

Priory Education Services Limited  
Annual report and financial statements  
for the year ended 31 December 2015

Registered number: 6244880

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Priory Education Services Limited  
Annual report and financial statements  
for the year ended 31 December 2015  
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# **Priory Education Services Limited**

## **Strategic report for the year ended 31 December 2015**

The directors present their strategic report on Priory Education Services Limited for the year ended 31 December 2015.

### **Principal activities**

The principal activity of the company is the provision of specialist education and care for children who have emotional and behavioural difficulties, autistic spectrum disorders, Asperger's Syndrome and dyslexia.

### **Business review**

The results for the year are set out in the profit and loss account on page 7 and the position of the company as at the year end is set out in the balance sheet on page 8.

As the company is focussed on the education sector, the performance of the company can be impacted by external factors. The principal factors are changes in the UK government's policy towards outsourcing of education, changes in the regulatory regime and competitive threats from other independent providers. Management uses a range of financial and non-financial indicators to manage the business. These are derived from all areas of the business and include sales growth by unit, occupancy and achieved profit margins. Gross profit margins have decreased from 9.7% in 2014 to 9.2% in 2015.

During the year, a charge of £3,748,000 (2014: £392,000) was recognised in respect of operating exceptional items as noted in note 2.

Further information regarding the operations and key performance indicators of the group are set out in the directors' report of Priory Group No. 1 Limited.

The company's management is committed to a continued growth strategy.

### **Key performance indicators**

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 Priory Group No. 1 Limited, the ultimate parent of the company, is discussed in the group's financial statements which includes the company and does not form part of this report.

### **Financial risk management**

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 Priory Group No. 1 Limited, which include those of the company, are discussed in the group's financial statements which do 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 principal risks and uncertainties of Priory Group No. 1 Limited, which include those of the company, are discussed in the group's financial statements which do not form part of this report.

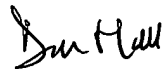
# **Priory Education Services Limited**

## **Strategic report for the year ended 31 December 2015 (continued)**

### **Future developments**

The future developments of the company are aligned to the strategy of the Priory Group, headed by Priory Group No. 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.

By order of the board



David Hall

**Company Secretary**

29 February 2016

# **Priory Education Services Limited**

## **Directors' report for the year ended 31 December 2015**

The directors present their annual report and the audited financial statements of the company for the year ended 31 December 2015.

This report should be read in conjunction with the strategic report, which contains disclosures regarding future developments and financial risk management.

### **Dividends**

The directors do not propose the payment of a dividend (2014: £nil).

### **Directors**

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

M Franzidis (resigned 7 January 2015)  
H Sharpe (resigned 31 January 2015)  
T Riall  
J Lock (resigned 1 April 2015)  
M Moran (appointed 1 April 2015)

In accordance with the articles of association, no directors retire by rotation.

### **Employees**

The directors recognise that the continued position of the company in the education sector depends on the quality and motivation of its employees and as such the company is committed to pursue employment policies which will continue to attract, retain and motivate its employees.

Good and effective employee communications are particularly important, and throughout the business it is the directors' policy to promote the understanding by all employees of the company's business aims and performance. This is achieved through internal publications, presentations on performance and a variety of other approaches appropriate for a particular location. Employees are consulted on issues through workshops, which are run regularly across the group.

The directors believe that it is important to recruit and retain capable and caring staff regardless of their sex, marital status, race or religion. It is the company's policy to give full and fair consideration to applications for employment from people who are disabled, to continue wherever possible the employment of and to arrange appropriate training for, employees who become disabled and to provide equal opportunities for the career development, training and promotion of disabled employees.

### **Independent auditors**

The independent auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office.

# Priory Education Services Limited

## Directors' report for the year ended 31 December 2015 (continued)

### Provision of information to auditors

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

- so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditors in connection with preparing their report and to establish that the company's auditors are aware of that information.

### Statement of directors' responsibilities

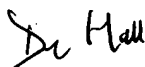
The directors are responsible for preparing the strategic report, the directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards), including Financial Reporting Standard 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 then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- State whether applicable United Kingdom Accounting Standards, including FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- Notify its shareholders in writing about the use of disclosure exemptions, if any, of FRS 101 used in the preparation of the financial statements; and
- Prepare the financial statements on a 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.

