longer highly probable, the hedged debt instrument is derecognised or the hedging instrument is terminated.

##### **Share capital**

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

##### **Dividends**

Dividend distribution to the company's shareholders is recognised as a liability in the financial statements in the reporting period in which the dividends are declared.

##### **Exemptions for qualifying entities under FRS 102**

FRS 102 allows a qualifying entity certain disclosure exemptions. The exemptions which the company has taken are:

- (i) the requirement to prepare a statement of cash flows;
- (ii) certain financial instrument disclosures providing equivalent disclosures are included in the consolidated financial statements of the group in which the entity is consolidated;
- (iii) the requirement to disclose related party transactions, with the members of the same group, that are wholly owned.

## Priorgate Limited

### Notes to the Financial Statements for the Year Ended 31 March 2017 (continued)

#### 3 Critical accounting judgements and estimation uncertainty

Judgements, estimates and associated assumptions are based upon historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying values of assets and liabilities that are not readily available from other sources. Actual results may subsequently differ from these estimates.

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

Certain critical accounting judgements, adopted by management, in applying the company's accounting policies are described below:

##### Finance Debtor

The company has elected to continue to apply its previous accounting treatment in respect of service concession arrangements entered into prior to the date of transition to FRS 102. This has resulted in the measurement of the finance debtor being different from that which would have resulted had the requirements of FRS 102 Section 34 been fully adopted. The accounting for service concession contracts and finance debtors requires estimation of service margins, finance debtors interest rates and associated amortisation profile which are based on the forecast results of the PFI contracts over the respective concession length. See notes 9 and 11 for the carrying value of the finance debtor.

##### Impairment of debtors

Management makes an estimate of the likely recoverable value of trade and other debtors by considering factors including the current credit rating, the ageing profile and the historic experience of the respective debtor. See note 11 for the carrying value of the debtors.

##### Treatment and Measurement of derivatives

The directors have adopted a policy of cash flow hedge accounting for derivative financial instruments and have assessed that the company's interest rate swaps meet the criteria for hedge accounting under FRS 102. This allows unrealised gains and losses to be deferred in a cash flow hedge reserve and only recognised through the profit and loss account at the same time as the hedged cash flows.

The derivative financial instruments are recognised at fair value. The measurement of fair value is based on estimates of future market interest and inflation rates and will therefore be subject to change. The company has used a third party expert to assist with valuing such instruments.

##### Taxation

The assessment of the tax charge may include uncertain tax positions where the tax treatment has not yet been agreed with the taxation authorities. Management make an estimate of the taxation charge for the period and the value of balances, with reference to legislation, discussions with taxation authorities, advice from taxation advisors, and the determination of similar taxation cases.

Deferred tax is recognised at tax rates that are expected to be applicable when the timing differences reverse, to the extent that such rates have been substantially enacted. Given the phased reduction in future tax rates in the UK, the deferred tax asset or liability recognised is therefore dependent upon an estimate of the timing of such reversals.

## Priorgate Limited

### Notes to the Financial Statements for the Year Ended 31 March 2017 (continued)

#### 4 Turnover

The company has been engaged solely in continuing activities in a single class of business within the United Kingdom.

#### 5 Operating profit

The company had no employees, other than the directors, during the year (2016: none). The emoluments of the directors are paid by the controlling parties. The directors services to this company and to a number of fellow group companies are primarily of a non executive nature and their emoluments are deemed to be wholly attributable to the controlling parties. The controlling parties charged £19,973 (2016: £20,000) to the company in respect of these services.

The audit fee in respect of the company was £8,405 for the year (2016: £10,143). These include costs which are not passed on for the Priorgate Holdings Limited £1,051 for the year (2016: £1,025).

#### 6 Interest receivable and similar income

|                                               | 2017<br>£ 000 | 2016<br>£ 000 |
|-----------------------------------------------|---------------|---------------|
| Imputed interest receivable on finance debtor | 1,528         | 1,580         |
| Interest income on bank deposits              | <u>5</u>      | <u>8</u>      |
|                                               | <u>1,533</u>  | <u>1,588</u>  |

#### 7 Interest payable and similar charges

|                                                   | 2017<br>£ 000 | 2016<br>£ 000 |
|---------------------------------------------------|---------------|---------------|
| Interest on bank borrowings                       | 256           | 283           |
| Interest rate swap costs                          | 656           | 684           |
| Other finance costs                               | 8             | 7             |
| Interest payable on loans from group undertakings | <u>306</u>    | <u>307</u>    |
|                                                   | <u>1,226</u>  | <u>1,281</u>  |

