

# **Affinity Healthcare Holdings Limited**

## **Annual Report and Unaudited Financial Statements**

**for the Year Ended 31 December 2016**

**Registration number: 05305312**

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# **Affinity Healthcare Holdings Limited**

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# **Affinity Healthcare Holdings Limited**

## **Company Information**

|                          |   |
|--------------------------|---|
| <b>Directors</b>         | Trevor Torrington<br>Nigel Myers                        |
| <b>Company secretary</b> | David Hall  |
| <b>Registered office</b> | Fifth Floor<br>80 Hammersmith Road<br>London<br>W14 8UD |

# **Affinity Healthcare Holdings Limited**

## **Strategic Report for the Year Ended 31 December 2016**

The directors present their strategic report for the year ended 31 December 2016.

### **Fair review of the business**

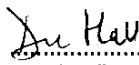
The results for the year are set out in the profit and loss account on page 5 and the position of the company as at the year end is set out in the balance sheet on page 7.

Given the straightforward nature of the business, the company's directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the business. The development, performance and position of Partnerships in Care UK 1 Limited, an intermediate parent of the company, is discussed in the group's financial statements which includes the company and does not form part of this report.

### **Principal risks and uncertainties**

From the perspective of the company, the principal risks and uncertainties are integrated with the principal risks of the group and are not managed separately. Accordingly, the principle risks and uncertainties of Partnerships in Care UK 1 Limited, which include those of the company, are discussed in the group's financial statements which do not form part of this report.

Approved by the Board on 22 September 2017 and signed on its behalf by:

  
.....  
David Hall  
Company secretary

# **Affinity Healthcare Holdings Limited**

## **Directors' Report for the Year Ended 31 December 2016**

The directors present their report and the unaudited financial statements for the year ended 31 December 2016.

### **Principal activity**

The principal activity of the company is to act as an investment holding company.

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

The directors, who held office during the year and up to the date of signing the financial statements were as follows:

Tom Riall (resigned 30 November 2016)

Mark Moran (resigned 1 March 2016)

Trevor Torrington (appointed 30 November 2016)

Nigel Myers (appointed 30 November 2016)

### **Dividends**

The directors do not recommend the payment of a final dividend (2015: £nil). No dividends were paid during the year (2015: £nil).

### **Financial instruments**

The company's operations mean that it is exposed to a variety of financial risks that include the effects of changes in credit risk, liquidity risk and interest rate risk. The directors monitor the risks in order to limit the adverse effects on the financial performance by reviewing levels of debt finance and the related finance costs, however these are integrated with the risks of the group and not managed separately. Accordingly, the financial risk management policies of Partnerships in Care UK 1 Limited, which include those of the company, are discussed in the group's financial statements which do not form part of this report.

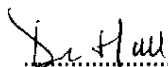
### **Future developments**

The future developments of the company are aligned to the strategy of the UK group, headed by Partnerships in Care UK 1 Limited. The group's strategy for the future development of the business is included in the group's financial statements, which do not form part of this report.

### **Going concern**

The intermediate parent company, Partnerships in Care UK 1 Limited, has confirmed that it will continue to provide financial support to the company for the foreseeable future and for at least twelve months from the date of approval of these financial statements. Accordingly the financial statements have been prepared on the going concern basis.

Approved by the Board on 22 September 2017 and signed on its behalf by:

  
.....  
David Hall  
Company secretary

## **Affinity Healthcare Holdings Limited**

### **Statement of Directors' Responsibilities**

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 'Reduced Disclosure Framework' ('FRS 101'). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether FRS 101 has 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.

## Affinity Healthcare Holdings Limited

### Profit and Loss Account for the Year Ended 31 December 2016

|                                      | Note | 2016<br>£ 000 | 2015<br>£ 000  |
|--------------------------------------|------|---------------|----------------|
| Turnover                             |      | -             | -              |
| Operating profit/(loss)              |      | -             | -              |
| Profit/(loss) before tax             |      | -             | -              |
| Tax on profit on ordinary activities | 5    | (721)         | (1,052)        |
| Loss for the year                    |      | <u>(721)</u>  | <u>(1,052)</u> |

The above results were derived from continuing operations.

The notes on pages 9 to 15 form an integral part of these financial statements.