By order of the board



David Hall  
Company Secretary  
29 February 2016

Fifth Floor  
80 Hammersmith Road  
London  
England  
W14 8UD

# **Priory Education Services Limited**

## **Independent auditors' report to the members of Priory Education Services Limited**

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

#### **Our opinion**

In our opinion, Priory Education Services Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 December 2015 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.

This opinion is to be read in the context of what we say in the remainder of this report.

#### **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 December 2015;
- the profit and loss account for the year then ended;
- the statement of changes in equity for the year then ended;
- the statement of accounting policies; and
- the notes to the financial statements, which include other explanatory information.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 "Reduced Disclosure Framework".

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 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.

#### **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.

##### **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.

# Priory Education Services Limited

## Independent auditors' report to the members of Priory Education Services Limited (continued)

### 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 & 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.



Arif Ahmad (Senior Statutory Auditor)

For and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

Newcastle Upon Tyne

29 February 2016



# Priory Education Services Limited

## Profit and loss account for the year ended 31 December 2015

	Note	2015 £'000	2014 £'000
<b>Turnover</b>	1	<b>88,477</b>	83,184
Cost of sales		<b>(80,308)</b>	(75,140)
<b>Gross profit</b>		<b>8,169</b>	8,044
Administrative expenses (including net operating exceptional costs of £3,748,000; 2014: £392,000)	2	<b>(7,490)</b>	(4,102)
<b>Operating profit</b>		<b>679</b>	3,942
Interest payable and similar charges	5	<b>(3,289)</b>	(3,264)
<b>(Loss)/profit on ordinary activities before taxation</b>	2	<b>(2,610)</b>	678
Tax on (loss)/profit on ordinary activities	6	<b>510</b>	(830)
<b>Loss for the financial year</b>		<b>(2,100)</b>	(152)

The results for the current and prior financial year derive from continuing activities.


There is no other comprehensive income/(expense) for the current or prior financial year.

# Priory Education Services Limited

## Balance sheet as at 31 December 2015

	Note	2015 £'000	Restated 2014 £'000
<b>Fixed assets</b>			
Investments	7	12,912	12,689
Intangible assets	8	26,584	26,584
Property, plant and equipment	9	60,770	63,575
		<b>100,266</b>	<b>102,848</b>
<b>Current assets</b>			
Debtors	10	9,648	9,192
Cash at bank and in hand		138	143
Assets held for sale	11	-	7
		<b>9,786</b>	<b>9,342</b>
<b>Creditors: amounts falling due within one year</b>	12	<b>(27,603)</b>	<b>(26,677)</b>
<b>Net current liabilities</b>		<b>(17,817)</b>	<b>(17,335)</b>
<b>Total assets less current liabilities</b>		<b>82,449</b>	<b>85,513</b>
<b>Creditors: amounts falling due after more than one year</b>	13	<b>(76,805)</b>	<b>(77,419)</b>
<b>Provisions for liabilities</b>	14	<b>(6,563)</b>	<b>(6,913)</b>
<b>Net (liabilities)/assets</b>		<b>(919)</b>	<b>1,181</b>
<b>Capital and reserves</b>			
Called up share capital	15	10	10
Profit and loss account		(929)	1,171
<b>Total shareholders' (deficit)/funds</b>		<b>(919)</b>	<b>1,181</b>

The financial statements on pages 7 to 27 were approved by the board of directors on 29 February 2016 and were signed on its behalf by:

  
M Moran  
Director

Registered number: 6244880

## Priory Education Services Limited

### Statement of changes in equity for the year ended 31 December 2015

	Called up share capital £'000	Profit and loss account £'000	Total shareholders' (deficit)/funds £'000
At 1 January 2014	10	11,625	11,635
Correction of prior year error	-	(10,302)	(10,302)
At 1 January 2014 restated	10	1,323	1,333
Loss for the financial year	-	(152)	(152)
At 31 December 2014 restated	10	1,171	1,181
Loss for the financial year	-	(2,100)	(2,100)
<b>At 31 December 2015</b>	<b>10</b>	<b>(929)</b>	<b>(919)</b>

# Priory Education Services Limited

## Statement of accounting policies

The following accounting policies have been applied consistently in the company's financial statements.

### Basis of preparation

The company is a private limited company, incorporated and domiciled in the United Kingdom.

The financial statements are presented in sterling, rounded to the nearest thousand. They are prepared on a going concern basis and under the historical cost convention. The principal accounting policies applied in the preparation of these financial statements are set out below, and, unless otherwise stated, these policies have been consistently applied to all the periods presented.