#### 8 Tax on profit on ordinary activities

##### (a) Tax expense included in profit or loss

|                                      | 2017<br>£ 000 | 2016<br>£ 000 |
|--------------------------------------|---------------|---------------|
| <b>Current taxation</b>              |               |               |
| UK corporation tax                   | <u>97</u>     | <u>95</u>     |
| Tax on profit on ordinary activities | <u>97</u>     | <u>95</u>     |

## Priorgate Limited

### Notes to the Financial Statements for the Year Ended 31 March 2017 (continued)

#### 8 Taxation (continued)

##### (b) Tax relating to items recognised in other comprehensive income or equity

|                                                             | 2017<br>£ 000 | 2016<br>£ 000 |
|-------------------------------------------------------------|---------------|---------------|
| <b>Deferred tax</b>                                         |               |               |
| Arising from origination and reversal of timing differences | 55            | 31            |
| Arising from changes in tax rates and laws                  | 37            | 78            |
| Total tax expense included in other comprehensive income    | <u>92</u>     | <u>109</u>    |

##### (c) Reconciliation of tax charge

The tax on profit on ordinary activities for the year is the same as the standard rate of corporation tax in the UK (2016: the same as the standard rate of corporation tax in the UK) of 20% (2016: 20%).

The differences are reconciled below:

|                                               | 2017<br>£ 000 | 2016<br>£ 000 |
|-----------------------------------------------|---------------|---------------|
| Profit on ordinary activities before taxation | <u>484</u>    | <u>474</u>    |
| Corporation tax at standard rate              | <u>97</u>     | <u>95</u>     |
| Total tax charge                              | <u>97</u>     | <u>95</u>     |

##### (d) Tax rate changes

Changes to the UK corporation tax rates were substantively enacted as part of Finance Bill 2015 (on 26 October 2015) and Finance Bill 2016 (on 7 September 2016). These include reductions to the main rate to reduce the rate to 19% from 1 April 2017 and to 17% from 1 April 2020.

# Priorgate Limited

## Notes to the Financial Statements for the Year Ended 31 March 2017 (continued)

### 9 Debtors: Amounts falling due after more than one year

|                     | 2017<br>£ 000 | 2016<br>£ 000 |
|---------------------|---------------|---------------|
| Finance debtor      | 18,793        | 19,592        |
| Deferred tax assets | 582           | 674           |
|                     | <u>19,375</u> | <u>20,266</u> |

### 10 Deferred tax asset

|                                      | Deferred tax<br>£ 000 |
|--------------------------------------|-----------------------|
| At 1 April 2016                      | 674                   |
| Charge to other comprehensive income | (92)                  |
| At 31 March 2017                     | <u>582</u>            |

The deferred tax asset consists of the following assets:

|                                     | 2017<br>£ 000 | 2016<br>£ 000 |
|-------------------------------------|---------------|---------------|
| Fair value of financial instruments | <u>582</u>    | <u>674</u>    |

### 11 Debtors: Amounts falling due within one year

|                                | 2017<br>£ 000 | 2016<br>£ 000 |
|--------------------------------|---------------|---------------|
| Trade debtors                  | 4             | -             |
| Finance debtor                 | 800           | 729           |
| Prepayments and accrued income | 373           | 434           |
|                                | <u>1,177</u>  | <u>1,163</u>  |

# Priorgate Limited

## Notes to the Financial Statements for the Year Ended 31 March 2017 (continued)

### 12 Creditors

|                                                     | Note | 2017<br>£ 000 | 2016<br>£ 000 |
|-----------------------------------------------------|------|---------------|---------------|
| <b>Amounts falling due within one year</b>          |      |               |               |
| Senior debt                                         | 13   | 869           | 831           |
| Subordinated debt                                   | 13   | 52            | -             |
| Trade creditors                                     |      | 115           | 6             |
| Amounts owed to group undertakings                  |      | 127           | 128           |
| Other taxation and social security                  |      | 120           | 130           |
| Accruals and deferred income                        |      | 772           | 463           |
| Group relief                                        |      | 6             | 12            |
|                                                     |      | <u>2,061</u>  | <u>1,570</u>  |
| <b>Amounts falling due after more than one year</b> |      |               |               |
| Senior debt                                         | 13   | 13,458        | 14,328        |
| Subordinated debt                                   | 13   | 2,205         | 2,257         |
| Accruals and deferred income                        |      | 3,223         | 3,409         |
| Derivative financial instruments                    | 17   | 3,423         | 3,744         |
|                                                     |      | <u>22,309</u> | <u>23,738</u> |

### 13 Loans and borrowings

|                                                                    | 2017<br>£ 000 | 2016<br>£ 000 |
|--------------------------------------------------------------------|---------------|---------------|
| <b>Loans and borrowings falling due within one year</b>            |               |               |
| Senior debt                                                        | 869           | 831           |
| Subordinated debt                                                  | 52            | -             |
|                                                                    | <u>921</u>    | <u>831</u>    |
| <b>Loans and borrowings falling due between one and five years</b> |               |               |
| Senior debt                                                        | 4,039         | 3,782         |
| Subordinated debt                                                  | 319           | 292           |
|                                                                    | <u>4,358</u>  | <u>4,074</u>  |