## **Affinity Healthcare Holdings Limited**

### **Statement of Comprehensive Income for the Year Ended 31 December 2016**

|   | <b>Note</b> | <b>2016<br/>£ 000</b> | <b>2015<br/>£ 000</b> |
|---|-------------|-----------------------|-----------------------|
| Loss for the year                       |             | <u>(721)</u>          | <u>(1,052)</u>        |
| Total comprehensive income for the year |             | <u><u>(721)</u></u>   | <u><u>(1,052)</u></u> |

The notes on pages 9 to 15 form an integral part of these financial statements.



# Affinity Healthcare Holdings Limited

## (Registration number: 05305312) Balance Sheet as at 31 December 2016


|   | Note | 2016<br>£ 000  | 2015<br>£ 000  |
|---|------|----------------|----------------|
| <b>Fixed assets</b>                                   |      |                |                |
| Investments   | 6    | 3,634          | 3,634          |
| <b>Current assets</b>                                 |      |                |                |
| Debtors   | 7    | 50,550         | 51,602         |
| <b>Creditors:</b> Amounts falling due within one year | 8    | <u>(721)</u>   | <u>(1,052)</u> |
| <b>Net current assets</b>                             |      | <u>49,829</u>  | <u>50,550</u>  |
| <b>Net assets</b>                                     |      | <u>53,463</u>  | <u>54,184</u>  |
| <b>Capital and reserves</b>                           |      |                |                |
| Called up share capital                               | 9    | 3,721          | 3,721          |
| Share premium reserve                                 |      | 57,596         | 57,596         |
| Profit and loss account                               |      | <u>(7,854)</u> | <u>(7,133)</u> |
| Shareholders' funds                                   |      | <u>53,463</u>  | <u>54,184</u>  |

For the financial year ending 31 December 2016 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

### Directors' responsibilities:

- The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476; and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

Approved by the Board on 22 September 2017 and signed on its behalf by:

.....  
  
Nigel Myers  
Director

The notes on pages 9 to 15 form an integral part of these financial statements.

## Affinity Healthcare Holdings Limited

### Statement of Changes in Equity for the Year Ended 31 December 2016

|                            | Share capital<br>£ 000 | Share<br>premium<br>£ 000 | Retained<br>earnings<br>£ 000 | Total<br>£ 000 |
|----------------------------|------------------------|---------------------------|-------------------------------|----------------|
| At 1 January 2016          | 3,721                  | 57,596                    | (7,133)                       | 54,184         |
| Loss for the year          | -                      | -                         | (721)                         | (721)          |
| Total comprehensive income | -                      | -                         | (721)                         | (721)          |
| At 31 December 2016        | 3,721                  | 57,596                    | (7,854)                       | 53,463         |

|                            | Share capital<br>£ 000 | Share<br>premium<br>£ 000 | Retained<br>earnings<br>£ 000 | Total<br>£ 000 |
|----------------------------|------------------------|---------------------------|-------------------------------|----------------|
| At 1 January 2015          | 3,721                  | 57,596                    | (6,081)                       | 55,236         |
| Loss for the year          | -                      | -                         | (1,052)                       | (1,052)        |
| Total comprehensive income | -                      | -                         | (1,052)                       | (1,052)        |
| At 31 December 2015        | 3,721                  | 57,596                    | (7,133)                       | 54,184         |

The notes on pages 9 to 15 form an integral part of these financial statements.

# **Affinity Healthcare Holdings Limited**

## **Notes to the Unaudited Financial Statements for the Year Ended 31 December 2016**

### **1 General information**

The company is a private company limited by share capital incorporated and domiciled in United Kingdom.

The address of its registered office is:

Fifth Floor  
80 Hammersmith Road  
London  
W14 8UD  
United Kingdom

These financial statements were authorised for issue by the Board on 22 September 2017.

### **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.

#### **Basis of preparation**

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework.

The financial statements are presented in sterling, rounded to the nearest thousand.

#### **Summary of disclosure exemptions**

FRS 101 sets out a reduced disclosure framework for a "qualifying entity" as defined in the standard which addresses the financial reporting requirements and disclosure exemptions in the individual financial statements of qualifying entities that otherwise apply the recognition, measurement and disclosure requirements of EU-adopted IFRS.

The Company is a qualifying entity for the purposes of FRS 101. Note 10 gives details of the Company's ultimate parent and from where its consolidated financial statements prepared in accordance with IFRS may be obtained.