These financial statements have been prepared in accordance with United Kingdom Accounting Standards, in particular, Financial Reporting Standard 101 "Reduced Disclosure Framework (FRS 101)" and, the Companies Act 2006 (the Act) as applicable to companies using FRS 101. 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 19 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 has no other related party transactions); and
- Roll-forward reconciliations in respect of share capital (IAS 1), property, plant and equipment (IAS 16) and intangible assets (IAS 38).

The preparation of financial statements in conformity with FRS 101 requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates.

The company has taken the exemption from full retrospective accounting for business combinations in accordance with IFRS1.

# Priory Education Services Limited

## Statement of accounting policies (continued)

### Basis of preparation (continued)

The company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare group financial statements on the grounds that it is included in the consolidated financial statements of a parent undertaking. These financial statements present information about the company as an individual undertaking and not about its group.

### Restatement of comparative balance sheet

Goodwill recognised in the financial statements as at 31 December 2014 has been restated to correct an error in the prior year financial statements. The effect of this restatement is to reduce goodwill and net assets by £10,302,000.

### Goodwill

Goodwill relating to acquisitions of businesses, which represents the excess of the fair value of the consideration paid over the fair value of the assets and liabilities acquired, is capitalised in the balance sheet in the year of acquisition. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any accumulated impairment losses. Goodwill is reviewed for impairment at least annually, or more frequently where circumstances suggest an impairment may have occurred. Any impairment is recognised immediately in the income statement and is not subsequently reversed.

### Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and impairment losses. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use.

Assets in the course of construction represent the direct costs of purchasing, constructing and installing property, plant and equipment ahead of their productive use. No depreciation is provided on an asset that is in the course of construction until it is completed and the asset is ready for its intended use.

Depreciation is provided to write off the cost less the estimated residual value of property, plant and equipment by equal instalments over their estimated useful economic lives as follows:

Freehold buildings	-	over 50 years
Short leasehold land and buildings	-	over lease term
Fixtures and fittings	-	over 3 to 16 years
Motor vehicles	-	over shorter of the lease term and 4 years

The expected residual values and useful lives of the assets to the business are reassessed, and adjusted if appropriate at each balance sheet date. Land is not depreciated on the basis that land has an unlimited life. Where the cost of land and buildings cannot be split, the directors have estimated that the value attributable to land is 22% of the cost of the land and buildings, based on experience.

### Investments

Investments in subsidiaries are stated at cost less provision for any impairment in value.

# Priory Education Services Limited

## Statement of accounting policies (continued)

### Asset impairment

Goodwill and property, plant and equipment are tested for impairment by management when a trigger event that might affect asset values has occurred. An impairment loss is recognised in the profit and loss account to the extent that the carrying amount cannot be recovered either by selling the asset or by the discounted future earnings from an income-generating unit, which is an individual business operational unit. Goodwill is also subject to an annual impairment review.

### Trade and other debtors

Trade and other debtors are initially stated at fair value and subsequently measured at amortised cost using the effective interest method, less any impairment losses, and are assessed for indicators of impairment at each balance sheet date. Trade and other debtors are considered to be impaired when there is objective evidence that the estimated future cash flows associated with the asset have been affected. In addition, certain trade and other debtors that are not considered to be individually impaired, may be assessed for impairment on a collective basis. Objective evidence for impairment for a portfolio of receivables could include the company's past experience of collecting payment, an increase in the number of delayed payments, as well as observable changes in national or local economic conditions.

### Cash

Cash comprises all bank balances and is stated in the balance sheet at fair value. The company does not hold any cash equivalents.

### Trade and other creditors

Trade and other creditors are initially stated at fair value and subsequently measured at amortised cost using the effective interest rate method.

### Leases

Leases in which the company assumes substantially all the risks and rewards of ownership of the leased asset are classified as finance leases. Where land and buildings are held under leases the accounting treatment of the land is considered separately from that of the buildings. Leased assets acquired by way of finance lease are stated at an amount equal to the lower of their fair value and the present value of the minimum lease payments at the inception of the lease, less accumulated depreciation and impairment losses. Leased assets classified as property, plant and equipment are depreciated over the shorter of their useful economic life or the period of the lease.

Lease payments made in respect of finance leases are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

Lease payments made in respect of operating leases are recognised on a straight line basis over the term of the lease.

### Retirement benefit costs

The company participates in a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The amount charged to the profit and loss account represents the contributions payable to the scheme in respect of the accounting period.