## Priorgate Limited

### Notes to the Financial Statements for the Year Ended 31 March 2017 (continued)

#### 13 Loans and borrowings (continued)

|                                                                    | 2017<br>£ 000 | 2016<br>£ 000 |
|--------------------------------------------------------------------|---------------|---------------|
| <b>Loans and borrowings falling due after more than five years</b> |               |               |
| Senior debt                                                        | 9,419         | 10,546        |
| Subordinated debt                                                  | <u>1,885</u>  | <u>1,965</u>  |
|                                                                    | <u>11,304</u> | <u>12,511</u> |

The senior debt is repayable in semi-annual instalments, by August 2028, with principal repayments having commenced in March 2006. The senior debt is secured by way of a first fixed and floating charge over the finance debtor asset. The only derivative financial instrument held is the interest rate swap which converts the variable interest rate, linked to LIBOR, to a fixed rate of 5.3225%. The fair value of this class of derivative financial instruments at 31 March 2017 is (£3,422,685) (2016: (£3,744,331)).

The subordinated loan note repayments commenced in March 2006. The repayment of the subordinated loan notes was accelerated in the year ended 31 March 2011 by the payment of £250,000 of the outstanding principal. As such the next repayment is not now due until the year ending March 2018. These loan notes are subordinated to the right of payment of senior debt providers with an interest rate fixed at 13.29% per annum.

All other amounts owed to or owed by group undertakings are interest free, unsecured and repayable on demand.

#### 14 Share capital

##### Allotted, called up and fully paid shares

|                            | 2017      |           | 2016      |           |
|----------------------------|-----------|-----------|-----------|-----------|
|                            | No. 000   | £ 000     | No. 000   | £ 000     |
| Ordinary shares of £1 each | <u>10</u> | <u>10</u> | <u>10</u> | <u>10</u> |

#### 15 Dividends

|                                                            | 2017<br>£ 000 | 2016<br>£ 000 |
|------------------------------------------------------------|---------------|---------------|
| Dividends paid of £15.17 (2016: £26.20) per ordinary share | <u>152</u>    | <u>262</u>    |

#### 16 Related party transactions

As a wholly owned subsidiary of Semperian PPP Investment Partners Holdings Limited, the company has taken advantage of the exemption under FRS 102 - paragraph 33.1A of the requirement to disclose transactions between it and other group companies.

## Priorgate Limited

### Notes to the Financial Statements for the Year Ended 31 March 2017 (continued)

#### 17 Financial instruments

##### Fair value of derivatives used for hedging in the Balance Sheet

|                                                     | 2017<br>£ 000  | 2016<br>£ 000  |
|-----------------------------------------------------|----------------|----------------|
| Creditors: due after one year - Fair value of swaps | (3,423)        | (3,744)        |
| Net Fair value of swaps in the Balance Sheet        | <u>(3,423)</u> | <u>(3,744)</u> |

##### Movement in Fair value of derivatives used for hedging

|                                               | 2017<br>£ 000 | 2016<br>£ 000 |
|-----------------------------------------------|---------------|---------------|
| Recognised through Other Comprehensive Income | 321           | 173           |
|                                               | <u>321</u>    | <u>173</u>    |

The company has entered into an interest rate swap to receive interest at LIBOR and pay interest at a fixed 5.3225%. The swap is based on the current notional principal amount of £13,400,000, which reduces in line with the principal amount of the company's sterling Senior loan facilities, and matures in 2028 on the same date as the Senior loans.

The instrument is used to hedge the company's exposure to interest rate movements on the Senior loan facility. The fair value of the interest rate swap is £3,422,685 (2016: £3,744,331).

Cash flows on both the loan and the interest rate swaps are paid quarterly until 2028. During 2017, a hedging loss of £335,000 (2016: £510,000) was recognised in other comprehensive income for changes in the fair value of the interest rate swap and £655,810 (2016: £683,616) was reclassified from the hedge reserve to profit and loss within interest payable.

#### 18 Parent and ultimate parent undertaking

The company's immediate parent is Priorgate Holdings Limited, incorporated in England and Wales.

The ultimate parent and controlling party is Semperian PPP Investment Partners Holdings Limited, incorporated in Jersey. The smallest group and largest group to consolidate these financial statements is Semperian PPP Investment Partners Holdings Limited. These financial statements are available upon request from the Company Secretary at Third Floor, Broad Quay House, Prince Street, Bristol, BS1 4DJ.