The principle disclosure exemptions adopted by the Company in accordance with FRS 101 are as follows:

- Statement of cash flows;
- IFRS 7 financial instrument disclosures;
- IAS 1 information on management of capital;
- IAS 8 disclosures in respect of new standards and interpretations that have been issued but which are not yet effective;
- IAS 24 disclosure of key management personnel compensation;
- IAS 24 disclosures in respect of related party transactions entered into between fellow group companies (the company had no other related party transactions); and
- Roll-forward reconciliations in respect of share capital (IAS 1).

# **Affinity Healthcare Holdings Limited**

## **Notes to the Unaudited Financial Statements for the Year Ended 31 December 2016 (continued)**

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

#### **Going concern**

The financial statements have been prepared on a going concern basis. The intermediate parent company, Partnerships in Care UK 1 Limited, has confirmed that it will continue to provide financial support to the company for the foreseeable future and for at least 12 months from the date of approval of these financial statements. Accordingly the financial statements have been prepared on the going concern basis.

#### **Exemption from preparing group accounts**

The financial statements contain information about Affinity Healthcare Holdings Limited as an individual company and do not contain consolidated financial information as the parent of a group.

The company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its parent, Partnerships in Care UK 1 Limited, a company incorporated in United Kingdom.

#### **Changes in accounting policy**

None of the standards, interpretations and amendments effective for the first time from 1 January 2016 have had a material effect on the financial statements.

#### **Tax**

The tax expense for the period comprises current tax. 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.

Payment is generally made for group relief at the current tax rate at the time of first estimating the tax provision. To the extent that amendments are subsequently made to the group relief plan, there is generally no payment or receipt in respect of the change.

#### **Investments**

Investments in securities are classified on initial recognition as available-for-sale and are carried at fair value, except where their fair value cannot be measured reliably, in which case they are carried at cost, less any impairment.

Unrealised holding gains and losses other than impairments are recognised in other comprehensive income. On maturity or disposal, net gains and losses previously deferred in accumulated other comprehensive income are recognised in income.

Interest income on debt securities, where applicable, is recognised in income using the effective interest method. Dividends on equity securities are recognised in income when receivable.

#### **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.

## **Affinity Healthcare Holdings Limited**

### **Notes to the Unaudited Financial Statements for the Year Ended 31 December 2016 (continued)**

#### **3 Critical accounting judgements and key sources of estimation uncertainty**

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period then ended. Management bases its estimates on historical experience and various other assumptions that are considered to be reasonable in the particular circumstances. Actual results may differ from these estimates.

Estimates are used in accounting for allowances for uncollected receivables, depreciation, taxes and contingencies. Estimates and assumptions are reviewed periodically and the effects of the revision are reflected in the financial statements in the period that an adjustment is determined to be required.

Significant accounting judgements have been applied with respect to the valuation of deferred tax assets. Deferred tax assets and liabilities require management judgement in determining the amounts to be recognised. In particular, judgement is used when assessing the extent to which deferred tax assets should be recognised with consideration given to the timing and level of future taxable income.

#### **4 Directors' remuneration**

The costs relating to the directors' services have been borne by Priory Central Services Limited, a fellow group company. No amounts (2015: £nil) have been recharged to the company in respect of the directors' services and the directors do not believe that it is practical to allocate these costs between group companies. The company had no employees (2015: nil).

## Affinity Healthcare Holdings Limited

### Notes to the Unaudited Financial Statements for the Year Ended 31 December 2016 (continued)

#### 5 Income tax

Tax charged/(credited) in the profit and loss account

|                         | 2016<br>£ 000 | 2015<br>£ 000 |
|-------------------------|---------------|---------------|
| <b>Current taxation</b> |               |               |
| UK corporation tax      | <u>721</u>    | <u>1,052</u>  |

The tax on profit before tax for the year is lower than the standard rate of corporation tax in the UK (2015 - lower than the standard rate of corporation tax in the UK) of 20% (2015 - 20.25%).

The differences are reconciled below:

|   | 2016<br>£ 000 | 2015<br>£ 000 |
|---|---------------|---------------|
| Profit/(loss) before tax                              | <u>-</u>      | <u>-</u>      |
| Corporation tax at standard rate                      | -             | -             |
| Increase (decrease) from transfer pricing adjustments | <u>721</u>    | <u>1,052</u>  |
| Total tax charge                                      | <u>721</u>    | <u>1,052</u>  |

The standard rate of corporation tax in the UK changed from 21% to 20% with effect from 1 April 2015. Accordingly, the company's profits for this accounting year are taxed at an effective rate of 20.00% (2015: 20.25%).