# **Priory Education Services Limited**

## **Statement of accounting policies (continued)**

### **Taxation**

The tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on the taxable profit for the year. Taxable profit can differ from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years, or that are never taxable or deductible. The company's liability for current tax is calculated using rates that have been effective during the accounting period.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case deferred tax is also dealt with in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax liabilities and when they relate to income taxes levied by the same taxation authority, and the company intends to settle its current tax assets and liabilities on a net basis.

Deferred tax balances are not discounted.

### **Group relief**

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.

### **Turnover and revenue recognition**

Turnover represents consideration received for the provision of services to customers. Turnover is recognised to the extent that it is probable that the economic benefits will flow to the company and the turnover can be reliably measured. Turnover is measured at the fair value of the consideration received, excluding discounts, rebates and sales taxes. Turnover is recognised as the services are provided. Turnover received in advance is included in deferred income until the service is provided. Turnover in respect of services provided but not yet invoiced by the period end is included within accrued income.

### **Exceptional items**

Items that are both material and non-recurring and whose significance is sufficient to warrant separate disclosure and identification are referred to as exceptional items. Items that may give rise to classification as exceptional include, but are not limited to, significant and material restructuring and reorganisation programme and acquisition costs.

# **Priory Education Services Limited**

## **Statement of accounting policies (continued)**

### **Critical accounting estimates and judgements**

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.



# Priory Education Services Limited

## Notes to the financial statements for the year ended 31 December 2015

### 1 Turnover

The company's turnover, (loss)/profit on ordinary activities before taxation and net (liabilities)/assets arise primarily from its principal activity of the provision of specialist education and care for children who have emotional and behavioural difficulties, autistic spectrum difficulties, Asperger's Syndrome and dyslexia.

All turnover and (loss)/profit on ordinary activities before taxation arose within the United Kingdom and from one class of business.

### 2 (Loss)/profit on ordinary activities before taxation

(Loss)/profit on ordinary activities before taxation is stated after charging/(crediting):

	2015	2014
	£'000	£'000
Depreciation:		
Owned	4,111	3,441
Leased	1,482	1,510
Rentals under operating leases:		
Hire of plant and machinery	88	83
Other operating leases	12,776	12,466
Future minimum rent	543	591
Operating exceptional items:		
Re-organisation and rationalisation costs	1,229	332
Dilapidations	15	-
Professional fees	-	200
Profit on disposal of fixed assets	(238)	(140)
Impairment of property, plant and equipment (note 9)	2,742	-

The re-organisation and rationalisation costs of £1,229,000 (2014: £332,000) incurred in the year primarily relate to employee redundancy payments and site closure costs incurred as the company re-organised and streamlined its operations. Professional fees of £nil (2014: £200,000) relate to the acquisition of Castlecure Group Limited.

The remuneration of the auditors of £18,000 (2014: £18,000) relates to the audit and was borne by another group undertaking.

# Priory Education Services Limited

## Notes to the financial statements for the year ended 31 December 2015 (continued)

### 3 Remuneration of directors

The costs relating to the directors' services have been borne by Priory Central Services Limited, a fellow group company. No amounts (2014: 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.

### 4 Staff numbers and costs

The average monthly number of persons employed by the company (including directors) during the year, analysed by activity, was as follows:

	2015	2014
	Number	Number
By activity:		
Teachers and social workers	1,579	1,518
Administrative and ancillary staff	396	368
	1,975	1,886

The aggregate payroll costs of these persons were as follows:

	2015	2014
	£'000	£'000
Wages and salaries	45,725	42,169
Social security costs	3,188	2,968
Other pension costs (note 18)	1,469	1,399
	50,382	46,536

# Priory Education Services Limited

## Notes to the financial statements for the year ended 31 December 2015 (continued)

### 5 Interest payable and similar charges

	2015	2014
	£'000	£'000
Interest payable to group undertakings	1,752	1,716
Finance charges payable in respect of finance leases	84	81
Finance charges payable in respect of finance leases with group undertakings	1,448	1,467
Other interest payable	5	-
	3,289	3,264

### 6 Tax on (loss)/profit on ordinary activities

	2015	2014
	£'000	£'000
UK corporation tax:		
Current tax charge arising in the year	813	445
Adjustments in respect of prior years	(415)	37
<b>Total current tax</b>	<b>398</b>	<b>482</b>
Deferred tax:		
Origination and reversal of timing differences	(858)	379
Adjustments in respect of prior years	288	(31)
Effect of tax rate change on opening balance	(338)	-
<b>Total deferred tax</b>	<b>(908)</b>	<b>348</b>
<b>Total tax (credit)/charge</b>	<b>(510)</b>	<b>830</b>

The current tax charge of £398,000 (2014: £482,000) on profits for the year has been relieved by the surrender of losses by other group companies in exchange for payment of the same amount.

# Priory Education Services Limited

## Notes to the financial statements for the year ended 31 December 2015 (continued)

### 6 Tax on (loss)/profit on ordinary activities (continued)

The standard rate of tax for the year, based on the UK standard rate of corporation tax is 20.25% (2014: 21.5%). The actual tax (credit)/charge for the year is lower (2014: higher) than the standard rate for the reasons set out in the following reconciliation:

	2015 £'000	2014 £'000
(Loss)/profit on ordinary activities before taxation	(2,610)	678
Tax on (loss)/profit on ordinary activities at standard rate	(529)	146
Factors affecting charge for the year:		
Transfer pricing adjustments	128	670
Depreciation of non-qualifying assets	584	310
Expenses not deductible for tax purposes	555	36
Impact of rate changes	(359)	-
Movement in tax base of fixed assets	(762)	(294)
Other timing differences	-	(44)
Adjustments in respect of prior years	(127)	6
<b>Total tax (credit)/charge for the year</b>	<b>(510)</b>	<b>830</b>

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 20.25% (2014: 21.5%).

In his budget speech on 8 July 2015, the Chancellor announced that the main rate of corporation tax would change from 20% to 19% from 1 April 2017 and from 19% to 18% from 1 April 2020. These changes were substantively enacted on 26 October 2015, as such the company's deferred tax balances have been restated to reflect their expected unwind at 18% rather than the main rate of 20%.

# Priory Education Services Limited

## Notes to the financial statements for the year ended 31 December 2015 (continued)

### 7 Investments

	Shares in group undertakings £'000
<b>Cost</b>	
At 1 January 2015	12,689
Additions	223
<b>At 31 December 2015</b>	<b>12,912</b>
<b>Provisions for impairment</b>	
At 1 January 2015 and 31 December 2015	-
<b>Net book value</b>	
At 31 December 2015	12,912
At 31 December 2014	12,689

The subsidiary undertakings at the year end are as follows:

Subsidiary undertaking	Principal activities	Country of incorporation	Class and percentage of shares held
Priory (Thetford 1) Limited*	Non-trading	United Kingdom	100% ordinary
Priory (Thetford 2) Limited	Non-trading	United Kingdom	100% ordinary
Thetford Trustee LLP	Trustee company	United Kingdom	100% members' capital
Castlecare Group Limited*	Non-trading	United Kingdom	100% ordinary
Castlecare Holdings Limited	Non-trading	United Kingdom	100% ordinary
Castle Homes Care Limited	Children's care home	United Kingdom	100% ordinary
Castle Homes Limited	Children's care home	United Kingdom	100% ordinary
Quantum Care (UK) Limited	Children's care home	United Kingdom	100% ordinary
Castlecare Cymru Limited	Children's care home	United Kingdom	100% ordinary
Castlecare Education Limited	Specialist education services	United Kingdom	100% ordinary
Rothcare Estates Limited	Property company	United Kingdom	100% ordinary

\*Interest held directly.

The directors consider that the carrying value of the investments is supported by their underlying net assets.

# Priory Education Services Limited

## Notes to the financial statements for the year ended 31 December 2015 (continued)

### 8 Intangible assets

	Restated goodwill £'000
<b>Cost and net book amount</b>	
<b>At 1 January 2015 and 31 December 2015</b>	<b>26,584</b>

The company tests goodwill annually for impairment, or more frequently if there is an indication that goodwill might be impaired. The recoverable amount is determined from either value in use or fair value less costs to sell calculations.

No reasonably likely changes in underlying assumptions would result in a material impairment charge.