## Affinity Healthcare Holdings Limited

### Notes to the Unaudited Financial Statements for the Year Ended 31 December 2016 (continued)

#### 6 Investments

| <b>Subsidiaries</b>      | <b>£ 000</b> |
|--------------------------|--------------|
| <b>Cost or valuation</b> |              |
| At 1 January 2016        | 3,634        |
| At 31 December 2016      | 3,634        |
| <b>Carrying amount</b>   |              |
| At 31 December 2016      | 3,634        |
| At 31 December 2015      | 3,634        |

Included within investments is £603,000 of deep discounted bonds issued by Affinity Healthcare Limited.

Details of the subsidiaries as at 31 December 2016 are as follows:

| Name of subsidiary                         | Principal activity | Country of incorporation and principal place of business | Proportion of ownership interest and voting rights held |      |
|--|--------------------|--|---|------|
|  |                    |  | 2016  | 2015 |
| Affinity Healthcare Limited*               | Holding company    | United Kingdom   | 100%  | 100% |
| Affinity Hospitals Holdings Limited        | Holding company    | United Kingdom   | 100%  | 100% |
| Affinity Hospitals Group Limited           | Holding company    | United Kingdom   | 100%  | 100% |
| Affinity Hospitals Limited                 | Holding company    | United Kingdom   | 100%  | 100% |
| Cheadle Royal Healthcare Limited           | Care delivery      | United Kingdom   | 100%  | 100% |
| Middleton St George Healthcare Limited     | Care delivery      | United Kingdom   | 100%  | 100% |
| Cheadle Royal Hospital Limited             | Non trading        | United Kingdom   | 100%  | 100% |
| Cheadle Royal Residential Services Limited | Non trading        | United Kingdom   | 100%  | 100% |

\* indicates directly held subsidiary

## Affinity Healthcare Holdings Limited

### Notes to the Unaudited Financial Statements for the Year Ended 31 December 2016 (continued)

#### 7 Trade and other debtors

|                                       | 2016<br>£ 000 | 2015<br>£ 000 |
|---------------------------------------|---------------|---------------|
| Debtors from related parties          | 50,550        | 51,602        |
| Total current trade and other debtors | 50,550        | 51,602        |

Debtors from related parties are unsecured, non-interest bearing and repayable on demand.

#### 8 Creditors: amounts falling due within one year

|                      | 2016<br>£ 000 | 2015<br>£ 000 |
|----------------------|---------------|---------------|
| Income tax liability | 721           | 1,052         |

#### 9 Share capital

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

|                              | No. 000 | 2016<br>£ 000 | No. 000 | 2015<br>£ 000 |
|------------------------------|---------|---------------|---------|---------------|
| A ordinary shares of £1 each | 701     | 701           | 701     | 701           |
| B ordinary shares of £1 each | 3,000   | 3,000         | 3,000   | 3,000         |
| C ordinary shares of £1 each | 10      | 10            | 10      | 10            |
| D ordinary shares of £1 each | 10      | 10            | 10      | 10            |
|                              | 3,721   | 3,721         | 3,721   | 3,721         |

##### Rights, preferences and restrictions

A, B, C and D ordinary shares have the following rights, preferences and restrictions:  
All shares rank pari passu in all respects.



## **Affinity Healthcare Holdings Limited**

### **Notes to the Unaudited Financial Statements for the Year Ended 31 December 2016 (continued)**

#### **10 Parent and ultimate parent undertaking**

*The company's immediate parent is Priory New Investments No.3 Limited.*

The ultimate parent is Acadia Healthcare Company Inc..

The parent of the largest group in which these financial statements are consolidated is Acadia Healthcare Company Inc., incorporated in the United States of America. The address of Acadia Healthcare Company Inc. is 830 Crescent Centre Drive, Suite 610, Franklin, TN 37067, United States of America.

The parent of the smallest group in which these financial statements are consolidated is Partnerships in Care UK 1 Limited, incorporated in the United Kingdom. The address of Partnerships in Care UK 1 Limited is Fifth Floor, 80 Hammersmith Road, London, W14 8UD, United Kingdom.