### 9 Property, plant and equipment

	Land and buildings £'000	Assets in the course of construction £'000	Fixtures and fittings £'000	Motor vehicles £'000	Total £'000
<b>Cost</b>					
At 1 January 2015	47,394	1,836	36,943	2,534	88,707
Additions	587	458	5,934	667	7,646
Disposals	(654)	(960)	(291)	(878)	(2,783)
Transfers between categories	666	(1,211)	545	-	-
<b>At 31 December 2015</b>	<b>47,993</b>	<b>123</b>	<b>43,131</b>	<b>2,323</b>	<b>93,570</b>
<b>Accumulated depreciation</b>					
At 1 January 2015	9,662	-	13,982	1,488	25,132
Charge for the year	1,484	-	3,734	375	5,593
Disposals	(5)	-	-	(662)	(667)
Impairment charge	126	-	2,616	-	2,742
<b>At 31 December 2015</b>	<b>11,267</b>	<b>-</b>	<b>20,332</b>	<b>1,201</b>	<b>32,800</b>
<b>Net book amount</b>					
<b>At 31 December 2015</b>	<b>36,726</b>	<b>123</b>	<b>22,799</b>	<b>1,122</b>	<b>60,770</b>
At 31 December 2014	37,732	1,836	22,961	1,046	63,575

# Priory Education Services Limited

## Notes to the financial statements for the year ended 31 December 2015 (continued)

### 9 Property, plant and equipment (continued)

The net book value of assets held under finance leases included within property, plant and equipment was as follows:

	2015	2014
	£'000	£'000
Land and buildings	17,308	18,329
Fixtures and fittings	-	4
Motor vehicles	1,081	981
	18,389	19,314

Depreciation for the year in respect of assets held under finance leases was as follows:

	2015	2014
	£'000	£'000
Land and buildings	1,021	1,021
Fixtures and fittings	4	5
Motor vehicles	457	484
	1,482	1,510

#### Freehold and leasehold land and buildings

	2015	2014
	£'000	£'000
Freehold	19,418	19,403
Short leasehold	17,308	18,329
	36,726	37,732

# Priory Education Services Limited

## Notes to the financial statements for the year ended 31 December 2015 (continued)

### 10 Debtors

	2015	2014
	£'000	£'000
Trade debtors	685	256
Amounts owed by group undertakings	7,994	8,641
Other debtors	180	30
Prepayments and accrued income	789	265
	9,648	9,192

Amounts owed by group undertakings due within one year are non-interest bearing and repayable on demand.

### 11 Assets held for sale

	Land and buildings	Fixtures and fittings	Total
	£'000	£'000	£'000
<b>Cost</b>			
As at 1 January 2015	386	2,098	2,484
Disposals	(386)	(2,098)	(2,484)
<b>At 31 December 2015</b>	-	-	-
<b>Accumulated depreciation</b>			
As at 1 January 2015	382	2,095	2,477
Disposals	(382)	(2,095)	(2,477)
<b>At 31 December 2015</b>	-	-	-
<b>Net book amount</b>			
<b>At 31 December 2015</b>	-	-	-
At 31 December 2014	4	3	7



# Priory Education Services Limited

## Notes to the financial statements for the year ended 31 December 2015 (continued)

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

	2015	2014
	£'000	£'000
Obligations under finance lease contracts (note 13)	484	507
Obligation under finance lease contracts with group undertakings (note 13)	1,951	1,904
Group relief payable	398	482
Other creditors	1,657	1,490
Other taxation and social security	1,105	1,026
Accruals and deferred income	22,008	21,268
	<b>27,603</b>	<b>26,677</b>

### 13 Creditors: amounts falling due after more than one year

	2015	2014
	£'000	£'000
Amounts owed to group undertakings	54,325	54,325
Obligations under finance leases	686	797
Obligation under finance lease contracts with group undertakings	21,794	22,297
	<b>76,805</b>	<b>77,419</b>

Amounts owed to group undertakings are unsecured, bear interest at LIBOR plus 2.25% per annum and are payable on demand. It is not expected that the demand would be made or that these amounts will be paid within one year and accordingly these amounts have been shown as amounts falling due after more than one year.

# Priory Education Services Limited

## Notes to the financial statements for the year ended 31 December 2015 (continued)

### 13 Creditors: amounts falling due after more than one year (continued)

Obligations under finance leases are payable as follows:

	2015	2014
	£'000	£'000
Within one year	484	507
In more than one year, but not more than five years	686	797
	1,170	1,304

Obligations under finance leases with group undertakings are payable as follows:

	2015	2014
	£'000	£'000
Within one year	1,951	1,904
In more than one year, but not more than five years	8,306	8,103
After five years	13,488	14,194
	23,745	24,201

# Priory Education Services Limited

## Notes to the financial statements for the year ended 31 December 2015 (continued)

### 14 Provisions for liabilities

	<b>Dilapidations</b>	<b>Deferred tax</b>	<b>Future minimum rent</b>	<b>Total</b>
	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>
At 1 January 2015	-	3,384	3,529	6,913
Charged/(credited) to the profit and loss account	15	(908)	543	(350)
<b>At 31 December 2015</b>	<b>15</b>	<b>2,476</b>	<b>4,072</b>	<b>6,563</b>

Provisions have been recorded for future minimum rent payable as a result of the policy to straight line rent payments in the profit and loss account where leases have built in minimum rent escalator clauses. The provisions will be utilised over the life of the leases.

Dilapidation provisions have been recorded for costs of returning properties held under operating leases to the state of repair at the inception of the lease. These provisions are expected to be utilised on the termination of the underlying leases.

Deferred tax arises on the following timing differences:

	<b>Depreciation in excess of capital allowances</b>	<b>Short term timing differences</b>	<b>Total</b>
	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>
At 1 January 2015	(751)	4,135	3,384
Charge/(credit) for the year	272	(1,180)	(908)
<b>At 31 December 2015</b>	<b>(479)</b>	<b>2,955</b>	<b>2,476</b>

Deferred tax assets relating to deductible temporary differences are recognised if it is probable that they can be offset against future taxable profits or existing temporary differences. On the basis of the approved business plans, it is considered probable that the temporary differences can be offset against future taxable profits.

# Priory Education Services Limited

## Notes to the financial statements for the year ended 31 December 2015 (continued)

### 15 Called up share capital

	2015 £'000	2014 £'000
<b>Authorised</b>		
10,000 (2014: 10,000) ordinary shares of £1 each	10	10
<b>Allotted and fully paid</b>		
10,000 (2014: 10,000) ordinary shares of £1 each	10	10

### 16 Contingent liabilities

At 31 December 2015, borrowings of a fellow group undertaking were secured by fixed and floating charges over all the assets of the company.

### 17 Commitments

Capital commitments at the end of the financial year, for which no provision has been made, are as follows:

	2015 £'000	2014 £'000
<b>Contracted</b>	<b>587</b>	<b>592</b>

Total commitments under non-cancellable operating leases are as follows:

	2015 Land and buildings £'000	2015 Other £'000	2014 Land and buildings £'000	2014 Other £'000
Within one year	13,110	52	13,156	47
In the second to fifth years inclusive	55,162	98	55,312	83
In over five years	220,234	-	243,777	-
	<b>288,506</b>	<b>150</b>	<b>312,245</b>	<b>130</b>

# **Priory Education Services Limited**

## **Notes to the financial statements for the year ended 31 December 2015 (continued)**

### **18 Pension scheme**

The company operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the company to the fund and amounted to £677,000 (2014: £439,000).

The company participates in the Teachers' Pension Scheme ("the scheme") which is a government funded final salary scheme. The pension charge for the year was £792,000 (2014: £960,000). The company is unable to identify its share of the underlying assets and liabilities of the scheme in which it participates on a consistent and reliable basis. It has therefore taken advantage of the exemption under International Accounting standard 19 to treat the scheme as a defined contribution scheme.

As at 31 December 2015, there were outstanding contributions of £215,000 (2014: £203,000).

### **19 Ultimate parent company and controlling party**

The company's immediate parent company, which is incorporated in the Cayman Islands, is Priory Holdings Company No 3 Limited.

The ultimate parent undertaking and controlling party at 31 December 2015 was Priory Group No. 1 Limited, a company incorporated in England. Priory Group No. 1 Limited was beneficially owned by funds managed by Advent International Corporation which was considered by the directors to be the ultimate controlling party of the company.

On 16 February 2016 the entire share capital of Priory Group No. 1 Limited was acquired by Whitewell UK Investments 1 Limited, an indirect wholly owned subsidiary of Acadia Healthcare Company Inc. From this date the ultimate parent undertaking and controlling party is Acadia Healthcare Company Inc.

Priory Group No. 1 Limited is the parent undertaking of the largest group of undertakings to consolidate these financial statements at 31 December 2015. Priory Group No. 3 PLC is the parent undertaking of the smallest group of undertakings to consolidate these financial statements at 31 December 2015. The consolidated financial statements of Priory Group No. 1 Limited and Priory Group No. 3 PLC can be obtained from the Company Secretary at Fifth Floor, 80 Hammersmith Road, London, W14 8UD.